

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

SOUTHWEST PIPE & SUPPLY COMPANY

a corporation duly organized and existing under the laws of **Arizona** 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 **Seventh** day of **January**, 19**63**, a properly authenticated copy of its articles of incorporation, and on the **Seventh** day of **January** 19**63**, a designation of **Edward L. Benoit** in the County of **Twin Falls** 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 **7th** day of **January**, A.D. 19**63**.

Secretary of State.

STATE OF ARIZONA

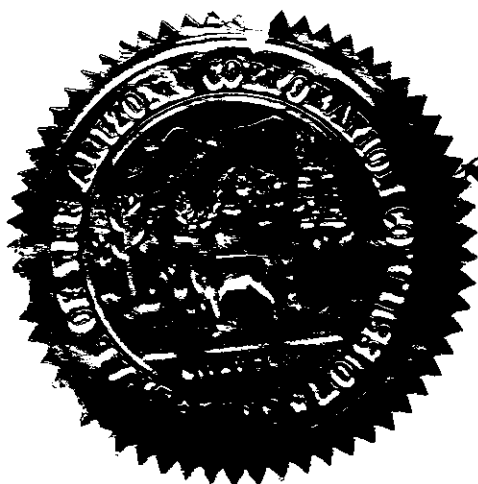
Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, S. C. CORBITT, _____ SECRETARY OF THE ARIZONA

CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of the WESTERN PIPE & SUPPLY COMPANY, which were filed in the office of the Arizona Corporation Commission on the 5th day of September, 1958, at 3:00 P. M., and AMENDMENT changing name to SOUTHWEST PIPE & SUPPLY COMPANY, filed on the 16th day of February, 1959, at 12:30 P. M., as provided by law. _____



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 28th DAY OF _____ May _____ A. D. 1964 _____

BY

SECRETARY,

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION
OF
WESTERN PIPE & SUPPLY COMPANY

KNOW ALL MEN BY THESE PRESENTS:

THAT we, the undersigned, having associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Arizona do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be WESTERN PIPE & SUPPLY COMPANY, and its principal place of business within the State of Arizona shall be at Phoenix, in the County of Maricopa, but the board of directors may designate other places, either within or without the State of Arizona where other offices may be established and maintained and all corporate business transacted.

ARTICLE II

The names, residences and post office addresses of the incorporators are as follows:

W. F. Oliver	1921 - 36th Street Lubbock, Texas
Richard M. Janopaul	7435 E. Almeria Road Scottsdale, Arizona

ARTICLE III

The general nature of the business in which the corporation shall engage is as follows:

1. To purchase, contract for or otherwise acquire in any manner, and sell, lease, rent or otherwise dispose of pipes, pumps, electrical equipment and other types of farm and irrigation equipment, and to engage in the business of installing, inspecting, maintaining, servicing and repairing pipes, pumps, electrical equipment, and other types of farm and irrigation equipment; to conduct and carry on the business of contractors for the purpose of developing and installing irrigation systems;

2. To purchase, contract for, or otherwise acquire in any manner, take, hold, own and sell, lease, rent, mortgage, pledge and otherwise dispose of or encumber any and all classes of property whatsoever, whether real, personal or mixed, or any interest therein, and to develop, improve, subdivide, cultivate, farm, mine and otherwise work, manage, operate and control the same;

3. To buy, sell, store, warehouse, process, grade, pack, ship and market, and to deal generally in goods, wares and merchandise of all kinds and classes;

4. To issue such notes, bonds, debentures, contracts, or other security or evidences of indebtedness upon such terms and conditions and in such manner and form as may be prescribed or determined by the board of directors;

5. To purchase, acquire, own, hold, sell, transfer, assign, mortgage, pledge or otherwise to acquire, dispose of, hold or deal in the shares of the stock, bonds, debentures, notes or other security or evidences of indebtedness of this or any other corpor-

ation, association or individual, and to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do;

6. To lend or invest its funds, with or without security, and upon such terms and conditions as shall be prescribed or determined by the board of directors;

7. To borrow money and to issue bonds, debentures, notes, contracts and other evidences of indebtedness or obligation, and from time to time for any lawful purpose to mortgage, pledge and otherwise charge any or all of its properties, property rights, privileges and assets to secure the payment thereof;

8. To act as executor, administrator, trustee, broker, agent, or in any other fiduciary or representative capacity;

9. To act as surety or guarantor and to underwrite in whole or in part, any contract, issue of stock, bonds, debentures and other securities or evidences of indebtedness of any other corporation or association, or of any person or persons;

10. To purchase, own, hold or hypothecate any patent rights, privileges, trademarks or secret processes;

11. To supervise and to manage or otherwise control properties or property rights, and to manage and conduct any business, venture or enterprise for other persons, corporations or associations;

12. To make and perform contracts of every kind and description; to enter into joint adventure and

partnership agreements with other corporations, associations, partnerships or individuals, and in carrying on its business, or for the purpose of attaining and furthering any of its objects to do any and all things which a natural person might or could do, and which now or hereafter may be authorized by law, and in general to do and perform such acts and things and transact such business in connection with the foregoing objects, not inconsistent with law, as may be necessary and required.

The designation of any object or purpose herein shall not be construed to be a limitation or qualification, or in any manner to limit or restrict the purposes and objects of the corporation.

ARTICLE IV

The authorized amount of the capital stock of the corporation shall be TEN THOUSAND (10,000) SHARES, of the par value of ONE HUNDRED DOLLARS (\$100.00) each, and shall be paid for at such time and in such manner as the board of directors shall determine. All or any portion of the capital stock of the corporation may be issued in payment for real or personal property, services or any other thing of value, for the uses and purposes of the corporation, and when so issued shall be fully paid the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. The shares of the capital stock of the corporation when issued shall be fully paid and non-assessable.

The corporation shall have the right to adopt bylaws giving to the corporation or to the stockholders the preferential right to acquire the shares of stock in this corporation of stockholders desiring to sell, or upon the death of any stockholder.

ARTICLE V

The time of the commencement of the corporation shall be from the date of the issuance to it of the certificate of incorporation by the Arizona Corporation Commission, and it shall endure for the term of twenty-five (25) years thereafter, with the privilege of renewal as provided by law.

ARTICLE VI

The affairs of the corporation shall be conducted by a board of directors and such officers as the directors may elect or appoint. The officers and directors need not be stockholders of the corporation. The number of directors shall be not less than three (3) nor more than eleven (11). Directors shall hold office for one (1) year, or until their successors are elected and qualified, and shall be elected by the stockholders of the corporation at the annual meeting thereof to be held at 10:00 o'clock A. M. on the third Tuesday in September of each year, commencing with the year 1959. The time for holding the annual meeting of the stockholders may be altered by the majority vote of the stockholders at any meeting thereof.

Until the first annual meeting of the stock-

holders and until their successors have been elected and qualified, the following-named persons shall be directors of the corporation:

W. F. Oliver
W. E. Keeney
Richard M. Janopaul

In furtherance, and not in limitation of the powers conferred by law, the board of directors is expressly authorized to adopt, amend and rescind bylaws for the corporation, and to fill vacancies in any office or in the board of directors resulting from any cause.

ARTICLE VII

The private property of the stockholders, directors and officers of the corporation shall at all times be exempt from all corporate debts and liabilities whatsoever.

ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which the corporation shall at any time subject itself, shall be SIX HUNDRED SIXTY SIX THOUSAND SIX HUNDRED SIXTY SIX DOLLARS (\$666,666.00).

ARTICLE IX

CLARENCE J. DUNCAN, whose address is Sixth Floor, Title & Trust Building, Phoenix, Arizona, and who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is hereby appointed and designated Statutory Agent of the corporation for the State of Arizona, upon whom service of process may be had.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of September, 1958.

/s/ W. F. OLIVER

/s/ RICHARD M. JANOPAUL

STATE OF ARIZONA :
COUNTY OF MARICOPA : SS

On this, the 5th day of September, 1958, before me the undersigned Notary Public, personally appeared W. F. OLIVER and RICHARD M. JANOPPAUL, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and
official seal.

/s/ EVELYN K. BOWLBY

/s/ EVELYN R. BOWLES

My Commission expires:

~~10-19-59~~

(NOTARIAL SEAL)

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WESTERN PIPE & SUPPLY COMPANY
an Arizona corporation

KNOW ALL MEN BY THESE PRESENTS:

THAT, at a special meeting of the stockholders of WESTERN PIPE & SUPPLY COMPANY, an Arizona corporation, duly and regularly noticed, called and held at 2001 Auburn Street, Lubbock, Texas, on the 7th day of February, 1959, at 10:00 o'clock A. M., at which meeting all of the holders of all of the issued and outstanding shares of the common stock of said corporation were present, in person or by proxy, the same being the only stockholders entitled to vote at said meeting, a resolution was duly, regularly and unanimously adopted by said stockholders of said corporation amending Article I of the Articles of Incorporation of said corporation to read as follows, to wit:

ARTICLE I

The name of the corporation shall be SOUTHWEST PIPE & SUPPLY COMPANY, and its principal place of business within the State of Arizona shall be at Phoenix, in the County of Maricopa, but the board of directors may designate other places, either within or without the State of Arizona where other offices may be established and maintained and all corporate business transacted.

IN WITNESS WHEREOF, said WESTERN PIPE & SUPPLY COMPANY has caused this certificate to be executed by its President

and the same to be attested by its Secretary, and its corporate seal to be hereto affixed, on this the 7th day of February, 1959.

WESTERN PIPE & SUPPLY COMPANY
an Arizona corporation

By W. F. OLIVER
President

ATTEST:

W. F. EISENBERG
Secretary

STATE OF TEXAS

County of TEXAS

} ss

On this the 13th day of February, 1959, before me, the undersigned Notary Public, personally appeared W. F. OLIVER and W. F. EISENBERG, who acknowledged themselves to be the President and Secretary, respectively, of WESTERN PIPE & SUPPLY COMPANY, an Arizona corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such officers.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

B. J. DOUGLAS
Notary Public

My commission expires:

June 1, 1959