



## Department of State.

### CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### STATE TRACTOR AND SUPPLY COMPANY, INC.

was filed in the office of the Secretary of State on the **eight** day  
of **December** A.D. One Thousand Nine Hundred **Fifty - eight** and  
duly recorded on Film No. **105** of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and  
successors are hereby constituted a corporation, by the name hereinbefore stated, for  
**perpetual existence** from the date hereof, with its registered office in this State located at  
**Moscow** in the County of **Latah**

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 **December**,  
A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
STATE TRACTOR AND SUPPLY COMPANY, INC.  
an Idaho Corporation

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned HAROLD LUGH, D. I. HOOD, MARQUERITE HOOD, and HELENE LUGH, being natural persons of full age, citizens of the United States and residents of the State of Idaho, in order to form a corporation for the purposes herein stated, pursuant to Chapter One (1) of Title Thirty (30) of the Idaho Code, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be "STATE TRACTOR AND SUPPLY COMPANY, INC.".

ARTICLE II

The purposes for which said corporation is formed are to carry on the business of operating and managing, either as owner or lessee, a farm implement business including all related lines or activities therefor and including, but not limited to, the sale of parts for said farm and agricultural implements and the repair thereof and also including therewith the operation, either as owner or lessee, of a boat marina, including the sale of boats, motors and parts and the servicing thereof.

To purchase, lease and otherwise acquire property, real, personal and mixed, of every nature and location, both within and without the State of Idaho, and to hold, operate, develop, improve, lease, exchange, trade in, deal with, sell and alienate the same, in whole or in part, as freely and fully as any natural person may lawfully do.

To borrow money and contract indebtedness, and to evidence the indebtedness by notes, bonds or other instruments, and to secure the same by pledge, mortgage, trust, deed, or such other encumbrances upon its property as to the company may seem proper; to loan money and take any form of security for the payment of the same and to hold, operate, sell, encumber or otherwise

deal with such property as may be taken in security for or in payment of debts owing to the corporation.

To acquire and operate the business and goodwill of any other person or persons, firms and corporations transacting such business as this company may lawfully transact.

To acquire and own the stock, bonds and securities of other corporations and, while owning the same, to exercise all the privileges of ownership consistent with the corporate character of this company and to acquire the stock, common or preferred, of this corporation insofar as the same is not prohibited by the laws of the State of Idaho.

To make and perform contracts of every kind with any person, firm, association or corporation.

To do any and all things convenient and incidental to the purposes herein expressed and generally to have and exercise all such powers as are by law conferred on corporations of like character and, without in any particular limiting any of the objects or purposes or powers of the corporations, the business and purposes of the corporation shall be from time to time to do any one or more or all of the acts and things herein set forth and all such other acts, things and business in any manner connected therewith directly or indirectly to promote the interests of the corporation or enhance the value of any of its property as such corporation may lawfully do and, in carrying on its business or for the purpose of attaining any of its objects, to do any and all things and exercise any and all other powers not prohibited by law and either as or by or through principals, agents, attorneys, trustees, contractors, factors, lessees or otherwise, either alone or in connection with others; in general, to do or perform every act which shall be consistent with the purposes of this corporation.

#### ARTICLE III

The corporation is to have perpetual existence.

#### ARTICLE IV

The location and post-office address of the registered office of the corporation is Moscow, Latah County, Idaho.

ARTICLE V

The amount of the total authorized capital stock of this corporation is fifty thousand dollars (\$50,000) divided into five hundred (500) shares of the same common class of one hundred dollars (\$100.00) par value each.

ARTICLE VI

The names and post-office address of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Harold Lough	Moscow, Idaho	200
D. I. Hood	Moscow, Idaho	200
Marguerite Hood	Moscow, Idaho	1
Helene Lough	Moscow, Idaho	1

The incorporators shall serve as directors and shall manage and control the affairs of the corporation until the first meeting of shareholders for the adoption of bylaws and the completion of the organization.

ARTICLE VII

The number of directors of this corporation shall be not less than three (3) and no more than six (6) and the number, qualifications and terms of office, manner of election, time and place and manner of calling meetings and powers and duties of the directors shall be prescribed by the bylaws.

ARTICLE VIII

The officers of this corporation shall consist of a president, vice-president, secretary and a treasurer and such other officers as the Board of Directors of the corporation shall deem necessary, all of whom shall be shareholders who shall be elected by the Board of Directors and hold office during the pleasure of the Board. The Board of Directors in its discretion may elect the same person to the offices of secretary and treasurer. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this fifth (5th) day of December, 1958.

Harold Lough  
D. I. Hood  
Marguerite Hood  
Helene Lough

STATE OF IDAHO       )  
                              )  
County of Latah       ) ss.

On this fifth (5th) day of December, 1958, before me, ROBERT W. PETERSON, a Notary Public in and for said State, personally appeared HAROLD LOUGH, D. I. HOOD, MARQUERITE HOOD, and HELENE LOUGH, personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and severally acknowledged to me that they executed the same.

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

Dorothy N. Lloyd  
Notary Public in and for the State of Idaho  
Residing at Moscow, Idaho