



CERTIFICATE OF INCORPORATION
OF

DAVID STEED AND ASSOCIATES, INC.

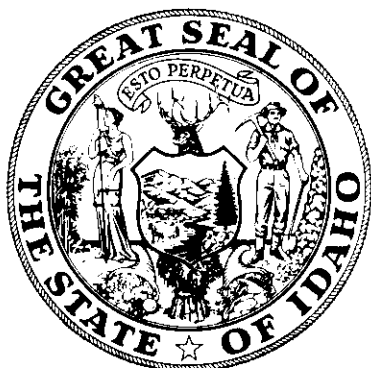
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DAVID STEED AND ASSOCIATES, INC.

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: *April 14, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
DAVID STEED AND ASSOCIATES, INC.

THE UNDERSIGNED Incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

DAVID STEED AND ASSOCIATES, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To engage in the general business of buying, selling, distributing, leasing, servicing, repairing and otherwise dealing in agricultural implements, machinery, equipment, vehicles, materials, and in implements, machinery, equipment, vehicles, and materials of various makes and models of every name, kind and nature including parts, accessories and supplies therefor;

B. To engage in the business of purchasing, selling, distributing or leasing, as principal or agent, of all kinds of heavy machinery, equipment and other mechanical equipment and devices of every name, kind, nature and description as well as all parts, accessories, supplies and attachments therefor;

C. To manufacture, buy, sell, export, import and generally deal in engines utilizing fossil fuels or synthetic fuels; to manufacture, buy, sell, import, export and generally deal in any and all kinds of parts, equipment and accessories for such engine and to deal generally in property, buildings, machinery, parts and materials necessary or useful in the construction, installation, repair and maintenance of such engines;

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CLERK OF DISTRICT COURT
IDAHO STATE

D. To manufacture, design, process, repair, construct, distribute, buy, sell and generally deal in tractors and farm machinery of all kinds, manufacture, character and description, whether new or used, and all parts, accessories and incidentals connected therewith together with all equipment incidental or necessary thereto.

E. To establish, purchase, lease as Lessee or otherwise acquire, own, operate and maintain, sell, mortgage, deed-in-trust, lease as Lessor and otherwise dispose of new and used farm machinery, equipment, vehicles, parts, accessories and the like; to buy, sell, trade, manufacture, deal in and with goods, wares and merchandise of every kind and nature and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such new and used farm machinery, equipment, merchandise, parts, supplies, materials and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise;

F. To conduct a business dealing in gasoline and all other petroleum products; all kinds of oils and products used for motor fuel or lubrication, all manner of accessories and appliances to be used on farm machinery, equipment, heavy equipment, motor vehicles and all other types of vehicles and equipment of every description and other articles and items useful to or desirable for patrons of the corporation, and such other business as is usual, proper and necessary to such enterprise or enterprises;

G. To maintain service and repair departments either in this State or in other States of the United States for farm machinery, farm equipment, heavy equipment, motor vehicles, trucks and tractors and to do whatever may be necessary and convenient to carry on such businesses and to accomplish such objects as may be incident thereto, including the estab-

lishment and maintenance of parts, inventories, parts departments and the like therefor;

H. To carry freight for hire; to receive and load all varieties of commercial freight on board highway motor vehicles; to transport such freight to various destinations in the State of Idaho or throughout the United States; and to buy, sell, lease and otherwise deal in and with tractors and trailers suitable for commercial trucking and for the hauling of the corporation's own equipment, machinery and the like; to maintain and repair the same, and to apply for and obtain permits and licenses therefor;

I. From time to time to apply for, purchase or acquire buy assignment, transfer or otherwise and to exercise, carry out and enjoy any license power, authority, franchise, concession, right or privilege that any government or governmental authority (Federal, State, local or foreign) or that any corporation or other legal entity may be empowered to enact, make, sell or grant and to pay for, aid in and contribute toward carrying it into effect and to appropriate any of the company's stock, bonds and assets to defray the necessary costs, charges and expenses thereof;

J. To export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, merchandise of every kind and nature; and to purchase, sell and deal in and with merchandise of every kind or nature for exportation from and importation into to and from all countries foreign thereto, and for exportation from and importation into any foreign country to and from any other country foreign thereto; and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets; and to do a general foreign and domestic exporting and importing business;

K. To conduct a general business as commission merchant, selling agent and consignment agent in the manner and to the same extent as natural persons could do; to carry on

any and all business as manufacturers, producers, merchants, wholesale and retail, importers and exporters generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy, sell and otherwise deal in any materials, articles or other things within the United States; to make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares, merchandise, farm machinery, heavy equipment, vehicles, parts, accessories and the like within the United States; to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers, manufacturer's agents and exporters; and in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities; and to make and enter into all kinds of contracts, agreements and obligations by or with any person requiring, manufacturing, repairing, selling and dealing in any articles of goods, wares, merchandise, farm machinery, heavy equipment, motor vehicles, parts, accessories and supplies and, generally, to exercise full power to perform any and all acts connected therewith or arise therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business of the corporation;

L. To enter into and perform all manner and kinds of contracts, agreements and obligations for any lawful purpose by or with any person, firm, association, corporation or governmental division, or subdivision, including but not limited to machinery, equipment and motor vehicle manufacturers and distributors; to hire and employ agents, servants and employees; to enter into agreements of employment and collective bargaining agreements; and to act as agent, contractor,

trustee, factor or otherwise either alone or in company with others;

M. To cause to be formed, merged, reorganized or liquidated and to promote, take charge of and aid in any way permitted by law the formation, merger, liquidation or reorganization of any corporation, association or organization of any kind, domestic or foreign; and to form, organize, promote, manage, control and maintain and to dissolve, merge or consolidate one or more corporations in the stock or other securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of the corporation; to promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals and others and to give any guarantee in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation;

N. To borrow money and to draw, make, accept, endorse, issue, sell or otherwise deal lawfully in promissory notes, bills of exchange, bonds, debentures or any other negotiable or transferable obligations or instruments from time to time for any purpose of or concerning the business of the corporation; to endorse or guarantee the payment of principal of or interest on bonds, notes or other evidences of indebtedness or obligations and to guarantee the performance of any other contracts or other undertakings in which the corporation may otherwise be or become interested in any corporation, association, partnership, firm, trustee, syndicate, individual or governmental division, or subdivision, domestic or foreign, insofar as may be permitted by law;

O. To acquire by purchase, subscription, contract or otherwise and to hold for investment or otherwise and to sell, discount or rediscount, exchange, mortgage, pledge or otherwise dispose of and generally to deal in and with all forms of securities including, but not by way of limitation,

shares, stocks, bonds, debentures, notes, script, mortgages and choses-in-action of all kinds, both as principal and as agent, and, while the holder thereof, to exercise all the rights, privileges of ownership the same as may be permitted to natural persons, including the right to vote thereon; to use surplus earnings or accumulated profits for the purchase or acquisition of its own capital stock, bonds and other obligations from time to time as the Board of Directors may determine and such capital stock, bonds and other obligations so purchased may, if the Board of Directors so determines, be held as treasury stock to be disposed of thereafter in such manner as the Directors shall deem proper; to lend and advance money or to give credit to such persons, on such terms as may seem expedient, and, in particular, to customers and others having dealings with the corporation; and to guarantee or give security for the loan of its customers and otherwise dealing with the corporation;

P. To purchase or in any way acquire for investment or for sale, or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements and any other real property of any kind or any interest therein and as the consideration for the same to pay cash or to issue the capital stock, debenture, bonds, mortgage bonds or other obligations of the corporation and to sell, convey, lease, mortgage, deed-in-trust, turn to account or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description including the good will, stock rights

and property of any person, firm, association or corporation paying for the same in cash, stocks or bonds of this corporation; and to lease buildings, lands, improvements and other real property, whatsoever and wheresoever situate, for the purpose of carrying on the business of the corporation;

Q. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho or any other State in which this corporation does business and particularly all the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes;

R. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act with corporations formed under the laws of the State of Idaho now or hereafter existing which the corporation may not at the time lawfully carry on or conduct. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article of the Articles of Incorporation shall, except as otherwise provided, in no wise be limited to or restrict by reference to or inference from the terms of any other clause or paragraph of this Article or contained in any other provisions of these Articles of Incorporation; and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers;

S. To have all other powers, purposes, duties and obligations for which corporations may be organized under the Idaho Business Corporation Act; and to engage in any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The address of the corporation's initial registered office in the State of Idaho is ~~3905~~³⁹⁰⁵ North Yellowstone, City of Idaho Falls, County of Bonneville, State of Idaho, 83401. The name of the corporation's initial registered agent at such address is David C. Steed.

ARTICLE V

The authorized capital stock of this corporation is 100,000 shares with no par value. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, the corporation itself must be given an thirty-day (30) option to repurchase the stock; provided, however, that should the corporation desire not to repurchase any of its capital stock to be sold or transferred, the remaining shareholders and members of the corporation shall be given an thirty-day (30) option to purchase said capital stock after receiving notice in writing that the corporation will not repurchase said stock itself. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations. Nothing herein contained shall prevent the corporation from entering into stock purchase agreements with its shareholders for the purpose of repurchasing or redeeming its capital stock. Nothing herein shall prevent the shareholders entering into stock purchase agreements between themselves for the purchase of capital stock of the corporation, provided that any such agreement between the shareholders must receive prior written consent of the corporation. Any

such sales shall be subject to the provisions of the By-Laws.

ARTICLE VI

The amount of capital stock which has been subscribed and paid for is the sum of three (3) shares, and following are the names of the persons, their addresses and numbers of shares by whom the same have been subscribed, to wit:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
David C. Steed	1919 Masters Idaho Falls, Idaho 83401	One
Claren P. Holm	842 Clairview Lane Idaho Falls, Idaho 83401	One
DelRay Holm	Box 41, Roberts, Idaho 83444	One

ARTICLE VII

That the management of this corporation shall be vested in a Board of not less than three (3) nor more than fifteen (15) directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the general office of this corporation in the City of Idaho Falls, County of Bonneville, State of Idaho, on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the By-Laws or at such other time and place as the directors may so designate; and until such election, the officers and directors of said corporation shall be David C. Steed, President, Director and General Manager; DelRay Holm, Vice-President and Director; and Claren P. Holm, Secretary-Treasurer and Director.

ARTICLE VIII

The power to enact, repeal and amend the By-Laws of the corporation and to adopt new By-Laws is hereby conferred upon the directors as well as the shareholders to be exercised by such vote of such directors or of the allotted shares as the case may be not less, however, than the majority thereof as may be fixed by the By-Laws.

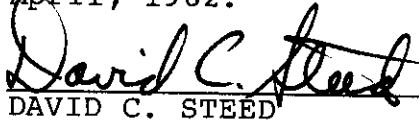
ARTICLE IX

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho as provided by the By-Laws.

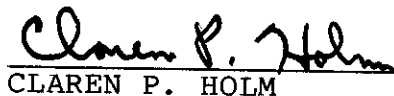
ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by this corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of any such other corporation; any directors individually or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that such shareholder or such firm is so interested in any such transaction or contract shall be disclosed or shall have been so disclosed to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction with a like force and effect as if he were not such director or officer of any other corporation or not so interested therein.

EXECUTED This 14 day of April, 1982.



DAVID C. STEED



CLAREN P. HOLM

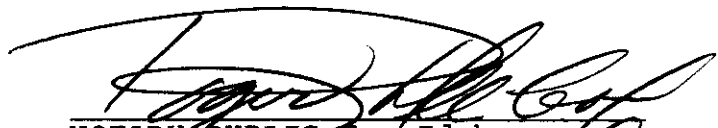


DEL RAY HOLM

STATE OF IDAHO)
)
County of Bonneville)

On this 14 day of April, 1982, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DAVID C. STEED, CLAREN P. HOLM and DEL RAY HOLM, known to me to be the persons whose names are subscribed to the above and foregoing ARTICLES OF INCORPORATION and acknowledged to me that they are the incorporators of such incorporation and that they executed the same.

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


NOTARY PUBLIC For Idaho
Residing at Idaho Falls, Idaho
My commission expires: 