



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

HOWARD EQUIPMENT, INC.

was filed in the office of the Secretary of State on **August 14th**, 19 **78**

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 **St. Anthony, Idaho** in the county of **Fremont**

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 **14th** day of **August**, A.D., 19 **78**.

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

of

HOWARD EQUIPMENT, INC.

STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this corporation is:

HOWARD EQUIPMENT, INC.

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To buy, sell, exchange, let for hire, repair, service, build or rebuild, manufacture, and deal with in any way and manner, farming and agricultural machinery and equipment of every kind and nature, industrial machinery and equipment of every kind and nature, and any and all related items of merchandise of a farm and industrial machinery and equipment business; to operate as a franchise dealer in all kinds of merchandise and services, including, but not limited to the foregoing; to service warranties on any and all kinds of merchandise, including, but not limited to those listed; to finance such sales, leases, and other dealings in property, to discount and sell contracts and other instruments or indebtedness, and to guarantee the same; and otherwise to invest, trade and deal in and with personal property and instruments of every class and description.

(b) To carry on farming operations, which shall include any and all things pertinent to the acquiring, developing, reclaiming, holding, and operating of all kinds of farm and ranch lands, including farm lands to be reclaimed and irrigated by sprinkler irrigation or other forms of irrigation, but also including dry farm lands, ranch lands, ranges and grazing privileges, and other forms of farming properties.

(c) To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises, capital stock and property of every kind, and to undertake the whole or any part of the assets or liabilities of any persons, firm, association, or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or otherwise, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this corporation, 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.

(d) To purchase, or in anywise acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real or personal property of any kind or nature, or any interest therein; and to manage, improve, develop and turn to account any land or contracts for purchase or sale of lands acquired by the corporation, or in which the corporation is interested.

(e) To apply for, procure and take out patents of the United States of America, and the State of Idaho, or any other state or country, upon any lands in which the corporation may have any interest.

(f) To purchase, take on lease, or otherwise acquire, mining claims and mines, gas and oil properties, and to drill for and dispose of any mineral, including uranium, phosphate, gold, silver, lead, zinc, tungsten, mica, copper, aluminum, gas, oil and trace minerals, and associated and related materials and minerals, and to construct all works, pumping plants, storage facilities, and any and all other necessary structures or appliances for the proper operation of mining and gas and oil properties.

(g) To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any or the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part of parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds, and evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or the federal government.

(c) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

(d) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters of patent of the United States and foreign countries.

(e) And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, sub-leases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares to have pre-emptive rights.

THIRD

That the existence of this corporation is to be perpetual after its incorporation, unless sooner dissolved or discontinued pursuant to law.

FOURTH

That the registered office of this corporation is at 215 East Sixth South, St. Anthony, Fremont County, Idaho 83445. *Merrill Board.*

FIFTH

That the total authorized capital of this corporation shall be \$5,000.00, divided into 5,000 shares with a par value of \$1.00 per share. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share of stock shall be entitled to one vote.

The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of the shares of stock; provided that the same shall be in accordance with applicable laws.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of four shares, and following are the names of the persons, their addresses and the number of shares by whom the same have been subscribed, to-wit:

Subscriber	Address	No. of Shares	Amount
Merrill W. Howard	Route 1, Box 211-4 St. Anthony, ID 83445	One	\$1.00
Joyce H. Howard	Route 1, Box 211-4 St. Anthony, ID 83445	One	\$1.00
Mont Howard	Route 1, Box 211-4 St. Anthony, ID 83445	One	\$1.00
Garth Howard	Route 1, Box 211-4 St. Anthony, ID 83445	One	\$1.00

SEVENTH

That the management of this corporation shall be vested in a board of not less than three nor more than nine directors as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of the corporation in St. Anthony, Fremont County, Idaho, unless at a different place designated by the by-laws, and until such election, the directors of said corporation shall be:

Merrill W. Howard	President and Director
Mont Howard	Vice-President and Director
Garth Howard	Vice-President and Director
Joyce Howard	Secretary-Treasurer and Director

EIGHTH

The by-laws of this corporation may be adopted by the shareholders in the manner provided for by laws of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 31st day of July, 1978.

Merrill W. Howard
Merrill W. Howard

Joyce H. Howard
Joyce H. Howard

Mont Howard
Mont Howard

Garth Howard
Garth Howard

STATE OF IDAHO,)
 ss.
County of Madison.)

On this 31st day of July, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared MERRILL W. HOWARD, JOYCE H. HOWARD, MONT HOWARD and GARTH HOWARD, 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 seal the day and year in this certificate first above written.

Ray W. Lively
Notary Public for Idaho
Residing at: Rexburg, Idaho
My Commission expires: Life