

ARTICLES OF INCORPORATION

FILED EFFECTIVE

EASTMAN EQUIPMENT SALES AND SERVICE INC.

2014 JAN 28 PM 12:32

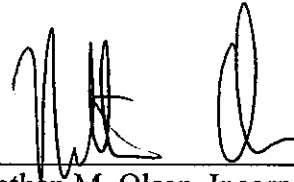
SECRETARY OF STATE
STATE OF IDAHO

1. Name. The name of the corporation is Eastman Equipment Sales and Service Inc.
2. Authorized Shares. The aggregate number of shares the corporation is authorized to issue shall be 1000, all of which shall be common voting stock.
3. Registered Office and Agent. The registered office of the corporation is 2034 Virginia Ave Idaho Falls, ID 83404 and its registered agent shall be Nathan Olsen at 485 "E" Street, Idaho Falls ID 83402.
4. Corporate Purpose. The purpose for which this corporation is organized is to act as a independently contracted sales representatives for the sale of equipment manufactured by Hunter Engineering Company, as well as any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
5. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be four, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Don Eastman	2034 Virginia Ave, Idaho Falls ID 83404
6. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.
7. Preemptive Rights. The corporation elects to have preemptive rights.
8. Appraisal Rights. The corporation elects to eliminate appraisal rights for classes of shares.
9. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).
10. Incorporator. The name of the incorporator is Nathan M. Olsen, Esq. and the incorporator's address is Petersen Moss Hall & Olsen, 485 "E" Street, Idaho Falls, Idaho 83402.

C 201006

In witness whereof, I have subscribed these Articles of Incorporation.

A handwritten signature in black ink, appearing to read 'Nathan M. Olsen', written over a horizontal line.

Nathan M. Olsen, Incorporator

FILED EFFECTIVE

EASTMAN EQUIPMENT SALES AND SERVICE INC

2014 JAN 28 PM 12:32

STATEMENT OF CONVERSION

SECRETARY OF STATE
STATE OF IDAHO

1. **Effective Date:** Upon Filing

2. **Parties:**

Converting Entity: Eastman's Hunter Equipment Sales and Service LLC,
formed on May 18, 2011

Converted Entity: Eastman Equipment Sales and Service Inc.

3. **Conversion to Corporation.**

The Converting Entity, a limited liability company, shall be converted into the Converted Entity, a corporation. The name of the entity shall be changed from Eastman's Hunter Equipment Sales and Service LLC to Eastman Equipment Sales and Service Inc.

The terms of conversion shall be as set forth in the Plan of Conversion, which is a part of the private organic rules governing the Converted Entity.

4. **Approval of Conversion.**

Eastman's Hunter Equipment Sales and Service LLC was organized on May 18, 2011, and currently has one director and shareholder. The director and shareholder has adopted the Plan of Conversion which is an approval of the Plan of Conversion in accordance with Idaho Code title 30, chapter 18.

5. **Public Organic Document.**

The Articles of Organization of the Converted Entity are attached as Attachment 1. Signed on behalf of Eastman Equipment Sales and Service Inc, by all directors and shareholders.


Don Lloyd Eastman

IDAHO SECRETARY OF STATE
01/28/2014 05:00
CK: 52300 CT: 1646 BH: 1487954
1 @ 30.00 = 30.00 CONVERSION # 2

W103416