

**FILED**  
**98 MAY 21 AM 8:44**  
**STATE OF IDAHO**

ARTICLES OF INCORPORATION  
OF  
EAGLE MONTESSORI SERVICES, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

FIRST

The name of the corporation is Eagle Montessori Services, Inc. and its existence shall be perpetual.

SECOND

The corporation is formed and organized to engage in the construction equipment sales business and to engage in any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the board of directors may from time to time determine.

THIRD

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000) shares of common stock, all of one class, at a par value of \$1.00 each.

FOURTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number ~~one~~ (1). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligation of the corporation convertible into stock.

IDAHO SECRETARY OF STATE  
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The initial bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten percent (10%) of all the shares entitled to vote at such meeting.

FIFTH

The location and post office address of the initial and principle registered office of the corporation is 1017 Elkriver Way, Eagle ID 83616 and the name of the initial registered agent of the corporation who may be found at that address is Jody Malterre.

SIXTH

The name and post office address of the initial director of the corporation, appointed by the incorporators to serve until the first election of directors, is as follows:

<u>Name</u>	<u>Address</u>
Jody Malterre	1017 Elkriver Way Eagle ID 83616

SEVENTH

The name and post office address of the incorporator is as follows:

Jody Malterre	1017 Elkriver Way Eagle ID 83616
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IN WITNESS THEREOF, I have hereunto set my hand this day, the 19th of  
May, 1998.

  
(registered agent, incorporator & director)