



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

IDEAL IMPLEMENT, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day of **March** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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 **perpetual existence** from the date hereof, with its registered office in this State located at **Idaho Falls** in the County of **Bonneville.**

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 **27th** day of **March**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
IDEAL IMPLEMENT, INC.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being natural citizens, of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be "Ideal Implement, Inc."

ARTICLE II

The corporation's purposes are:

A. To carry on the business of manufacturers and dealers in agricultural implements; to manufacture, buy, sell, export, import and generally deal in agricultural tools and implements of all kinds and such other goods, wares and merchandise as are usually manufactured and sold, exported and imported, and dealt in by manufacturers and dealers in similar lines of business, together with such other lines of business or commodities as the Board of Directors may deem profitable.

B. To manufacture, buy, sell and deal in tools, machinery, implements and other articles of a similar nature.

C. To conduct a general advertising business as principals and agents, including erection, construction, purchase, lease or otherwise acquiring of structures suitable for these purposes.

D. To buy, sell, manipulate and deal in at wholesale or retail, merchandise, goods, wares, and commodities of every sort, kind or description; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate

in interest in any property or business acquired, established or carried on by the company, to remain or be vested in the name or carried on by any other company, as agents of this company; to manufacture or construct, deal in, sell, buy and trade machinery of every kind and description and articles of every nature; to purchase, lease, hold and convey all necessary property, real or personal, wheresoever the same be situated.

E. To engage in any business related or unrelated to that described in clause A of this Article from time to time authorized or approved by the Board of Directors of this corporation.

F. To act as partner or a joint venture in any transaction.

G. To have and exercise all rights and powers from time to time granted to a corporation by law.

H. To lease, buy, sell, use, mortgage, improve or otherwise handle, deal in and dispose of all property, real and personal as may be necessary or convenient in connection with the aforesaid business of the company.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address and the registered office in this state shall be at North Yellowstone and Hitt Road in the City of Idaho Falls, Bonneville County, Idaho.

ARTICLE V

The total number of shares which the corporation is authorized to issue is 2500 shares. The authorized capital stock

of the corporation shall be \$250,000.00, divided into 2500 shares of the par value of \$100.00 per share.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

| NAME | POST OFFICE ADDRESS | NO. OF SHARES |
|-------------------|-----------------------|---------------|
| James R. Bauer | Blackfoot, Idaho | 1 |
| David P. Reed | (Route #5, Box 41 | |
| | (Idaho Falls, Idaho | 1 |
| Wayne Kaufmann | (1143 Pacific Avenue | |
| | (Idaho Falls, Idaho | 1 |
| Lewis V. Robinson | Blackfoot, Idaho | 1 |
| Marvon M. Newby | (Star Route | |
| | (Ririe, Idaho | 1 |

ARTICLE VII

The Board of Directors shall consist of not less than three nor more than seven directors, as shall be fixed by the stockholders. During the term of their office, or thereafter, the number of directors may be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of directors constituting the Board shall be not less than three nor more than seven.

ARTICLE VIII

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors, or of the allotted shares as the case may be; provided not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this

corporation, and no act of the corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of March, 1964.

James R. Bauer
James R. Bauer

David P. Reed
David P. Reed

Wayne Kaufmann
Wayne Kaufmann

Lewis V. Robinson
Lewis V. Robinson

Marvon M. Newby
Marvon M. Newby

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 18th day of March, 1964, before me the under-
signed, a Notary Public in and for the State of Idaho, personally
appeared JAMES R. BAUER, DAVID P. REED, WAYNE KAUFMANN ~~REED~~
~~REED~~ and MARVON M. NEWBY, 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 in this certificate first above
written.

Donald J. Armitage
Notary Public
For the State of Idaho
Residing at Idaho Falls, Idaho

(Seal)

My commission expires:

May 10, 1965

STATE OF MINNESOTA)
) ss.
County of Hennepin)

On this 23rd day of March, 1964, before me, the undersigned
a Notary Public in and for said state, personally appeared LEWIS
V. ROBINSON, known to me to be the person whose name is subscribed
to the within instrument and acknowledged to me that he executed
the same.

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

(Seal)

ROBERT W. LONG
Notary Public, Hennepin County, Minn.
My Commission Expires Mar 19, 1970.

My commission expires:

March 18, 1970

Robert W. Long
Notary Public
For the State of Minnesota
Residing at: 3825 Pleasant Ave
Minneapolis, Minnesota