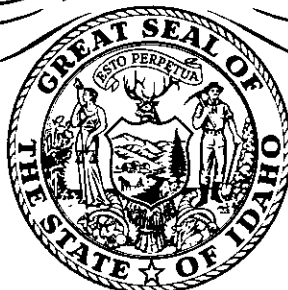


State of Idaho



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

SODERHANN MACHINE MANUFACTURING COMPANY

a corporation duly organized and existing under the laws of **Alabama** 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 **Eighth** day of **October** 19**62**, a properly authenticated copy of its articles of incorporation, and on the **Eighth** day of **October** 19**62**, a designation of **J.L.Eberle or T.H.Eberle or W.D.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 **8th** day of **October**, A.D. 19 **62**.

Secretary of State.

KINGDOM OF SWEDEN)
CITY OF STOCKHOLM)
EMBASSY OF THE) SS
UNITED STATES OF AMERICA)

TO THE HONORABLE D. HARDY RIDDLE, JUDGE OF PROBATE, TALLADEGA COUNTY, ALABAMA:

The undersigned, desiring to form themselves into a corporation under the laws of the State of Alabama, do make and file the following certificate of incorporation, as provided by Title 10, Section 1, of the Code of Alabama of 1940, to-wit:

1. The name of said corporation shall be Soderhamn Machine Manufacturing Company.

2. The object of said corporation shall be to manufacture, assemble, construct, repair, buy, sell, license, lease, deal in and deal with machinery of every kind and description, of wood, metal, plastic, or fibre, and more particularly sawmill machinery, do-barking machinery, agricultural machinery, dairy machinery, and any other kinds of machinery, and all parts thereof; and to acquire, hold, possess, and own letters patent of the United States and of any foreign country now or hereafter issued, or to acquire licenses under such patents, for the manufacture and sale of machinery or improvements thereon, or articles of any nature, and beneficially to use rights under such patents, by vending the said patents of rights and licenses thereon; to manufacture or assemble as herein specified, either directly or indirectly, either by contract with other corporations or with individuals; and to carry on a general manufacturing wholesale and retail merchandise business; to import or export any machinery or part thereof in connection with the operation of the general purposes thus indicated, and to purchase, lease, hold and convey all necessary property, real or personal, wherever the same may be situated, to be used in connection with the operation of said business; to purchase, lease, take in exchange, or otherwise acquire real estate or any interest in real estate in this State or elsewhere, together with any buildings or structures thereon, and to sell, lease or otherwise dispose of the whole or any portion of said real estate and to take security therefor; to operate, sell, mortgage, lease, or otherwise dispose of any property, real or personal, and to take mortgages and assignments of mortgages upon the same; to borrow money, issue notes, bonds, or other negotiable papers or mortgages; to pledge or otherwise transfer or convey real and personal property to secure the payment of money borrowed or any debts contracted; to hold common stock in any other corporation and to deal in common stock and securities of other corporations; to do and perform any acts of any kind whatsoever pursuant to and incidental to or necessary to the exercise and carrying into effect the powers herein named; to make and use a corporate seal and to alter the same as pleasure; to carry on any lawful business of any kind or nature whatsoever except those for which under the laws of the State of Alabama special charters are required.

3. The location and principal place of business of said corporation shall be Talladega, Alabama.

4. The total amount of authorized stock of said corporation shall be \$75,000.-, of which amount the sum of \$ 75,000.- shall be paid in with which to begin business, which stock shall be divided into 750 shares of the par value of \$100.00 each.

5. The name and Post Office address of the officer or agent authorized and designated to receive subscriptions for the capital stock of said corporation is Gus Jacobson of Talladega, Alabama.

6. The names and Post Office addresses of the incorporators, and the number of shares held by each one, are as follows:

L. Dalman, of Soderhamn, Sweden, 748 shares.

Gus Jacobson, of Talladega, Alabama 1 share.

Erik Fris, of Mount Cisco, New York, 1 share.

7. The officers and directors of said corporation chosen for the first year are as follows:

L. Dalman, Director and Chairman.

Gus Jacobson, Director and President.

Erik Fris, Secretary and Treasurer.

8. The period of duration of said corporation shall be perpetual.

9. The business and affairs of said corporation shall be under the management and control of a board of directors consisting of not less than three nor more than five persons who shall be bona fide stockholders owning not less than one share of stock. In the event of the death or resignation of a director, the remaining directors shall elect a successor. All officers and directors shall hold office for the period of one year, or until other successors are elected and qualified.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands, this 14th day of August, 1951.

L. Dalman

Gus Jacobson

Erik Fris

Personally appeared before me, L. Dalman, Gus Jacobson and Erik Fris, the

incorporators named above, who on oath say that the matters stated in the foregoing certificate are true.

This 14th day of August, 1951.

D. V. Martin

D. V. Martin

Vice Consul of the United States of America

Fee No. 451

\$2.00-Kr.10.40

Fee Stamp

\$2.00

SEAL

KINGDOM OF SWEDEN)
STATE OF ALABAMA)
EMBASSY OF THE) SS
TALLADEGA COUNTY)

I, Gus Jacobson, the person designated by the incorporators of Soderhamn Machine Manufacturing Company, a corporation, to receive subscriptions to the capital stock of said company, do hereby certify that I have received subscriptions as follows:

L. Dalman, of Soderhamn, Sweden, 748 shares.
Gus Jacobson, Talladega, Alabama, 1 share.
Erik Fris, Mount Cisco, New York, 1 share.

All of said shares are of the par value of \$ 100.00 each, and aggregate the sum of \$ 75,000.-.

I certify that all of the stock subscribed for above has been paid for by the payment of \$ 100.00 in cash for each share by each of said parties.

Given under my hand, this 14th day of August, 1951.

Gus Jacobson

I, D. V. Martin, Vice Consul of the United States of America do hereby certify that on the 14th day of August, 1951, came before me the within named Gus Jacobson, who being by me duly sworn, deposes and says that the statements contained in the foregoing certificate are true.

Witness my hand this 14th day of August, 1951.

D. V. Martin

D. V. Martin

Vice Consul of the United States of America

SEAL

Fee Stamp
\$2.00

Fee No. 455
\$2.00-Kr. 10.40

Filed in Office of Judge of Probate, Talladega County, Alabama, this 30 day of August, 1951, and recorded in Corporation Record Book 4, page 339.

D. Hardy Riddle, Judge of Probate.

STATE OF ALABAMA)

TALLADEGA COUNTY)

TO THE HONORABLE D. HARDY RIDDLE, JUDGE OF PROBATE OF TALLADEGA COUNTY, ALABAMA:

WHEREAS, Soderhamn Machine Manufacturing Company filed its Certificate of Incorporation in Talladega County, Alabama, on the 30th day of August, 1951, in the Probate Office of Talladega County.

AND WHEREAS, said Certificate stated in Paragraph 4 "the total amount of authorized stock of said Corporation shall be \$75,000.00 of which the sum of \$75,000.00 shall be paid in with which to begin business, which stock shall be divided into 750 shares at the par value of \$100.00 each.

CONTD. NEXT PAGE

SODERHAM MACHINE MFG. CO. INC. AMENDMENT CONTD.

NOW THEREFORE, a special meeting of all of the Stockholders of said Soderhamn Machine Manufacturing Company was called on March 15, 1955, at Talladega, Alabama, after thirty days' notice having been given to each Stockholder in said Corporation as provided by Section 234 of Title One of the Code of Alabama, 1940.

AND WHEREAS, a majority of said Stockholders and a majority of the Board of Directors, such number constituting a quorum, the following Resolutions were unanimously adopted:

RESOLVED that this Board of Directors hereby declares it desirable to amend, alter and change the certificate of incorporation of the company, which was filed in the Office of the Probate Judge of Talladega County, Alabama, on the 30th day of August, 1951, so as to increase the amount of authorized capital stock of this company from \$75,000.00 consisting of 750 shares of \$100.00 par value to \$100,000.00, consisting of 1000 shares of \$100.00 par value, and to that end that paragraph 4 of said Certificate of Incorporation be amended, altered and changed so that the same shall be and read as follows:

"4. The total amount of authorized stock of said Corporation shall be \$100,000.00 of which amount the sum of \$75,000.00 shall be paid in with which to begin business. Such stock shall be divided into 1,000 shares of the par value of \$100.00 each."

and further

RESOLVED that a special meeting of the stockholders of the Corporation be and the same is hereby called to be held in the City of Talladega, Alabama, on the 15th day of March, 1955, for the purpose of considering and taking action upon said proposed amendment to said Certificate of Incorporation, and for the purpose of transacting all such other business as may properly come before the meeting:

RESOLVED that in the event the holders of the larger amount in value of the stock of the Corporation shall vote in favor of said proposed amendment, a report thereof certified by the president or secretary of the Corporation under its corporate seal shall be filed and recorded in such public office, or such public offices, as may be required by law;

and further

RESOLVED that the proper officers of this Corporation are hereby authorized to take any and all other and further action as may be deemed necessary or desirable to effect said proposed amendment.

NOW THEREFORE, I, Gus Jacobson, President of Soderhamn Machine Manufacturing Company do hereby certify that the afore mentioned Resolutions were adopted by a majority of the Stockholders present at the meeting of all of the Stockholders of Soderhamn Machine Manufacturing Company in the City of Talladega, Alabama, on March 15, 1955, which meeting was held thirty days after written notice had been given to each of said Stockholders as required by law.

AND FURTHER, I hereby certify that pursuant to said Resolutions, said Soderhamn Machine Manufacturing Company did, on March 15, 1955, issue 250 shares of capital stock having the par value of \$100.00 each to Soderhamn Verkstader, A. B. of Stockholm, Sweden, and that on behalf of Soderhamn Machine Manufacturing Company, I received the subscription of \$25,000.00 for said stock so issued which has been paid.

NOW THEREFORE, this petition and certificate is presented to the Judge of Probate of Talladega County, Alabama, for the purpose of amending Paragraph 4 of the original Certificate of Incorporation heretofore filed for record in Corporation Record Volume 4 at page 339 in the Probate Office of Talladega County, Alabama, so that Paragraph 4 of said Certificate of Incorporation be amended, altered and changed so that the same reads as follows:

"4. The total amount of authorized stock of said Corporation shall be \$100,000.00 of which amount the sum of \$75,000.00 shall be paid in with which to begin business. Such stock shall be divided into 1,000 shares of the par value of \$100.00 each.

IN WITNESS WHEREOF, the undersigned Gus Jacobson as President of Soderhamn Machine Manufacturing Company with full power and authority of said Corporation, hereunto set his hand this the 30 day of May, 1955.

Gus Jacobson
President

SODERHAMN MCH. MFG. CO. AMENDMENT CONTD.

STATE OF ALABAMA)

TALLADEGA COUNTY)

I, John W. Coleman, a Notary Public in and for said County and State, hereby certify that Gus Jacobson, whose name as President of Soderhamn Machine Manufacturing Company, a Corporation, is signed to the foregoing instrument and who is known to me acknowledged before me on this day that, being informed of the contents of this instrument, he as such officer and with full authority executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 30th day of May, 1955.

John W. Coleman,
Notary Public

STATE OF ALABAMA)

SS

TALLADEGA COUNTY)

OFFICE OF PROBATE JUDGE

I hereby certify that this Amendment was filed in my office for record on the 26 day of Sept., 1955, at 3 o'clock P. M., and was duly recorded on the 26 day of Sept., 1955, in Corp., Book 4, Page 583-5, and that the recording fee of \$1.90 and tax of _____ has been paid hereon.

D. Hardy Riddle
Judge of Probate

STATE OF ALABAMA)

TALLADEGA COUNTY)

TO THE HONORABLE D. HARRY RUTLEDGE, JUDGE OF PROBATE OF TALLADEGA COUNTY, ALABAMA:

WHEREAS, Soderhamn Machine Manufacturing Company filed its Certificate of Incorporation in Talladega County, Alabama, on the 30th day of August, 1931, in the Probate Office of Talladega County.

AND WHEREAS, on September 26, 1933, said corporation filed an amended certificate seeking authorization to increase its capital stock from 750 shares at \$100.00 par value to 1,000 shares of \$100.00 par value.

NOW THEREFORE, a special meeting of all of the Stockholders of said Soderhamn Machine Manufacturing Company was called on June 27, 1937, at Talladega, Alabama, after thirty days notice having been given to each Stockholder in said Corporation as provided by Section 234 of Title One of The Code of Alabama, 1930.

AND WHEREAS, a majority of said Stockholders and a majority of the Board of Directors, such number constituting a quorum, the following Resolutions were unanimously adopted:

RESOLVED that the certificate of incorporation of Soderhamn Machine Manufacturing Company, which was filed in the office of the probate judge of Talladega County, Alabama, on the 30th day of August, 1931, be and the same is hereby amended, altered and changed so as to increase the amount of authorized capital stock of the company from \$100,000.00, consisting of 1000 shares of \$100.00 par value, to \$500,000.00, consisting of 5,000 shares of \$100.00 par value, and to that end that paragraph 4 of said certificate of incorporation be amended, altered and changed so that the same shall be and read as follows:

"4. The total amount of authorized stock of said corporation shall be \$500,000.00, of which amount the sum of \$75,000.00 shall be paid in with which to begin business. Such stock shall be divided into 5,000 shares of the par value of \$100.00 each, such 5,000 shares being inclusive of all shares previously authorized."

And further

RESOLVED that a report of the adoption of the foregoing resolution, certified by the president and secretary of the corporation, under its corporate seal, shall be filed in such public office or public offices as may be required by law.

NOW THEREFORE, I, Gus Jacobson, President of Soderhamn Machine Manufacturing Company do hereby certify that the aforementioned Resolutions were adopted by a majority of the Stockholders present at the meeting of all of the Stockholders of Soderhamn Machine Manufacturing Company in the City of Talladega, Alabama, on June 27, 1937, which meeting was held thirty days after written notice had been given to each of said Stockholders as required by law.

AND FURTHER, I hereby certify that pursuant to said Resolutions, said Soderhamn Machine Manufacturing Company did, on June 28, 1937, issue 4000 shares of capital stock having the par value of \$100.00 each to Soderhamn Verkstader, A. B., of Stockholm, Sweden, and last on behalf of Soderhamn Machine Manufacturing Company, I received the subscription of \$400,000.00 for said stock so issued which has been paid.

NOW FURTHER, this petition and certificate is presented to the Judge of Probate of Talladega County, Alabama, for the purpose of amending Paragraph 4 of the original certificate of Incorporation heretofore filed and recorded in Corporation Record Volume 4 at Page 235 and for the purpose of amending said amended certificate filed for record in Corporation Record, Volume 4 at Page 235, to read as follows: "The office of Talladega County, Alabama, to the effect that said certificate of Incorporation be amended, amended as amended so that the same read as follows:

"4. The total number of shares of stock of said corporation shall be 40,000, of which amount the sum of 10,000 shares shall in whole be divided into 100 shares, each of which shall be divided into 100 shares of its own face of \$100.00 each, such 100 shares being one of all shares previously authorized."

WITNESSETH, the undersigned Gus Jacobson as President of Soderhamn Machine Manufacturing Company with full power and authority of said corporation, to wit: by his hand this the 6th day of August, 1937.

At President.

STATE OF ALABAMA
JAILHOUSE

I, John W. [unclear], a Justice of the Peace in and for
said county and state, do hereby certify that one [unclear],
[unclear] [unclear] President of [unclear] [unclear] [unclear] [unclear]
[unclear], a corporation, is signed to the foregoing instrum-
ent and who is known to me and acknowledged before me on this
day that, being informed of the contents of this instrument,
he as such officer and with full authority executed the same
voluntarily on the day the same bears date.

Given under my hand and seal this 6th day of
August, 1937.

Notary Public

7
6 Aug. 1937
Encumbrance
57 230
57 85
410
R. Hardy Kitchell