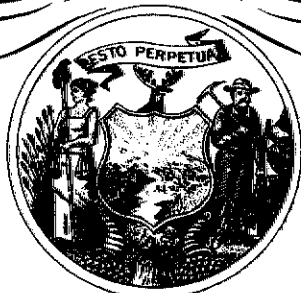


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

JAS. H. YOUNG

I, ~~JAS. H. YOUNG~~, 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

SCHLOFMAN TRACTOR & IMPLEMENT CO. INC.

was filed in the office of the Secretary of State on the 4th day
of February A.D. One Thousand Nine Hundred Fifty-seven and
duly recorded on Film No. 97 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

Boise

in the County of

Ada

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

4th day of **February**

A.D., 19 57 .

Secretary of State.

ARTICLES OF INCORPORATION
of
SCHLOFMAN TRACTOR & IMPLEMENT CO. INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being of full age, have this day voluntarily associated ourselves together and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, for the purposes hereinafter stated.

I.

The name of this corporation shall be "SCHLOFMAN TRACTOR & IMPLEMENT CO. INC."

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location and post office address of the registered office of this corporation shall be 5506 Fairview Avenue, Boise, Ada County, Idaho.

IV.

The purposes for which this corporation is formed shall be and are:

- A. To engage in the business of buying, selling, distributing, leasing, servicing, repairing and otherwise dealing in agricultural implements, construction machinery, vehicles, materials, machinery and equipment, and in implements, vehicles, materials, machinery and equipment of Allied Lines.

- B. To enter into, make, perform and carry out contracts of every kind and character with any person, firm or corporation.
- C. To acquire the good will, rights and property of any person, firm, association or corporation, and to pay for the same in cash, stocks, notes, or bonds of this corporation, or otherwise.
- D. To purchase, own, lease, hold, improve, sell and convey such real estate, and to construct, lease and maintain thereon such buildings or other improvements, as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho; and to buy, own, lease, improve, sell or convey such other real estate as shall be acquired by this corporation in the conduct of its business.
- E. To purchase, own, hold, vote, sell or hypothecate the stocks and bonds of other corporations, and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances, or other evidence of indebtedness, ownership, title, or security as may be acquired by this corporation in the usual and ordinary transaction of its business.
- F. To purchase, hold, sell and reissue the shares of its own capital stock.
- G. To borrow money in the name of this corporation in such amounts as the stockholders or directors may determine and issue as evidence thereof, notes, bonds, or other evidence of indebtedness of this corporation, and to

secure the payment of the same, when required, by mortgages, trust deeds, pledges, assignments, or other conveyances of all, or any portion, of its property, real or personal.

- H. To obtain licenses for, carry on and promote any business whatsoever which may seem to the officers, or stockholders of this corporation capable of being carried on in connection with the foregoing objects and purposes, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its property, and generally to have, enjoy, and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the laws of the State of Idaho.
- I. To carry out the objects and purposes for which this corporation is formed as principal, agents, or otherwise, to the same extent as natural persons might do.
- J. To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other state or territory of the United States, as the Board of Directors may from time to time determine.
- K. It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have power to do all and everything necessary, suitable, convenient or proper for the accomplish-

ment of any of its purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.

V.

The business of this corporation shall be managed and conducted by a board of directors consisting of not less than three nor more than seven members, the first board to be elected at the first meeting of the stockholders of this corporation, which shall consist of three members and may thereafter be increased in membership up to seven members by a majority vote of the stockholders. The entire board to be elected annually at the annual meeting of the stockholders of this corporation and any vacancy in the board created by an increase in the board membership shall be filled at either the annual or any special meeting called for that purpose.

VI.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be designated by resolution of the Board of Directors.

VII.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws and adopt new By-Laws for the corporation.

VIII.

This corporation shall have a total authorized capital stock of \$50,000.00 divided into 1000 shares of common stock of the par value of \$50.00 per share.

IX.

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>PAR VALUE</u>
William Schlofman	Boise, Idaho	650	\$32,500.00
Scott Morey Schlofman	Boise, Idaho	150	7,500.00
Henry Greene	Boise, Idaho	125	6,250.00
Lillian H. Sahl	Boise, Idaho	75	3,750.00

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 3rd day of January, 1957.

5506 Fairview Avenue
Boise, Idaho

" " "

" " "

" " "

William Schlofman
Scott Morey Schlofman
Henry Greene
Lillian H. Sahl

STATE OF IDAHO)
 :SS.
)
County of Ada)

On this 3rd day of January, 1957, before me, a Notary Public in and for said State, personally appeared WILLIAM SCHLOFMAN, SCOTT MOREY SCHLOFMAN, HENRY GREENE and LILLIAN H.

SAHL, 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.

A handwritten signature in cursive script, appearing to read "Dale C. Clevor", is written over a horizontal line.

Notary Public for Idaho,
Residing at Boise, Idaho