

# CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

## LANG CONSTRUCTION EQUIPMENT CO.

a corporation duly organized and existing under the laws of Nevada has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 26th day of February  $19\,58$  , a properly authenticated copy of its articles of incorporation, and on the 26th day of 19 58, a designation of February J. L. Eberle in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 26th day of February, A.D. 19 58.

Secretary of State.



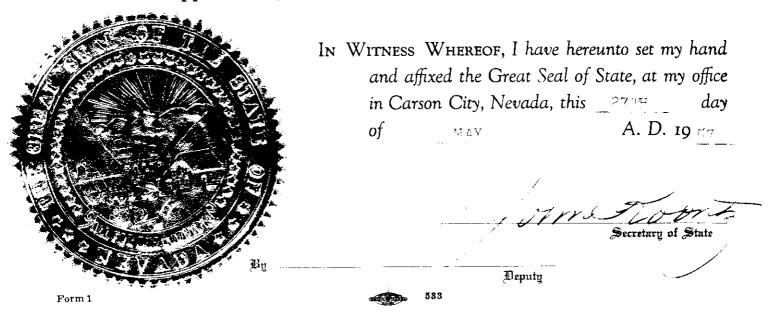


# DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

LANG CONSTRUCTION EQUIPMENT CO.

as the same appears on file and of record in this office.



of

# LANG CONSTRUCTION EQUIPMENT CO.

We, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Mevada, and hereby certify:

ARTICLE I.

The name of this corporation shall be "Lang Construction Equipment Co."

# ARTICLE II.

The principal place of business of this corporation in Mevada shall be located at 223 Fremont Street, in the City of Las Vegas, County of Clark, State of Nevada, and the general place of business outside of Nevada shall be Salt Lake City, Stah, or such other places as the Board of Directors may determine. Stockholders' and directors' meetings may be held at Salt Lake City, Stah, or at such other places as the bylaws may fix.

#### ARTICLE III.

This corporation shall have perpetual existence.

### ARTICLE IV.

The nature of the business and objects and purposes proposed to be transacted, promoted and carried on by this corporation are:

To conduct a general merchandise and distributing business, including but not limited to authority to sell, maintain, distribute, process, repair, service and in every other way deal in all kines of machinery, automotive and truck equipment and particularly macrinery and equipment used in engineering, construction, refining, mining, milling, smelting, agriculture, transportation and manufacturing, including all types of industrial equipment, supplies, accessories, tools and machines and all and similar products; to render any and all engineering, technical, research and other services incident to the foregoing business, activities and purposes.

To apply for, obtain, register, lease, purchase and otherwise to acquire, and to hold, use, own, operate and introduce and to sell, assign or otherwise dispose of any trademarks, trade names, patents, inventions, improvements and processes used in connection with or acquired under letters patent of the United States, or elsewhere or otherwise; and to use, exercise, develop, grant licenses in respect of and otherwise turn to account any such trademarks, patents, licenses, processes and the like, or any such property or rights.

Subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

To acquire and pay for in cash, stock or bonds of this corporation, or otherwise, the good will, rights, assets and properties, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of or any bonds, securities, or evidences of the indebtedness created by any other corporation or corporations organized under the laws of this state or any state, country, nation or government, and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

To promote or to aid in any manner, financially or other-wise, any corporation or association, and for this purpose to guarantee or to become surety upon the contracts, stocks, bends, notes and other obligations of such corporation or association; and to do any other acts or things designed to protect, preserve, improve, or enhance the value of the stocks, bonds or other evidences of indebtedness or securities of such other corporations.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

To enter into any lawful arrangements for sharing profits or losses, union of interests or reciprocal concessions, or co-operate with any corporations, association, partnership, syndicate,

person or government, municipality or public authority, domestic or foreign, in the carrying on of any business such as this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or proper to the carrying out of any of the purposes of the corporation.

To act as agent, factor, broker or representative of corporations, associations, firms and individuals.

To borrow or raise moneys and contract debts for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, bonds, debentures and other negotiable or non-negotiable instruments as evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon, by mortgage on, or pledge, or assignment in trust of the whole or any part of the property of the corporation whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To conduct business, have one or more offices, and hold, purchase, lease, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, or any foreign countries.

To do all and everything necessary, suitable, convenient and proper for the accomplishment of or incidental to any of the purposes or the attainment of any one or more of the objects heretofore enumerated or incidental to the powers hereinbefore named, or which shall at any time appear conducive to or expedient for the protection or benefit of the Company, with all of the powers now or herealter conferred upon corporations by the laws of the State of Levada.

The foregoing clauses shall be construed both as to ofdects and powers, but any recitation, expression or declaration. If
specific or special powers or purposes herein enumerated shall as
decord not to be exclusive, but it is hereby expressly declared that

all other lawful powers not inconsistent therewith are hereby included.

#### ARTICLE V.

The amount of the total authorized capital stock of this corporation shall be Two Million Two Hundred Fifty Thousand Dollars (\$2,250,000.00), divided into Seven Hundred Fifty Thousand (750,000) shares of the par value of Three Dollars (\$3.00) each.

#### ARTICLE VI.

The members of the governing board of this corporation shall be styled "directors". The number thereof shall be set by action of the majority vote of the stockholders at any regular meeting or special meeting noticed for that purpose. Until otherwise changed, the number of directors shall be not fewer than three nor more than fifteen. Directors shall be elected at the annual meeting for the term of one year, vacancies occurring to be filled by the Board of Directors. The names and addresses of the first directors are as follows:

Robert G. Blake	1575 Parkway Avenue Salt Lake City, Utah
H. A. Christiansen	2266 Berkeley Salt Lake City, Utah
Newell B. Dayton	2525 Walkers Lane Salt Lake City, Utah
J. Robert Lang	2918 Delsa Drive Salt Lake City, Utah
John Lang	605 Via Lido Soud Newport Beach, California
William A. Lang	1137 South 13th East Salt Lake City, Utah
David L. McKay	1348 Third Avenue Salt Lake City, Utah
Frank E. Scheffner	1382 Sherman Avenue Salt Lake City, Utah
Ivan H. Tolman	4081 South 2835 East

#### ARTICLE VII.

Salt Lake City, Utah

The names and addresses of the incorporators and subscribers to these Articles are as follows: hobert G. Blake

Frank 3. Scheifner

1382 onerman Avenue balt Lake City, Utah

1575 Parkway Avenue balt Lake Jiby, Ubah

william A. Lang

1137 South 13th mast salt Lake City, Utah

#### ARTICLE VIII.

The executive officers of this corporation shall consist of a Chairman of the Board of Directors, Chairman of the Finance Committee, Vice-Chairman of the Board of Directors, a President, an executive vice-President and not to exceed three Vice-Presidents, a Secretary and a Treasurer, and such assistant secretaries and Assistant treasurers as the Board of Directors shall determine, all of whom shall be chosen by the Board of Directors, and may be chosen in any regularly called directors' meeting. One person may hold more than one office, except that the same person may not hold both offices of President and Secretary. The following named persons shall be the officers of the corporation from the date hereof and until their successors shall have been duly elected and qualified, as provided in these Articles:

John Lang

Chairman of the Board of

Directors

William A. Lang

Chairman of the Finance Committee and Secretary

and Treasurer

Frank E. Scheffner

Vice-Unairman of the Board

of Directors

H. A. Christiansen

President and General Manager

J. Robert Lang

Executive Vice-President

Robert G. Blake

Assistant Secretary

Ivan ... Tolman

Assistant Treasurer

## ARTICLE IX.

In furtherance and not in limitation of the powers conleared by statute, the Board of Directors is expressly authorized:

To make, alter or amend Bylaws of the corporation, provided that the stockholders may, by bylaws adopted by them, place such limit as they may prescribe upon the powers of directors to make or

amend bylaws.

To fix the amount to be reserved as working capital over and above its capital stock paid in, and without the vote or approval of the stockholders to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent and what times and places and under what circumstances, accounts and books of the corporation (other than the original or auplicate stock ledger) or any of them, shall be opened to inspection of stockholders, and no stockholder shall have any right to inspect any account, book or document of this corporation except as conferred by statute unless authorized by a resolution of the stockholders or directors.

By resolution or resolutions passed by a majority of the whole Board to designate one or more committees of the Board, each committee to consist of two or more members of the Board, which to the extent provided in said resolutions or in the bylaws of the corporation shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the bylaws of the corporation or may be determined from time to time by resolutions adopted by the Board of Directors.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

#### ARTICLE X.

Both stockholders and directors shall have power to hold their meetings and to have one or more offices within or without the State of Nevada and to keep the books of this corporation (subject to the requirements of the statutes) outside of the state of Nevada at such places as may be from time to time designated by the Board of Directors, provided that the stockholders may by bylans designate the place for the holding of the stockholders' meetings, and the time and manner in which the stockholders' meetings may be called.

#### ARTICLE XI.

Any director of this corporation may be removed at a stockholders' meeting held to consider the question of such removal by a majority vote of the capital stock represented at such meeting, personally or by proxy, voting for such removal. Any officer or director may resign by filing a written resignation with the Secretary of the Company. The Board of Directors shall have power to remove from office, except from the office of Director, any officer selected by and under the powers herein given under a majority vote of all the members of the Board.

#### ARTICLE XII.

These Articles may be amended in any respect, or new Articles added thereto or changes made therein, by a vote in person or by proxy, as limited in these Articles, of a majority in amount of the outstanding stock, as shown by the books of the corporation, at a meeting of the stockholders duly called and held for that purpose. The notice of every such meeting shall substantially state the nature of the proposed amendment or amendments, new article or articles, change or changes.

#### ARTICLE XIII. .

The capital stock of this corporation is hereby declared to be non-assessable.

#### APTICLE KIV.

The private property of stockholders of this corporation shall not be liable for debts or obligations of the corporation.

#### ARTICLE XV.

Failure to hold any general meeting of the stockholders of the said corporation at the date appointed for the same shall not forfeit nor in any way interfere with the corporate rights under this agreement, but any such meeting may be held at any subsequent time upon giving five days' notice in writing to the stockholders, said notice to be delivered personally to said stockholders, or to be sent by United States mail to the stockholders' address as shown on the books and records of the corporation. Special stockholders'

meetings may be called by the President, the Board of Directors, or by holders of a majority of the outstanding issued capital stock of the corporation. Special stockholders' meetings may be held upon giving stockholders five days' notice in writing thereof, said notice to be delivered personally to said stockholders, or to be sent by United States mail to the stockholder's address as shown on the books and records of the corporation.

Within ten days after their election, the Directors shall meet and organize as a board and shall elect the officers of this corporation.

#### ARTICLE XVI.

All stock of this corporation may be sold by the Board of Directors of the Company at either public or private sale or by offering the same for subscription upon such terms and conditions and at such price as the Board of Directors shall from time to time deem proper; provided, however, that it shall be necessary for the Board of Directors to offer to the stockholders of record ten days in advance of such sale such stock at the price such stock is to be offered at such sale to others than the stockholders, and each stockholder shall have the right to purchase his pro-rata share of any new or treasury stock at the price at which it is offered to others than the stockholders.

# ARTICLE KVII.

We, the undersigned, being each of the original incorporators hereinabove named, for the purpose of forming a corporation doing business both within and without the State of Nevada, and in pursuance of the corporate laws of the State of Nevada, make and file this certificate, hereby declaring and certifying that the facts herein stated are true.

Frank & Schiffm

STATE OF UTAE ) ss.

On this J day of January, 1957, before me, personally appeared FRAKE persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year first above written.

Lotary Public Residing at Salt Lake City, Utal:

Hy commission expires:

W. Still