

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CAPITAL EQUIPMENT FINANCE COMPANY File number C 109544

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: February 23, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

ARTICLES OF INCORPORATION
OF CAPITAL EQUIPMENT FINANCE COMPANY

FEB 23 2:35 PM '95
SECRETARY OF STATE

The undersigned hereby establishes a general business corporation pursuant to the Idaho Business Corporation Act and adopts the following charter:

1. The name of the Corporation is Capital Equipment Finance Company.

2. The Corporation shall commence on February 21, 1995, and the period of its duration is perpetual.

3. The purposes for which the Corporation is organized includes the transaction of any or all lawful business, including, but not limited to, financing the sales of new and used farm equipment.

4. The name of the initial registered agent for the Corporation is Randy J. Stewart. The address of the initial registered office is 700 W. Overland, Meridian, Idaho 83642.

5. The initial Board of Directors who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

Thomas T. Nicholson
10330 W. Stardust Dr.
Boise, Idaho 83709

Randy J. Stewart
3743 Stonecreek Way
Boise, Idaho 83703

6. The Board of Directors shall consist of two persons, all of whom need to be shareholders of the Corporation.

7. Each director shall hold office until the next annual meeting of the Corporation or until his successor shall have been duly elected and qualified.

8. The officers of the Corporation shall be a president, vice-president, and secretary-treasurer, and such other officers as the Board of Directors shall designate from time to time.

9. The officers of the Corporation shall be elected by the Board of Directors and shall hold office until their successors shall have been duly elected and qualified.

10. The duties and powers of the officers shall be such as are normal and customary for their respective positions and as are further designated by the Board of Directors.

IDaho SECRETARY OF STATE
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1 11. The aggregate number of shares which the Corporation shall have authority to
2 issue is 20,000 shares of common voting stock with no par value per share. The amount of
3 money to be paid for each share will be determined by the Board of Directors as to the
4 consideration to be paid for such shares.

5 12. Shares shall be voted only by the holder of record or another shareholder of the
6 Corporation in accordance with a written proxy executed by a holder of record.

7 13. The shares of the Corporation held by a deceased or retired shareholder shall be
8 either redeemed or canceled by the Corporation, or transferred to another shareholder within six
9 months after the date of death or retirement. Shares shall not be transferred to non-shareholders
10 without first being offered at their fair market value to the remaining shareholders of the
11 Corporation in proportion to their respective share holdings. Shares not so redeemed or
12 transferred within the required period of time shall be canceled at the end of such period.

13 14. The name and address of the incorporator is as follows:


14 Randy J. Stewart

15 3743 Stonecreek Way

16 Boise, Idaho 83703

17 The undersigned applies to the State of Idaho, by virtue of the laws of the land, for a
18 charter for the purposes and with the powers, etc., declared in the foregoing instrument.

19 DATED this 20th day of February, 1995.

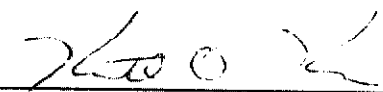
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21 
22 Randy J. Stewart, Incorporator

23 STATE OF IDAHO } ss.
24 County of Ada

25 On this 20th day of February, 1995, before me, the undersigned, a Notary Public in and
26 for said State and County, personally appeared Randy J. Stewart, known to me to be the person
27 whose name is subscribed to the within and foregoing instrument, and acknowledged to me that

1 he executed the same.

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

4
5 
6 Notary Public for Idaho
7 Residing at: Boise
8 My Commission Expires: 6-29-2000