



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

BLACKFOOT FARM AND CITY DISTRIBUTING, INC.

was filed in the office of the Secretary of State on the **Seventh** day
of **December** A.D. One Thousand Nine Hundred **Sixty-four** and
~~will be~~ duly recorded on Film No. ~~microfilm~~ 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
fifty years from the date hereof, with its registered office in this State located at
Blackfoot in the County of **Bingham.**

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 **7th** day of **December**,
A.D., 19**64**.

Arnold Williams
Secretary of State.

ARTICLES OF INCORPORATION
OF
BLACKFOOT FARM AND CITY DISTRIBUTING, INC.

WE, the following, all being over the age of 21 years and citizens of the United States, have associated under the laws of the State of Idaho, to-wit:

Monte Chrisman	2517 Lake Drive	Loveland, Colorado
Gayle Bennett	515 East Center	Pocatello, Idaho
Lee Norris	1229 15th Avenue	Greeley, Colorado

and for the purpose have adopted the following Articles of Incorporation:

I.

The name of the corporation is the BLACKFOOT FARM AND CITY DISTRIBUTING, INC.

II.

The principal place of transacting the business of the corporation is in the City of Blackfoot, Bingham County, Idaho, and the corporation shall have the power to establish and maintain offices and warehouses wherever necessary to carry on its business and affairs.

III.

The resident agent of the corporation is Gayle Bennett, 515 East Center, Pocatello, Idaho.

IV.

The nature of the business, or objects or purposes transacted, promoted or carried on are:

1) To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in agricultural implements, vehicles, materials, machinery and equipment, and in implements, vehicles, materials, machinery, and equipment of allied lines.

2) To buy and also sell all required apparatus and all accessories and supplies pertinent to the principal and allied activities.

3) To acquire, buy, own, lease, either as lessor or lessee, and deal in general of all property, real and/or personal, and all interest and estates therein, either as principal or agent; said real property, however shall only be acquired in an incorporated city or town, except where the ownership of real property may be necessary to carry on the business of the corporation.

4) It shall have at all times the full right and power to convey, assign, transfer, and for any purposes to borrow money from banks or other institutions or persons, and to encumber by way of mortgage, pledge or lien, upon any or all of its property, to erect structures and improvements, and to do all such things with and concerning the property, and property interests, as are deemed by it necessary or incident to the business.

V.

Except as may be authorized from time to time by vote, passed at a meeting duly convened for the purpose, of a majority of the common stock of the corporation at the time outstanding, the corporation shall not incur any indebtedness, if upon incurring such liabilities or indebtedness, the total indebtedness of the corporation would be greater than the amount of its net assets.

VI.

This corporation shall commence business upon the filing of these Articles of Incorporation with the Secretary of State of Idaho, and shall exist for a period of fifty (50) years from said date.

VII.

The management of this corporation shall be vested in a board of not less than three (3) or more than six (6) directors, as may be provided by the by-laws; the Board of Directors of this corporation for the first year of its corporate existence and until their successors are elected and qualified shall be as follows:

Monte Chrisman	2517 Lake Drive	Loveland, Colorado
Gayle Bennett	515 East Center	Pocatello, Idaho
Lee Norris	1229 15th Avenue	Greeley, Colorado
Kenneth D. Erwin	324 South 52nd St.	Omaha, Nebraska

VIII.

The aggregate number of shares which the corporation shall have authority to allot is Seven Hundred Fifty (750), divided into one (1) class. The designation of each class, the number of shares of each class, and the par value of the shares of each class is as follows: Seven Hundred Fifty shares of common stock at par value of One Hundred and no/100 (\$100.00) Dollars per share. All of the total authorized stock being of the aggregate par value of Seventy Five Thousand and no/100 (\$75,000.00) Dollars.

IX.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

X.

The Board of Directors of the corporation is hereby specifically authorized and empowered from time to time in its discretion.

a) to make, alter, and repeal by-laws of the corporation, except as such power may be limited by one or more by-laws of the corporation made by the stockholders; and

b) to determine for any purpose and in any manner not inconsistent with other provisions of these Articles of Incorporation the amount of the gross assets, of the liabilities, of the net assets or of the net profits of the corporation as the same exist or shall have existed at any time for any period or periods, and to set apart out of any funds of the corporation available for dividends any amount or amounts as a reserve or reserves for working capital or for any other property purpose and to abolish any such reserve or reserves or any part thereof created by the Board of Directors of the corporation.

XI.

At all meetings of the stockholders, cumulative voting shall be allowed, and each stockholder may vote by written proxy.

XII.

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the stockholders, and at the same place; executive officers of this corporation shall be a president, vice-president, secretary and treasurer; the office of any two (2) may be held by the same person, except that of president and vice-president; such executive officers shall be elected by the Board of Directors at each annual meeting held as aforesaid; the stockholders shall have the power to fill any vacancy in the Board of Directors by a majority vote.

XIII.

The amount of stated capital with which the corporation will begin business is Ten Thousand and no/100 (\$10,000.00) Dollars, which has been fully paid in.

The number and class of shares to be allotted by the corporation before it shall begin business and the consideration to be received by the corporation therefore are Ten Thousand and no/100 (\$10,000.00) Dollars.

XIV.

The annual meetings of the stockholders and of the Board of Directors shall be held on the second (2nd) Tuesday of January of each year, and other meetings shall be held as provided by the by-laws.

XV.

These Articles of Incorporation may be amended at any regular or special meeting of the stockholders called in accordance with the provisions of the by-laws of the corporation.

XVI.

The officers of the corporation for the first year of its corporate existence and until their successors are elected and qualified shall be as follows:

Monte Chrisman - President 2517 Lake Drive Loveland, Colorado
Gayle Bennett - Vice President
 Treasurer 515 East Center Pocatello, Idaho
Kenneth D. Erwin - Secretary 324 South 52nd Street Omaha, Nebraska

XVII.

The incorporators have purchased the following shares of stock :

Monte Chrisman	Seven and One-Half (7 1/2) Shares
Gayle Bennett	Two and One-Half (2 1/2) Shares
Lee Norris	Five (5) Shares
Kenneth D. Erwin	Eighty Five (85) Shares

IN WITNESS WHEREOF, we have hereunto subscribed our names
at Omaha, Nebraska, this 24 day of February, 1964.


Monte Chrisman


Gayle Bennett


Lee Norris

Colorado
STATE OF ~~NEBRASKA~~)
Lincoln) SS.
COUNTY OF ~~DOUGLAS~~)

On this 17th day of November, 1964, before me, the undersigned, a Notary Public, duly appointed, qualified, commissioned for and residing in said County, personally appeared the above named, Monte Chrisman, Gayle Bennett and Lee Norris, personally known to me to be the identical persons who subscribed to the foregoing Articles of Incorporation and declared the execution of said instrument to be their voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my Notarial Seal on the date last above written.

[Signature]
Notary Public

My Commission expires Oct. 18, 1966