



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

M & D ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **First** day
of **October** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~ duly recorded on ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statements 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
2620 Warm Springs Avenue, 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 **First** day of **October**,
A.D., 19**65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

M & D ENTERPRISES, INC.

-oo0oo-

We, the undersigned natural persons all over the age of twenty-one years and citizens of the United States acting as incorporators under the Idaho Corporation Laws, adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is M & D ENTERPRISES, INC.; its duration shall be perpetual.

ARTICLE II.

The purposes of the corporation are as follows:

(a) To buy and sell, export, import, lease, exchange and generally deal in machinery and equipment of all kinds and descriptions and to act as agent for others for all or any of said purposes and to acquire by purchase, lease or otherwise, to equip, maintain and operate machine shops and foundries for the manufacture of automotive equipment and machines of all makes, types and kinds and to develop, originate and invent mobile machines of various types and kinds, and to sell and promote the sale of all such kinds and every kind of machines and equipment, both at retail, wholesale and otherwise.

(b) To engage in the sale and distribution on a world-wide basis of automobiles and all other vehicles for use in transportation and in particular, but not limited to, the manufacture, ownership, sale and distribution of automotive vehicles capable

1 of traveling through snow, mud, water or any other inhospitable
2 terrain and to own, hold and acquire patent rights for such
3 vehicles or all similar or related types of machines and vehicles.

4 (c) To build, erect, construct, lease or otherwise acquire,
5 manage, occupy, maintain and operate, buildings for commercial
6 purposes and for dwelling houses, apartment houses, office
7 buildings and to purchase, acquire, through issuance of its capital
8 stock or otherwise, to own, hold, lease, either as lessor or
9 lessee, sell, exchange, subdivide, mortgage, operate and generally
10 deal in any and all kinds of lands, improved and unimproved,
11 dwelling houses, apartment houses, hotels, commercial houses of
12 all types, manufacturing works and plants and any and all other
13 buildings and structures of any kind.

14 (d) To subscribe for, acquire by purchase or otherwise, and
15 to hold, own, sell, assign and transfer shares of the capital
16 stock of this or any other corporation and to exercise all the
17 rights of a stockholder, to acquire by purchase or otherwise hold
18 and dispose of the stocks and bonds of this or any other
19 corporation.

20 (e) To engage in any business whatsoever, either as
21 principal or as agent or as both, or the syndicate which the
22 corporation may deem convenient or proper in the furtherance of
23 any of the purposes hereinabove mentioned, or otherwise; and to
24 conduct its own business in this state, in other states of the
25 United States, in the District of Columbia, and in foreign
26 countries, and to have and to exercise all the powers authorized
27 by the laws of the State of Idaho under which this corporation is
28 formed, whether expressly set forth in this Article or not, as
29
30
31
32

such laws are now in effect or as the same may at any time hereafter be amended.

ARTICLE III.

The location and post office address of the registered office of this corporation in the State of Idaho is 2620 Warm Springs Avenue, Boise, Idaho.

ARTICLE IV.

The authorized capital stock of the corporation is the sum of Five Thousand Dollars (\$5,000.00) represented by One Hundred (100) shares of common, non-assessable stock of the par value of Fifty Dollars (\$50.00) each.

ARTICLE V.

The name, post office address of the incorporators, and a statement of the number of shares subscribed by each and the class for each subscription are:

J. W. McCollum	2101 Sunrise Rim Boise, Idaho	10 shares
Phil Johnson	2309 Spaulding Boise, Idaho	5 shares
Frank Deines	1017 Jefferson Street Boise, Idaho	10 shares

(Handwritten signatures and initials are present next to the share counts.)

ARTICLE VI.

The method and manner of holding directors meetings and stockholders meetings, the authority and duties of each of the officers of the corporation and all other matters concerning management and control of the corporation shall be determined by the By-Laws of the corporation and by the Laws of the State of Idaho.

IN WITNESS WHEREOF, we have hereunto set our hands and seals

ELAM, BURKE, JEPPESEN AND EVANS
ATTORNEYS AT LAW
1010 BANK OF IDAHO BUILDING
P. O. BOX 1868
BOISE, IDAHO 83701

on this 23 day of Sept, 1965.

J. W. McCollum
Phil Johnson
Frank Deines

STATE OF IDAHO)
 : ss.
County of Ada)

On this 23 day of Sept, 1965, before me, the undersigned Notary Public in and for said State, personally appeared J. W. McCOLLUM, PHIL JOHNSON and FRANK DEINES, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me, each individually, that he executed the same and that each is a full age citizen of the United States and of the State of Idaho.

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

Shirley Beedle
Notary Public for Idaho
Residing at Boise, Idaho

ELAM, BURKE, JEPPESEN AND EVANS
ATTORNEYS AT LAW
1010 BANK OF IDAHO BUILDING
P. O. BOX 1868
BOISE, IDAHO 83701