

## Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,

DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation and all Amendments of UTAH WHITE TRUCKS, INC., and the said corporation which was filed in this office April 6, 1965, is in good standing.

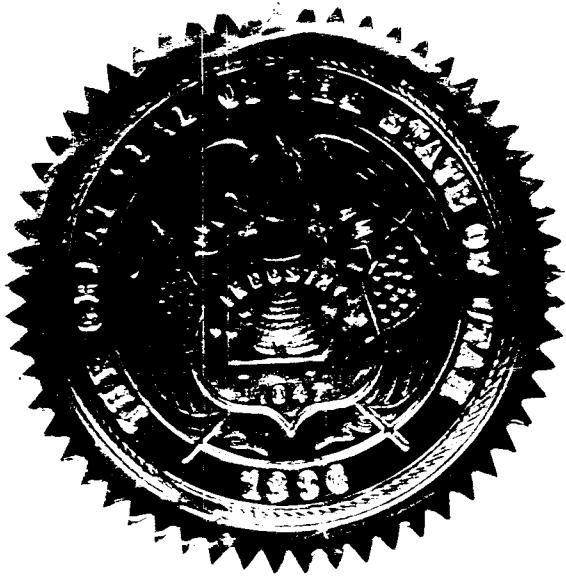
AS APPEARS \_\_\_\_\_ of record \_\_\_\_\_ IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS thirty first DAY OF

August 1973

The Great Seal of the State of Utah, featuring a central figure and text around the border, is positioned to the left of the signature. To the right of the signature, the text "SECRETARY OF STATE" is printed above "AUTHORIZED PERSON".

1973 MAY 16 AM 7 17

ARTICLES OF MERGER  
OF  
FOREIGN CORPORATION  
INTO  
DOMESTIC CORPORATION

Pursuant to the provisions of Section 16-10-72, Utah Code Annotated, 1953, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

FIRST: The following Agreement of Merger was approved by the shareholder of each of the undersigned corporations in the manner prescribed by the Utah Business Corporation Act:

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 14<sup>th</sup> day of May, 1973, pursuant to Section 252 of the General Corporation Law of the State of Delaware, and Section 16-10-72 of the Utah Business Corporation Act, between UTAH WHITE TRUCKS, INC., a Utah corporation, and L & W, INC., a Delaware corporation.

WITNESSETH that:

WHEREAS, both of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said Utah White Trucks, Inc., a corporation organized under the laws of the State of Utah by its articles of incorporation which were filed in the office of the Secretary of State of Utah on April 6, 1965, has an authorized capital stock consisting of Forty Thousand (40,000) shares of the par value of Ten Dollars (\$10.00) each, all of one class, amounting in the aggregate to Four Hundred Thousand Dollars (\$400,000.00) of which stock Twenty Seven Thousand Fifty Eight (27,058) shares are now issued and outstanding and such shares shall be cancelled; and

WHEREAS, said L & W, INC., by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on August 27, 1971, and recorded in the office of the Recorder of Deeds for the county of New Castle on August 27, 1971 and by a certificate of amendment of its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on July 19, 1972 and recorded in the office of the Recorder of Deeds for the county of New Castle on July 19, 1972, has an authorized capital stock consisting of Ten Thousand Five Hundred (10,500) shares of common stock each with a par value of Ten Dollars (\$10.00), of which stock Seven Thousand (7,000) shares are now issued and outstanding; and

WHEREAS, the registered office of said Utah White Trucks, Inc. in the State of Utah is located at 712 South Third West Street in the City of Salt Lake City, County of Salt Lake, and the name and address of its registered agent is William E. Smith, 712 South Third West Street, Salt Lake City, Utah; and the registered office of L & W, INC. in the State of Delaware is located at No. 100 West 10th Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company:

NOW, THEREFORE, the corporations, parties to this agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Utah White Trucks, Inc. hereby merges into itself L & W, INC. and said L & W, INC. shall be and hereby is merged into Utah White Trucks, Inc., which shall be the surviving corporation.

SECOND: The articles of incorporation of Utah White Trucks, Inc., as heretofore amended and as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the articles of incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be changed and converted into one share of common stock of the surviving corporation.

(b) After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this agreement shall be

and remain the bylaws of the surviving corporation until the same shall be altered, amended, or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) The surviving corporation may be served with

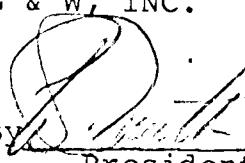
process in the State of Delaware in any proceeding for enforcement of any obligation of L & W, INC. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of Title 8 of the Delaware Code of 1953; and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 712 South Third West Street (P.O. Box 935), Salt Lake City, Utah 84110 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said Utah White Trucks, Inc. at the above address.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolution adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto.

L & W, INC.

ATTEST:

  
\_\_\_\_\_  
Secretary

By   
President

UTAH WHITE TRUCKS, INC.

ATTEST:

  
\_\_\_\_\_  
Secretary

By   
President

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

<u>Name of Corporation</u>	<u>Class</u>	<u>Number of Shares Outstanding</u>
L & W, INC.	Common	7,000
Utah White Trucks, Inc.	Common	27,058

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
L & W, INC.	7,000	0
Utah White Trucks, Inc.	27,058	0

Dated this 14th day of May, 1973.

L & W, INC.

By R. D. Marshall  
President

By R. D. Marshall  
Secretary

UTAH WHITE TRUCKS, INC.

By R. D. Marshall  
President

By R. D. Marshall  
Secretary

RECEIVED  
OFFICE OF  
SECRETARY OF STATE

1972 MAR 3 AM 1 38

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

LINDNER & WOOD WHITE TRUCKS, INC.

(Changing its name to UTAH WHITE TRUCKS, INC.)

Pursuant to the provisions of Section 16-10-57, Utah Code Annotated, 1953, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Lindner & Wood White Trucks, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 29, 1972, in the manner prescribed by the Utah Business Corporation Act:

Article I of the Articles of Incorporation is amended to read:

FIRST: The name of the corporation is UTAH WHITE TRUCKS, INC.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 21,800; and the number of shares entitled to vote thereon was 21,800.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	21,800

FIFTH: The number of shares voted for such amendment was 21,800; and the number of shares voted against such amendment was zero.

LAW OFFICES

FABIAN & CLENDENIN  
EIGHTH FLOOR CONTINENTAL BANK BUILDING  
SALT LAKE CITY, UTAH 84101

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SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common	21,800	zero

SEVENTH: The manner, if not set forth in such amendment in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effective, is as follows: No change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: No change.

Dated: April 29, 1972.

LINDNER & WOOD WHITE TRUCKS, INC.

By William E. Smith  
Its President

By J. W. Marshall  
Its Secretary

STATE OF UTAH )  
                    ) SS.  
COUNTY OF SALT LAKE)

I, Stanley H. Raby, a notary public, do hereby certify that on this 29<sup>th</sup> day of April, 1972, personally appeared before me William E. Smith, who, being by me first duly sworn, declared that he is the President of Lindner & Wood White Trucks, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Stanley H. Raby  
Notary Public

My Commission Expires:

Residing in Salt Lake City, Utah

October 18, 1975

ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of  
LINDNER & WOOD, INC.  
(Changing its name to LINDNER & WOOD  
WHITE TRUCKS, INC.)

Pursuant to the provisions of Section 16-10-57, Utah Code Annotated, 1953, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Lindner & Wood, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on October 25, 1971, in the manner prescribed by the Utah Business Corporation Act:

Article I of the Articles of Incorporation is amended to read:

"FIRST: The name of the corporation is Lindner & Wood White Trucks, Inc."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 21,800; and the number of shares entitled to vote thereon was 21,800.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	21,800

FIFTH: The number of shares voted for such amendment was 21,800; and the number of shares voted against such amendment was zero.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was

<u>Class</u>	<u>Number of Shares Voted</u>
	<u>For</u>
	<u>Against</u>
Common	21,800
	zero

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: No change.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: No change.

Dated: October 23, 1971.

LINDNER & WOOD, INC.

By W. E. Smith  
Its President

By D. E. Marshall  
Its Secretary

STATE OF UTAH }  
 } ss.  
COUNTY OF SALT LAKE)

I, V. E. Marshall, a notary public, do hereby certify that on this 23rd day of October, 1971, personally appeared before me William E. Smith, who, being by me first duly sworn, declared that he is the President of Linder & Wood, Inc, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

D. E. Marshall  
Notary Public

My Commission Expires:

Residing in Salt Lake City, Utah

8-11-75

ARTICLES OF MERGER  
OF  
DOMESTIC CORPORATIONS

Pursuant to the provisions of Section 16-10-69, Utah Code Annotated, 1953, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

FIRST: The following Agreement of Merger was approved by the shareholder of each of the undersigned corporations in the manner prescribed by the Utah Business Corporation Act:

AGREEMENT OF MERGER BETWEEN  
LINDNER & WOOD, INC.  
AND  
PRECISION GRINDERS AND METALLIZERS INCORPORATED

AGREEMENT OF MERGER, dated this 31st day of August, 1971, made by and between Lindner & Wood, Inc., sometimes hereinafter referred to as "Lindner", and Precision Grinders and Metallizers Incorporated, sometimes hereinafter referred to as "Precision."

WHEREAS, Lindner is a corporation duly organized and existing under the laws of the State of Utah, with its principal place of business located in Salt Lake City, Utah, and with an authorized capital consisting of 40,000 shares of \$10.00 par value common stock, of which 21,800 shares are issued and outstanding; and

WHEREAS, Precision is a corporation duly organized and existing under the laws of the State of Utah, with its principal place of business located in Salt Lake City, Utah, and with an authorized capital consisting of 800 shares of \$25.00 par value common stock, of which 239 shares are issued and outstanding; and

WHEREAS, it is the desire of the parties hereto that

the said corporations be merged, pursuant to the laws of the State of Utah, and that Lindner be the surviving corporation; and

WHEREAS, the Boards of Directors of Lindner and Precision consider it to be in the best interests of the two corporations to merge for the purpose of greater efficiency in the conduct of their businesses;

NOW, THEREFORE, in consideration of the foregoing and of the terms and conditions herein set forth, the parties hereto, intending to be legally bound hereby, have mutually agreed and do mutually agree to make such merger in accordance with the applicable laws of the State of Utah, and upon the following terms and conditions:

1. The constituent corporations shall be merged into a single corporation by merging Precision into Lindner, pursuant to the provisions of Sections 16-10-66, 16-10-68, and 16-10-69, Utah Code Annotated, 1953.

2. The properties of Precision consist of cash, accounts receivable, inventories, equipment, furniture and fixtures, motor vehicles, and all other assets as more fully set forth in the books and records of said corporation.

3. The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

(a) Upon the merger of Precision into Lindner, the separate existence of Precision shall cease, and Lindner as the surviving corporation shall, without any other transfer, succeed to and become the owner of all of the rights and properties of each of the constituent corporations; and all of the rights, privileges, franchises, and all of the property, real and personal, and all debts due on whatever account, of each of the constituent corporations shall, without further act or deed, be deemed to be transferred to and vested in the surviving corporation; and the surviving corporation shall assume and be subject to

all the debts and liabilities and duties of each of the constituent corporations in the same manner as if the surviving corporation had itself incurred or issued them; and all debts, liabilities, and duties of each of the constituent corporations shall thenceforth attach to the surviving corporation and be enforceable against it to the same extent as if incurred or contracted by it.

(b) The laws of the State of Utah are the laws which shall govern the surviving corporation.

(c) At the effective time of the merger, each share of common stock, par value \$25.00 per share, of Precision, issued and outstanding, shall be converted into 22 shares of common stock, \$10.00 par value, of Lindner, the surviving corporation, and the holder of the outstanding common stock of Precision, upon surrender to the surviving corporation of one or more stock certificates for common stock of Precision, for cancellation, shall be entitled to receive one or more stock certificates for the full number of shares of common stock of the surviving corporation into which the common stock of Precision so surrendered shall have been converted as aforesaid. As soon as practicable after the merger becomes effective, the stock certificates representing common stock of Precision issued and outstanding at the time the merger becomes effective shall be surrendered for exchange to the surviving corporation as provided herein. Until such surrender for exchange, each such stock certificate nominally representing common stock of Precision shall be deemed for all corporate purposes (except for the payment of dividends, which shall be subject to the exchange of stock certificates as above provided) to evidence the ownership of the number of shares of common stock of the surviving corporation which the holder thereof would be entitled to receive upon its surrender to the surviving corporation.

(d) The Articles of Incorporation of the surviving corporation, as they exist on the date hereof, shall, upon said merger becoming effective, become the Articles of Incorpora-

tion of the surviving corporation.

4. From and after the effective date of the merger, the name of the surviving corporation, as provided in Article I of the Articles of Incorporation shall be Lindner & Wood, Inc.

5. The directors of Lindner at the effective time of the merger shall be the directors of the surviving corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law, the officers of Lindner at the effective time of the merger shall be the officers of the surviving corporation.

6. Precision will, from time to time, as and when requested by the surviving corporation, execute such documents and do such other acts and things, and take or cause to be taken such action as the surviving corporation may deem reasonably necessary or advisable in order to vest in and confirm to the surviving corporation title to and possession of the rights, properties, assets and business of said corporation, and otherwise to carry out the full intent and purpose of the Agreement of Merger.

7. The surviving corporation hereby reserves the right to alter, amend, change, or repeal the Articles of Incorporation of the surviving corporation, as well as any provision contained in this Agreement, in the manner now or hereafter prescribed by statute, and all rights and powers of whatsoever nature, conferred in such Articles of Incorporation or herein upon shareholders, directors, or officers, or any other persons whomsoever, are subject to this reserved power.

8. This Agreement shall be submitted to the shareholder of the constituent corporations for its consent in writing, in accordance with and in the manner provided by Sections 16-10-68 and 16-10-138, Utah Code Annotated, 1953, and if this Agreement and the terms and conditions hereof shall be consented

to in writing by the holder of all of the capital stock of each of the constituent corporations outstanding and entitled to vote, then this Agreement, when duly executed in accordance with the law and filed with the Secretary of State of Utah, shall become effective.

9. Anything herein to the contrary notwithstanding, if the Board of Directors of either of the constituent corporations in its discretion should determine, before or after the consent in writing by the holder of all of the capital stock of either of the constituent corporations, that for any reason deemed sufficient by said Board of Directors it is not in the interest of either of the constituent corporations or its shareholder, or it is otherwise inadvisable and impractical to consummate the merger, the Board of Directors of either of the constituent corporations may terminate this Agreement and abandon the merger by directing the officers of the constituent corporations to refrain from executing or filing this Agreement of Merger and to notify the other corporation, and thereupon this Agreement of Merger shall be void and of no effect without liability upon the part of either corporation or the Board of Directors or the shareholder of either corporation to the other corporation or its Board of Directors or its shareholder.

10. The effective date of the merger and of this Agreement of Merger shall be the commencement of the day upon which this Agreement of Merger shall be filed in the office of the Secretary of State of Utah.

11. For the convenience of the parties hereto and to facilitate the filing and recording of this Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

12. This Agreement shall be binding upon and inure to the benefit of each of the constituent corporations and their respective successors and assigns.

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

<u>Name of Corporation</u>	<u>Class</u>	<u>Number of Shares Outstanding</u>
Lindner & Wood, Inc.	Common	21,800
Precision Grinders and Metallizers Incorporated	Common	239

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Lindner & Wood, Inc.	21,800	0
Precision Grinders and Metallizers Incorporated	239	0

Dated this 5<sup>th</sup> day of September, 1971.

LINDNER & WOOD, INC.

By William Purt President

By Dr. Fred Marshall Secretary

PRECISION GRINDERS  
AND METALLIZERS INCORPORATED

By William Purt President

By Dr. Fred Marshall Secretary

STATE OF UTAH )  
                  )  
COUNTY OF SALT LAKE ) ss.

I, J. Fred Marshall, a Notary Public, do hereby certify that on this 22<sup>nd</sup> day of September, 1971, personally appeared before me William E. Smith, who being by me first duly sworn declared that he is the President of Lindner & Wood, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

J. Fred Marshall  
Notary Public

Residing in Salt Lake City, Utah

My commission expires:

8-11-75

STATE OF UTAH )  
                  + ss.  
COUNTY OF SALT LAKE )

I, J. Fred Marshall, a Notary Public, do hereby certify that on this 22<sup>nd</sup> day of September, 1971, personally appeared before me William E. Smith, who being by me first duly sworn declared that he is the President of Precision Grinders and Metallizers Incorporated, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

J. Fred Marshall  
Notary Public

Residing in Salt Lake City, Utah

My commission expires:

8-11-75

ARTICLES OF INCORPORATION  
OF THE  
PRECISION GRINDERS AND MANUFACTURERS INCORPORATED

JUN 27 1980

UNITED STATES OF AMERICA )  
STATE OF UTAH )  
COUNTY OF SALT LAKE )

THIS IS TO CERTIFY:

THAT WHEREAS, the undersigned are desirous of associating themselves together and forming a body corporate, and of incorporating under and in pursuance of the laws of the State of Utah, do hereby agree and declare as follows:

## ARTICLE I.

That the name of the corporation, hereinafter referred to as The Corporation, shall be called and known by the name of PRECISION GRINDERS AND Fertilizers, INCORPORATED, and it shall be and is formed and organized in Salt Lake City, Salt Lake County, State of Utah.

## ARTICLE II.

That the names of the incorporators of The Corporation and their place of residence in full are:

<u>Name</u>	<u>Residence</u>
M.A. Lindner	Salt Lake City, Utah
Wallace A. Wood	Salt Lake City, Utah
O.L. Jacobson	Vernal, Utah
L. Wilson	Salt Lake City, Utah
Gordon C. Croft	Salt Lake City, Utah
J.V. Kramer	Salt Lake City, Utah

### ARTICLE III.

That The Corporation herein provided for and herein created shall exist and continue for the period of one hundred (100) years unless sooner dissolved according to law.

#### ARTICLE IV.

That the object, business and pursuit of The Corporation is  
and shall continue to be:

To manufacture, buy, sell, rent, store, repair, rebuild and

care for automobiles, motor vehicles of all kinds and machinery of all kinds and description, and supplies therefor and accessories and appurtenances thereto;

To grind, bore, metallize, repair and rebuild and replace motors and machinery of all kinds and description.

To build, purchase, rent, lease or otherwise acquire and operate buildings, storage houses, garages, machinery and equipment for the storing, keeping, repairing, replacing, selling, hiring, leasing of automobiles and machinery, accessories and appurtenances of any and all kinds both new and used.

To acquire by purchase, lease, trade and barter, encumber, mortgage, sell or dispose of real estate, improvements, and to do any and all things for the preservation, protection, improvement or enhancement of the value of any of the properties of The Corporation.

To mortgage or pledge any stocks, bonds or other obligation or other property which may be acquired by The Corporation to secure any bonds or any other obligations by it issued or incurred, and to sell the same; to make and perform contracts of any kind and description necessary or convenient in carrying out the purposes of The Corporation, or in carrying on its business and for the purpose of obtaining and furthering any of its objects; to do any and all other acts and things and to execute any and all other powers which a natural person could do, and exercise that which is or may hereafter be authorized by law, including the power to make and issue promissory notes, bills of exchange and evidences of indebtedness of all kinds and subject to the provisions of law; The Corporation shall have the power to purchase and otherwise acquire and to dispose of shares of its own capital stock.

#### ARTICLE V.

The principal place of business of the corporation shall be Salt Lake City, Salt Lake County, State of Utah. However, The Corporation shall reserve the right to pursue its objectives by conducting its business and establishing branch offices in other parts of this State and

in other states where not prohibited by law.

#### ARTICLE VI.

The amount of stock that each of the incorporators has subscribed shall be as follows:

M.A. Lindner	72	shares
Wallace A. Wood	49	shares
O.L. Jacobsen	13	shares
Lucille Wilson	55	shares
Gordon C. Crort	8	shares
J.A. Kramer	1	share
	122	

#### ARTICLE VII.

That there shall be one class of stock and its par value shall be Twenty Five (\$25.00) Dollars per share; that there shall be Eight Hundred (800) shares of stock and The Corporation shall commence business with not less than One hundred twenty two shares.

#### ARTICLE VIII.

That the officers of The Corporation shall be president, vice president, and the secretary-treasurer. That an officer of the Corporation must be a stockholder in The Corporation and shall be elected annually by a vote of stock in The Corporation as provided in the By-Laws; that officers shall hold their office for one (1) year or until their successors is qualified or unless he resigns or is removed from office for cause prior to that time. That the names of the officers and directors who shall serve until the first election shall be:

M.A. Lindner	President and Director
Wallace A. Wood	Secretary-treasurer and Director
O.L. Jacobsen	Director
Lucille Wilson	Director
Gordon C. Crort	Vice President and Director and Manager
John A. Kramer	Director

#### ARTICLE IX.

That it shall be necessary for two-thirds (2/3) of the entire Board of Directors to form a quorum, that is authorized to transact the business and exercise the powers of The Corporation.

#### ARTICLE X.

That the personal property of the stockholders shall not be liable for the obligations of The Corporation.

ARTICLE XI.

That the salaries of the officers and directors and all salaries payable out of The Corporation may be paid out of the profits of The Corporation.

ARTICLE XII.

The term of office of the officers of this Corporation, except as provided for in Article VIII above, shall be one year, and until their successors shall be duly elected and qualified, unless they sooner resign or are removed, as hereinafter provided for.

ARTICLE XIII.

The annual or regular stockholders' meeting of this Corporation for the election of directors and for the transaction of such other business as shall legally come before it shall be held on the fourth Monday in January, at 2 o'clock P.M. in each year, at the general office of this corporation in Salt Lake City, Utah. A majority of the capital stock represented at any regular or special meeting shall be sufficient for the transaction of business. Each stockholder shall be entitled to as many votes as he holds shares of capital stock in this corporation. Representation by proxy appointed in writing and filed with the Secretary, shall be allowed at all meetings of this corporation, either general or special. The Directors shall be elected by ballot and the three persons receiving the largest vote at any annual election shall be declared elected to the office of Director, provided, however, that a majority of the votes represented at any annual meeting shall be necessary to elect.

ARTICLE XIV.

The first meeting of this Corporation for the election of officers as above provided, and for the transaction of such other business as may properly come before the meeting, shall be held and the first election had, at the office of this corporation in Salt Lake City Utah, on the fourth Monday in January, 1939, at two o'clock P.M., and it is hereby provided that a failure to hold said last named meeting or

of the corporation  
and the keeping off of the corporation  
and the signature of the officers and  
any of the stockholders.

any general meeting of the stockholders at the date appointed shall not forfeit or in any manner interfere with the corporate rights acquired under this agreement and any such meeting may be held at any subsequent time upon giving fifteen days written notice to all the stockholders of this corporation, or upon publication of the notice of such meeting for a period of fifteen days in any newspaper of general circulation in Salt Lake County, Utah. The Secretary shall, or in case of his failure so to do, any other officer of said corporation may give notice of the annual stockholders' meeting, as above provided, and of all special meetings in the same manner, but specifying in addition, the purpose for which any special meeting is called.

A special stockholders' meeting may be called at any time by the President, or in case of his absence or inability to act, by the Vice President or by a majority of the Board of Directors in the manner above provided, or upon the failure or refusal by such officers to call such meeting when requested, any three or more stockholders representing not less than a majority of the outstanding stock of the company may call such meeting and give notice thereof as provided in Article XIV above, but such notice must be signed by the stockholders calling the same and must show on its face the number of shares of stock held by each.

#### ARTICLE XV.

Directors' meetings shall be called by the President or in case of his absence or inability to act, by the Vice President, from time to time as occasion may require. Upon failure or refusal of such officers to call a Directors' meeting when requested so to do by two of the members of the Board of Directors, any two or more of the directors may call such meeting. Four members of the Board shall constitute a quorum.

All notices of Directors' meetings must be either actual or by depositing in the United States mail, post paid, a written notice of the time and place of such meeting, addressed to each director at his last known post office address.

ARTICLES OF INCORPORATION  
FOR THE USE AND  
PURPOSE OF THE STOCKHOLDERS  
AND SOCIETY HAVING THE STOCKHOLDERS

#### ARTICLE XVI.

Any or all of the officers of this corporation may be removed at a stockholders' meeting duly called and held to consider the question of such removal, the holders of a majority of the capital stock of said corporation represented at such meeting, either in person or by proxy, voting for such removal; and any all such officers may resign by filing a written resignation with the Secretary of this corporation, and any vacancies so occurring by death, resignation or disability may be filled by the Board of Directors, provided that in case a majority of the Directors shall be removed at a special meeting called for the purpose, then and in that case the stockholders may at such meeting fill the vacancies caused by such removals.

#### ARTICLE XVII.

The stock of this Corporation shall be non-assessable.

#### ARTICLE XVIII.

The Corporation, either at a stockholders' meeting or by the Board of Directors may enact a code of By-Laws for the regulation and control of its affairs and business, which shall not be inconsistent with or repugnant to these Articles nor contrary to law.

#### ARTICLE XIX.

The Corporation shall have a corporate seal to be used in the transaction of such business as the law directs.

#### ARTICLE XX.

The shares of stock not herein subscribed for shall be sold only to members of this organization, except by resolution of the directors, and upon such terms and to such individuals as the board of directors shall determine.

IN WITNESS WHEREOF, the said parties to these presents have hereunto set their hands and seals the day and year first above

written.

M. A. Linsner

Wallace A. Wood

O. Jacobson

L. Wilson

Donald C. Craft

J. A. Hansen

STATE OF UTAH )  
COUNTY OF SALT LAKE )  
} ss

STATE OF UTAH )  
COUNTY OF SALT LAKE )  
} ss  
and M. A. Linsner, Gordon C. Craft,  
L. Wilson being first duly sworn upon their  
oath, each for themselves and not one for the other says: That he has  
read the foregoing Articles of Incorporation of the Precision Grinders  
and Metallizers, Inc., and that the facts contained therein are true;  
that it is their intention and the bona fide intent of said incorpora-  
tors named in the said Agreement to commence and carry on the business  
therein mentioned, and that the affiants verily believe that each par-  
ty to the said agreement has paid for the amount of stock subscribed for  
by them and that at least ten per cent (10%) of the entire capital stock  
of The Corporation has been paid in full.

M. A. Linsner

Gordon C. Craft

L. Wilson

Subscribed and sworn to before me this 16<sup>th</sup> day of June, 1938.

M. A. Linsner

Rotary Public  
Residing in Salt Lake City, Utah

My Commission expires:

1-22-39.

in the office of the Secretary of State of the State of Utah, on the 6<sup>th</sup> day of April A.D. 1965

CLYDE L. MILLER  
Secretary of State

Filing Clerk *EJ* Fees 220

ARTICLES OF INCORPORATION  
OF  
LINDNER & WOOD, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Lindner & Wood, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: to engage in the business of buying, selling, leasing, servicing and repairing and otherwise dealing in and with trucks, motor vehicles and related equipment and to carry on all business in connection therewith or incidental thereto and to engage in any other act or acts which a corporation may perform for a lawful purpose or purposes in the State of Utah with the powers and authority provided under the Business Corporation Act of the State of Utah.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is forty thousand (40,000) shares each of which shares shall have par value of ten dollars (\$10.00).

FIFTH: The corporation shall not commence business until at least \$1,000.00 has been received by it as consideration for the issuance of shares.

SIXTH: Provisions limiting or denying to shareholders

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their preemptive right to acquire additional or treasury shares of the corporation are: The shareholders shall have preemptive rights to acquire unissued or treasury shares of the corporation.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are: To be stated in the By-Laws.

EIGHTH: The address of the initial registered office of the corporation is 712 South 2nd West, Salt Lake City, Utah, and the name of its initial registered agent at such address is Maxwell A. Lindner.

NINTH: The number of directors constituting the initial Board of Directors of the corporation is seven, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Maxwell A. Lindner	6908 South 13th East Midvale, Utah
Erma M. Lindner	6908 South 13th East Midvale, Utah
Wallace A. Wood	106 Edgecombe Drive Salt Lake City, Utah
Arrah B. Wood	106 Edgecombe Drive Salt Lake City, Utah
James Fred Marshall	3479 Crestwood Drive Holladay, Utah
Jack W. Richards	2040 Highland Drive Salt Lake City, Utah
Warren C. Cannon	2254 Sunnywide Avenue Salt Lake City, Utah

TENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Maxwell A. Lindner	6908 South 13th East Midvale, Utah
Erma M. Lindner	6908 South 13th East Midvale, Utah
Wallace A. Wood	106 Edgecombe Drive Salt Lake City, Utah
Arrah B. Wood	106 Edgecombe Drive Salt Lake City, Utah
James Fred Marshall	3479 Crestwood Drive Holladay, Utah

DATED March 31<sup>st</sup>, 1965.

Maxwell A. Lindner

Erma M. Lindner

Wallace A. Wood

Arrah B. Wood

James Fred Marshall

STATE OF UTAH )  
: ss  
County of Salt Lake )

I, W. ROBERT WRIGHT, a notary public, hereby  
certify that on the 31<sup>st</sup> day of March, 1965, personally

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appeared before me Maxwell A. Lindner, Erma M. Lindner, Wallace A. Wood, Arrah B. Wood and James Fred Marshall, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31<sup>st</sup> day of March, 1965.

W. Robert Wright  
Notary Public  
Residing at Salt Lake City, Utah

My commission expires:

8/31/68