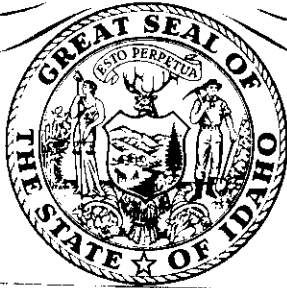


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

THE CASSIA EQUIPMENT COMPANY

was filed in the office of the Secretary of State on the **Twelfth** day of **February,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Ninety-nine years** from the date hereof, with its registered office in this State located at

Burley in the County of **Cassia**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **February**, A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF THE
CASSIA EQUIPMENT COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all full-age citizens of the United States, whose places of residence are hereinafter respectively set forth, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State Of Idaho, and have adopted, and by these presents do adopt, the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE 1.

The corporation hereby created shall bear the name of THE CASSIA EQUIPMENT COMPANY, and is organized in and will have its principal place of business and registered office in the City of Burley, County of Cassia, State of Idaho.

ARTICLE 11.

The names of the incorporators, their post office address, and the amount of capital stock for which severally and respectively they do hereby subscribe are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>	<u>NO. OF SHARES</u>
Robert O. Burnham	2039 Occidental Ave., Burley, Idaho	279
Elaine W. Burnham	2039 Occidental Ave., Burley, Idaho	1
Robert E. Bray	2000 Conant Ave., Burley, Idaho	120

ARTICLE 111.

The duration of this company's existance shall be for Ninety-nine (99) years from and after the date of its incorporation unless sooner dissolved pursuant to law.

ARTICLE 1V.

In furtherance of, and in no way in limitation of, the general

powers now or hereafter conferred upon corporations by the laws of Idaho, or of any other State, Territory, or Country in which this corporation shall do business, or by the principles of the common law, the object, business and pursuit of this corporation shall be, in general terms, as follows:

a. To conduct a general equipment manufacturing and distributing service to sell, repair, renovate, adjust, manufacture, invent, and in other manner handle equipment and machinery of all types, nature and sizes, to distribute information regarding said equipment and machinery, advertise for the sale of the same, to sell automotive parts, gasoline, oils and all other business connected with or appertaining to the selling, distributing, repairing and manufacturing of machinery and equipment.

b. To conduct and carry on a general Garage business.

c. To acquire, own, buy, hold, lease, purchase or otherwise acquire, sell, mortgage, convey, exchange and improve real property, tenements and hereditaments.

d. To lend money for profit and to take, hold and realize upon securities therefor.

e. To borrow money for the benefit of the company; to give security therefor and for the purpose of raising money necessary for the transaction of the business of the company or the acquisition of property by it or to secure any indebtedness of the company.

f. To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities of any person, firm association or corporation engaged in or authorized to conduct any business similar to, or in any wise related to, any business authorized to be conducted by this corporation or owning property necessary or suitable for its purposes,

and to pay for the same in cash, in the stock or bonds of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

g. To execute bonds, debentures, promissory notes or other evidence of indebtedness, to secure the same by mortgage or pledge of all or any part of the property of the company, whether real or personal.

h. To acquire, receive and hold any grants, concessions, licenses or monopolies or other rights which may be granted by any nation, state, municipality, or to other public or private authority, and to dispose thereof or to grant rights, or licenses thereunder to any person corporation, firm or partnership.

i. To join or consolidate with, and to enter into agreements and cooperative relations not in contravention of law with any persons, firms, associations or corporations, governmental, municipal, or otherwise in and about the carrying on and out of all or any of the purposes of this company.

j. To contribute in any manner to the expense of promoting, construction, improving, developing, or maintaining any business, works, structures, or improvements of any kind whatsoever or however owned, which, in the judgment of the Board of Directors, for the time being may be calculated, directly or indirectly, to advance the interests of this corporation.

k. Without in any particular limiting any of the objects, or purposes or powers of the corporation, the business or purposes of the company shall be from time to time to do any one or more or all of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or to enhance the value of or render profitable, any of its property or rights, as such a corporation may lawfully do; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all acts and things, and to exercise any and all other powers which a co-partnership or natural persons could do and exercise; and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations.

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes not inconsistent herewith are hereby included.

ARTICLE V.

The total authorized capital stock of this corporation shall be \$50,000.00, which shall consist of 500 shares of a par value of \$100.00 each, of which amount 400 shares of the par value of \$40,000.00 are issued stock, and 100 shares of the par value of \$10,000.00 are unissued. The unissued stock, together with any other shares that may come into the possession of the company may be issued and disposed of by the Board of Directors at such times and for such uses and purposes of the corporation and upon such terms as the Board of Directors may deem expedient.

ARTICLE VI.

The number and kind of officers of this company shall be as follows, to-wit:

First, a board of three directors; second, a president; third, a vice-president; fourth, a secretary-treasurer; and fifth, such other officers as may from time to time be appointed by the above named board of directors.

Any two or more of the above named officers may be held by the same person, except the offices of president and vice-president, Each of the directors of the company shall each hold, absolutely, in his own right, at least one (1) share of the capital stock of the company, as shown by the books of the corporation, and the president and vice-president must be directors. The secretary-treasurer may, but need not be, a director or stockholder. Whenever any director shall cease to be a stockholder of record, he shall cease to be a director, and the remaining directors may declare his office vacant. Vacancies in the board caused by death, resignation, or disqualification, shall be filled by the remaining directors, who shall constitute a quorum for that purpose.

ARTICLE VII.

The term of office of the directors shall be for one (1) year and until their successors are duly elected and qualified except as is hereinafter otherwise provided.

A first election of directors shall occur at the annual meeting of the stockholders to be held on the last Friday of January each year.

The directors and officers appointed to act until the election and qualification of their successors, unless previously they shall be removed or replaced or resign, are as follows: Robert O. Burnham, Elaine W. Burnham and Robert E. Bray shall be directors; Robert O. Burnham shall be president; Elaine W. Burnham shall be vice-president, and Robert E. Bray shall be secretary-treasurer.

ARTICLE VIII.

The directors shall have the power and authority to disburse out of the profits actually earned and on hand, such dividends from time to time as the said directors may deem prudent.

ARTICLE IX.

The regular annual meeting of the stockholders of this corporation shall be held on the last Friday of January, except when that day shall fall on a Holiday, in which case the meeting shall be held on the following day, at such hour as the board of directors may determine, at Burley, Cassia County, State of Idaho. No notices of the annual stockholders' meeting need be given, but notices of special meetings must be given in the manner provided by law or by the by-laws of the corporation.

The manner of voting at stockholders' meetings shall be by ballot or viva voce, as those present shall determine, each stockholder being entitled to one (1) vote, in person or by proxy, for each share of stock standing in his name on the books of the

corporation. A majority of the issued stock shall be necessary to constitute a quorum at all meetings for the transaction of business; but a lesser number of shares may adjourn from day to day, or to a day certain. The directors shall be elected by ballot, and the persons receiving the highest number of votes (provided such number shall represent a majority of all the votes cast) shall be declared duly elected.

Any director or other officer may resign by filing with the secretary-treasurer a written resignation accepted by the board of directors, or may be removed by the board of directors for cause and after a hearing before the board of directors on notice to the officer sought to be removed and by the affirmative vote of not less than two-thirds of the whole board, and may be removed for cause at any special meeting of the stockholders on notice to the officer sought to be removed, and by the affirmative vote of the majority of the issued and outstanding stock present and represented at such meeting. If any such resignation be not accepted by the board of directors within ten days after the filing thereof with the secretary-treasurer as aforesaid, the same shall become fully effective as a resignation at the expiration of said ten days time.

The directors-elect, within thirty (30) days after their election, shall meet, upon due and sufficient notice from the secretary-treasurer, specifying the time and place of meeting, and shall choose from their number a president and a vice-president and appoint a secretary-treasurer.

All officers chosen or appointed by the board of directors shall hold office during the pleasure of the board.

All meetings of the stockholders and all regular meetings of directors shall be held at the general office of the company at Burley, Idaho, or at such other place as the directors may determine.

The regular meetings of the board of directors are to be held on such days and at such times as may be decided upon by said board or as may be provided for in the by-laws. Special meetings of the directors may be held anywhere in or outside of the State of Idaho. General and special meetings of the directors shall be called upon three days' written notice thereof, mailed to the last known address of each of the directors, or upon such other notice and in such manner as the by-laws may require; provided, however, that a written waiver of such notice signed by any director, shall constitute the equivalent of such required notice as to such director.

ARTICLE X.

A majority of the board of directors shall be necessary to form a quorum and are authorized to transact business and to exercise the corporate powers of the company; and the board of directors shall have the power without any action on the part of the stockholders to make, alter, amend or repeal by-laws for the corporation.

ARTICLE XI.

The private property of the stockholders shall not be liable for the debts of the corporation, and the capital stock of the corporation shall be non-assessable.

ARTICLE XII.

These Articles may be amended in any particular and at any time in the manner and form prescribed by statute, by a majority of the outstanding stock at any regular meeting or special meeting held for that purpose.

ARTICLE XIII.

The stockholders, by affirmative vote of a majority of the outstanding stock, may, at any regular meeting or special meeting held for that purpose, sell, assign, mortgage, convey, or other-

wise dispose of all of the property and assets of the corporation on such terms and conditions as they shall prescribe, either in whole or in part for cash or property, or for either stock or bonds, or both, in any other corporation or company.

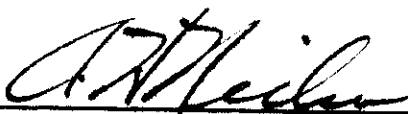
IN WITNESS WHEREOF, the parties to this agreement have hereunto set their hands this 7th day of February, 1962.

Robert C. Buchanan (SEAL)
Clair W. Buchanan (SEAL)
Robert E. Bray (SEAL)
____ (SEAL)
____ (SEAL)

STATE OF IDAHO)
) s.s.
County of Cassia)

On this 9th day of February, A. D. 1962, before me,
the undersigned, A Notary Public in and for the State of Idaho,
personally appeared ROBERT O. BURNHAM, ELAINE W. BURNHAM AND
ROBERT E. BRAY, known to me to be the persons whose names are
subscribed to the within instrument and acknowledged to me that
they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, the day and year first above written.



Notary Public in and for the State of
Idaho, residing at Burley, Idaho

MY COMMISSION EXPIRES:
Feb 20, 1962