

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROCKY MOUNTAIN LEASE-RENTAL, INC.

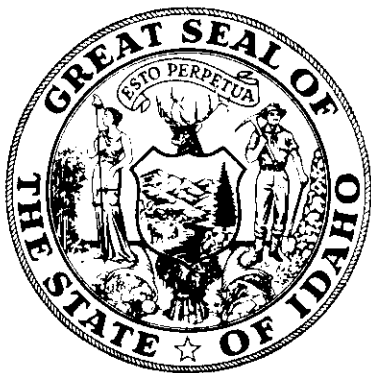
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ROCKY MOUNTAIN LEASE-RENTAL, 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: **May 9,,1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Hiner*

ARTICLES OF INCORPORATION
OF
~~INTERMOUNTAIN~~ ^{ROCKY MOUNTAIN} LEASE-RENTAL, INC.

WE, THE UNDERSIGNED, Being one or more natural persons of full age, who are citizens of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act of the laws of the State of Idaho and, to that end, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is ~~INTERMOUNTAIN~~ ^{ROCKY MOUNTAIN} LEASE-RENTAL, INC.

ARTICLE II

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

A. To engage in, operate, manage, conduct, maintain and carry on a general leasing business for the purpose of buying, selling, financing and leasing equipment, farm machinery, motor vehicles and personal property of all types, nature and description.

B. To engage in the business of purchasing, selling, distributing or leasing, as principal or agent, all types of machinery, equipment, mechanical devices and other items of personal property of every name, kind, nature and description as well as all parts, accessories, attachments and supplies therefor or relating thereto.

C. To manufacture, export and import, as principal or agent, or for the purpose of leasing, as lessor or lessee, all kinds of personal property of every name, kind, nature and description as well as all parts, accessories, attachments and supplies therefor or relating thereto.

D. To establish, conduct and manage a business or businesses for the purchase, lease, sale or distribution of

energy products and fuels of every name, kind and nature and to import or export the same.

E. To carry freight for hire; to receive and load all varieties of commercial freight on board highway motor vehicles and to transport such freight to various destinations in the State of Idaho or throughout the United States, its territories, District of Columbia or to any foreign country, to obtain licenses and necessary permits therefor.

F. To apply for, purchase or acquire by 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 into effect and to appropriate any of the company's stocks, bonds and assets to defray the necessary costs, charges and expenses therefor.

G. To purchase or in any way acquire for investment, use, sale, lease or otherwise lands, buildings, improvements, contracts and any other real property or personal property of any kind or any interest therein and as the consideration for the same to pay cash or to issue the capital stock, debentures, bonds, mortgage bonds or other obligations of the corporation and to sell, convey, lease, mortgage or otherwise deal in real or personal property or any name, kind and nature.

H. To engage in the business of purchasing or otherwise acquiring, in whole or in part, letters patent, copyrights, concessions, licenses, inventions, rights and privileges, subject to royalties or otherwise, whether exclusive, nonexclusive or limited, whether in the United States or elsewhere to sell, let or grant any patent rights, copyrights, licenses, concessions, inventions, rights or privileges belonging to this corporation or which it may acquire

or any interest in the same, and to lease the same, and generally deal in any and all such properties and other things in connection therewith.

I. To undertake, lease, sell, purchase or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to purchase or otherwise acquire the whole or any part of the property, assets, business, goodwill and rights of any person, firm, association, corporation or organization and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stocks, notes and other obligations of this corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient in and about the conduct, management and carrying on of such business.

J. To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, create security interest in, pledge or otherwise dispose of and any manner deal with and contract with references to: inventions, devices, formulas, processes and any improvements and modifications thereof; letters patent, trademarks, patent rights, patented processes, copyrights, designs and similar rights, trademarks, trade symbols, trade names and other indications of origin and ownership granted by or reorganized under the laws of the United States or of any state or subdivision thereof or of any foreign country or subdivision thereof and all rights

connected therewith or appertaining thereto; and franchises, licenses, grants and concessions.

K. To borrow, raise money and loan money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other choses-in-action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or loaned or in payment for property purchased, sold, leased or for any other of the objects or purposes of this corporation, and to secure the principal thereof and the interests thereon by mortgage upon or creation of security interest in or pledge of or conveyance or assignment in trust of the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; or of personal property or real property of other persons, firms or corporations, wherever situated; and in such manner and upon such terms as the Board of Directors may, from time to time, determine, to sell, exchange, pledge, offer for discount or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

L. To have, exercise and enjoy all of the powers now or hereafter granted to corporations under the laws of the State of Idaho and, particularly, all the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and any present and/or future amendments thereto; and to have, exercise and enjoy all of the powers now or hereafter granted to corporations of any state of the United States or any foreign country in which this corporation may be qualified or become qualified to do business; and to do any act or thing necessary or convenient for the transaction of the business of the corporation and/or carry into effect any and all of the objects and purposes of this corporation.

M. All of the foregoing provisions of this Article II are to be construed both as objects and powers and it is

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 restricted 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, objections and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

The period of duration of this corporation is perpetual.

ARTICLE IV

The address of the corporation's initial registered office in the State of Idaho is 3905 North Yellowstone, in the 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 75,000 of no par value stock. 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 a 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 transfer-

red, the remaining shareholders and members of the corporation shall be given a 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 without being subject to the limitations specified hereinabove. 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 from 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 sale shall be subject to the provisions of the Bylaws and the majority decision of the stockholders and/or Board of Directors.

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>No. of Shares</u>
David C. Steed	1919 Masters Idaho Falls, Idaho 83401	1
Claren P. Holm	842 Clareview Lane Idaho Falls, Idaho 83401	1
DelRay Holm	Box 41, Roberts, Idaho 83444	1

ARTICLE VII

The management of this corporation shall be vested in a board of not less than three (3) nor more than fifteen (15) directors or as may be otherwise fixed by the Bylaws or any amendments thereto. The directors shall be elected at the annual meeting of the stockholders, to be held in the general

office of this corporation in the City of Idaho Falls, County of Bonneville, State of Idaho, on the second Monday of first month after the close of the taxable year of each year, at a time to be determined by the Bylaws 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 Claren P. Holm, President and Director; David C. Steed, Vice-President, Director and General Manager; DelRay Holm, Secretary/Treasurer and Director.

ARTICLE VIII

The power to enact, repeal and amend the Bylaws of the corporation and to adopt new bylaws is hereby conferred upon the Board of 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 a majority thereof as may be fixed by the Bylaws.

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 Bylaws or by a majority of the shareholders and/or the majority of the Board of Directors.

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 effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interest 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 interest 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 dis-

closed 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 the 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 20 day of April, 1984.

Claren P. Holm
CLAREN P. HOLM
David C. Steed
DAVID C. STEED
Del Ray Holm
DEL RAY HOLM

STATE OF IDAHO)
)
County of Bonneville)

On this 20 day of April, 1984, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CLAREN P. HOLM, DAVID C. STEED 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 corporation and that they executed the same and that the same are true and correct to their best knowledge and belief.

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

J. Rita Knopf
NOTARY PUBLIC FOR IDAHO
Residing at Idaho Falls, Idaho
My commission expires: June 1986