

**FILED EFFECTIVE****ARTICLES OF INCORPORATION**

2005 APR 19 AM 9:45

**OF**SECRETARY OF STATE  
STATE OF IDAHO**Kendrick Ag & Supply, Inc.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, hereby certifies and adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation shall be Kendrick Ag & Supply, Inc.

**ARTICLE II. SHARES**

The total authorized number of shares of this corporation is 1,000 shares of stock at \$1.00 par value.

**ARTICLE III. REGISTERED AGENT**

The registered agent of this corporation and the street address of the registered office of this corporation are as follows:

Douglas R. Fitzmorris 101 S. 7<sup>th</sup> Street, Kendrick ID 83537

**ARTICLE IV. DIRECTORS**

1. Name and Number. The number of directors of this corporation and the manner in which such directors are to be elected shall be as set forth in the by-laws. Names and addresses of the initial directors are as follows:

Douglas R. Fitzmorris	President
Scott Fitzmorris	Vice-President
Margie Fitzmorris	Treasurer
Robin Fitzmorris	Secretary

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2. Limitation on Liability. A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

- a. Acts or omissions involving intentional misconduct by a director or a knowing violation of law by the director;
- b. Conduct violating certain distributions by the corporation; or
- c. Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

#### ARTICLE V. INDEMNIFICATION

The corporation shall indemnify and advance expenses to its directors, officers, agents, and employees as follows:

1. Directors and Officers. The corporation shall indemnify its directors and officers to the fullest extent permitted by the law now or hereafter in force. However, such indemnity shall not apply on account of:

- a. Acts or omissions of the director and officer finally adjudged to be intentional misconduct or a knowing violation of law;
- b. Conduct of the director and officer finally adjudged to be in violation of the law; or
- c. Any transaction with respect to which it is finally adjudged that such director and officer personally received a benefit in money, property, or services to which the director and officer were not legally entitled.

It shall advance expenses for such persons pursuant to the terms set forth in the by-laws, or in a separate directors' resolution or contract.

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2. Employees and Agents Who Are Not Directors. The corporation shall indemnify and

advance expenses to its employees and agents who are not directors to the extent authorized by the Board of Directors or the by-laws, and consistent with law.

3. Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such by-laws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such by-laws, resolutions, contracts, or further arrangements shall include, but not be limited to, implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

4. Survival of Indemnification Right. No advancement or repeal of this Article shall apply to or have any effect on any right of indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

5. Service to Other Entities. The indemnification and advancement of expenses provided under this Article shall apply to directors, officers, employees, or agents of the corporation for both (a) service in such capacity for the corporation, and (b) service at the corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A person is considered to be serving an employee benefit plan at the corporation's request if such person's duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan.

**ARTICLE VI. MAJORITY SHAREHOLDER APPROVAL**

If a vote of the shareholders is required to authorize any of the following matters, such matters need to approved only by a majority of all votes of each voting group entitled to be cast on the matter:

1. Amendment to Articles of Incorporation
2. Plan of Merger or Plan of Share Exchange
3. Sale, lease, exchange, or other disposition of all or substantially all of the property of the corporation, other than in the usual and regular course of business.
4. Proposal to dissolve the corporation

**ARTICLE VII. INCORPORATOR**

The name and address of the incorporator is Douglas Fitzmorris, 101 S. 7<sup>th</sup> Street, Kendrick, ID 83537.

**ARTICLE VIII. PURPOSE OF THE CORPORATION**

The purpose of this corporation is to transact any or all business connected with or related to the sale of auto parts and agricultural supplies.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this \_\_\_\_ day of April, 2005.

  
DOUGLAS R. FITZMORRIS  
Incorporator