

100564

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NIELSEN IDAHO TOOL & ENGINEERING CORPORATION

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: December 30, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Greg J. Clark*

ARTICLES OF INCORPORATION

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NIELSEN IDAHO TOOL & ENGINEERING CORPORATION
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The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I NAME

The name of the corporation shall be "Nielsen Idaho Tool & Engineering Corporation".

ARTICLE II PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III PURPOSE AND POWERS

Section 1. The purpose for which this Corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purpose including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV AUTHORIZED SHARES

Section 1. NUMBERS. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 1,500 shares. The stock shall have \$100 par value.

Section 2. DIVIDENDS. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

ARTICLES OF INCORPORATION - Page 2.

Section 3. STOCK NONASSESSABLE. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. VOTING POWER. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

**ARTICLE V
PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of the Corporation, whenever now or hereafter authorized, or to obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

**ARTICLE VI
REGISTERED OFFICE**

The address of the initial registered office of the Corporation is 725 E 2nd Street, Meridian, Ada, Idaho, 83642, and the name of its initial registered agent is Roger B. Nielsen.

**ARTICLE VII
BOARD OF DIRECTORS**

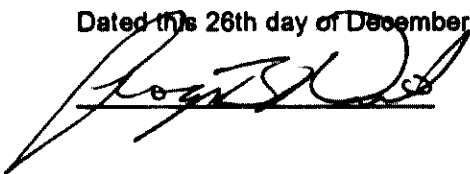
The number of Directors of the Corporation shall be as specified in the By-Laws. The number of Directors constituting the initial Board of Directors is three (3) and the name and address of the persons who are to serve as Directors until the first annual meeting or until their successors are elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Roger B. Nielsen	5377 El Gato Lane, Meridian, Idaho 83642
Karla S. Nielsen	5377 El Gato Lane, Meridian, Idaho 83642
Kenneth B. Nielsen	522 E 16th St., Willman, Minnesota, 56201

**ARTICLE VIII
INCORPORATOR**

Roger B. Nielsen	5377 El Gato Lane, Meridian, Idaho 83642
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Dated this 26th day of December, 1992.



ARTICLES OF INCORPORATION - Page 3.

State of Idaho)
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County of Canyon)

On this 26th day of December, 1992, before me the undersigned notary public in and for the State of Idaho, personally appeared Roger B. Nielsen known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal, the day and year above written herein.



Notary Public for Idaho

Residing at Nampa
My commission expires: 8/8/94