

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

GILMORE & TATGE MFG. CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GILMORE & TATGE MFG. CO., INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to GILMORE & TATGE MFG. CO., INC. to transact business in this State under the name GILMORE & TATGE MFG. CO., INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated May 4, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Penny Gura

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Gilmore & Tatge Mfg. Co., Inc. by applies for a Certificate of Authority to transact business in your State, and Gilmore & Tatge Mfg. Co., Inc. submits the following statement:

1. The name of the corporation is Gilmore & Tatge Mfg. Co., Inc.
2. *The name which it shall use in Idaho is Gilmore & Tatge Mfg. Co., Inc.
3. It is incorporated under the laws of California
4. The date of its incorporation is June 6, 1973 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 600 Sherman, P.O. Box 525, Clay Center, Kansas 67432
6. The street address of its proposed registered office in Idaho is 303 East Fifth St., Moscow, Idaho 83843, and the name of its proposed registered agent in Idaho at that address is William W. Thompson, Jr.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
"To manufacture and market farm equipment and machinery and to invest in a company or companies which manufacture and market farm equipment and machinery in accordance with the provisions of its Articles of Incorporation which are attached hereto."
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>R. S. Corwin</u>	<u>President, CEO</u>	<u>6th and Sherman</u> <u>Clay Center, Kansas 67432</u>
<u>L. E. Clayton</u>	<u>Director</u>	<u>68 Northgate Road</u> <u>Medham, N.J. 07945</u>
<u>J. P. Walsh</u>	<u>Director</u>	<u>R.R. 2</u> <u>Medham, N.J. 07945</u>
<u>W. C. Kohler</u>	<u>Secretary</u>	<u>6th and Sherman</u> <u>Clay Center, Kansas 67432</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>preferred shares</u>	<u>\$10.00 per share</u>
<u>5,000,000</u>	<u>common shares</u>	<u>\$0.10 per share</u>
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,400	Preferred	\$10 par value
200,000	Common	\$0.10 par value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 20, 19 81.

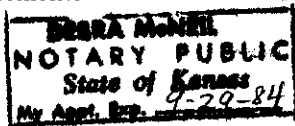
By Richard S. Corwin
Its CEO and President

and William Kohler
Its Vice President & Secretary-Finance

STATE OF KANSAS)
COUNTY OF CLAY) ss:

I, Debra McNeil, a notary public, do hereby certify that on this 20th day of April, 19 81, personally appeared before me Richard S. Corwin & William Kohler, who being by me first duly sworn, declared that he is the President & Vice President of Gilmore & Tatge Mfg. Co., Inc.

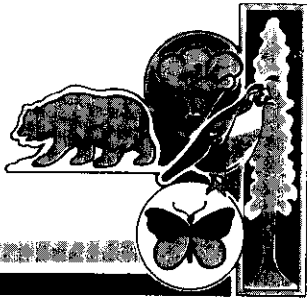
that he signed the foregoing document as President & Vice-President of the corporation and that the statements therein contained are true.



Debra McNeil

Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



State of California

OFFICE OF THE SECRETARY OF STATE

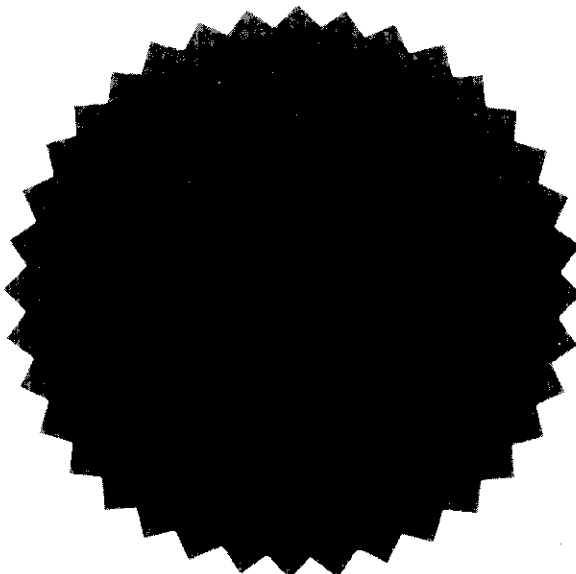
APR 22 1981
SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

APR 2 1981



March Fong Eu

Secretary of State

RECEIVED APR 9 1981

731639

FILED

In the office of the Secretary of State
of the State of California

JUN 6 1973

EDMUND G. BROWN Jr., Secretary of State

By [Signature]
Deputy

ARTICLES OF INCORPORATION
OF
G & T HOLDING COMPANY, INC.

ARTICLE I

The name of this corporation is:

G & T Holding Company, Inc.

ARTICLE II

The principal office for the transaction of business of this corporation is to be located in the County of San Francisco, State of California.

ARTICLE III

The purposes for which this corporation is formed, the specific business in which the corporation is primarily to engage being set forth in paragraph (a) below, are as follows:

(a) To engage primarily in the business of investing in a company or companies which manufacture and market farm machinery and equipment.

(b) To manufacture, fabricate, assemble, to take, purchase, lease and otherwise acquire, to own, hold, use, sell, assign, transfer, exchange, lease and

otherwise dispose of, and to invest, trade, deal in and with goods, wares and merchandise and supplies and all other personal property of every class and description.

(c) To take, purchase, contract for, lease or otherwise acquire, and to own, use, hold, manage, work, improve, cultivate, develop, farm, subdivide, invest in, trade and deal in and with, sell, convey, exchange, lease, mortgage or otherwise hypothecate or dispose of real estate, real property, improvements thereon and any interest, estate or right therein and to erect, construct, rebuild, alter, improve and maintain buildings, structures, and improvements of every kind, character, and description thereon.

(d) To acquire by purchase, subscription, or otherwise, and to receive, hold, own, sell exchange, pledge, mortgage or otherwise dispose of or deal in all kinds of stocks, bonds, mortgages, trust deeds, debentures, trust receipts, certificates of beneficial interest, notes and other securities, obligations, contracts, choses in action, and evidences of indebtedness generally of any corporations, associations, firms, trusts, persons, governments, states,

colonies, municipalities or other organizations; to receive, collect, and dispose of interest, dividends and income upon, of, and from any of the foregoing and any other property held or owned by it; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such stocks or other securities or obligations, including the right to execute consents and vote thereon for any and all purposes, and to do any and all acts and things for the preservation, protection, improvement and enhancement in value thereof and to guarantee the same or become surety in respect thereto and to aid by loan, subsidy, guaranty or otherwise those issuing, creating, or responsible for the same and to exercise any and all said powers, either on its own account or with or as agent for other persons, firms, corporations, or other organizations; and in connection with or in furtherance of any of the business of the corporation, to guarantee or become surety on the obligations, securities or contracts of any other person, firm or corporation.

(e) To promote, organize, aid, or assist, financially or otherwise, persons, firms, associations,

corporations, or syndicates engaged or to engage in any business whatsoever, to the extent now or hereafter permitted by the laws of the State of California; and to a like extent to assume, guarantee or underwrite their securities, or principal, interest, dividends, or sinking fund obligations in respect thereof or the performance of all or any of their other obligations.

(f) To organize or cause to be organized, under the laws of any state, district, territory, province, or government, corporations or associations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up and liquidate, merge or consolidate any such corporations or associations, or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

(g) To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise hypothecate or dispose of:

1. Any and all inventions, devices, processes and improvements and modifications thereof;

2. Any and all letters patent of the United States or of any other country, state, territory or government and all rights connected therewith or appertaining thereto;

3. Any and all copyrights, granted by the United States or any other country, state, territory or government;

4. Any and all trademarks, trade names, trade symbols, and other indications of origin and ownership whether or not granted by or recognized under the laws of the United States or of any other country, state, territory, or government.

(h) To enter into contracts of all kinds with any person, firm or corporation, public or private, and to purchase, lease, or otherwise acquire any and all rights, privileges, franchises, concessions, patents, and inventions.

(i) To borrow money and to issue bonds, debentures, or obligations, secured or unsecured, of the corporation from time to time, for moneys borrowed or

in payment for property purchased or otherwise, in connection with any operations of this corporation; to secure any of the same by mortgage or mortgages upon or by deed or deeds of trust or pledges of any or all property, real or personal, of the corporation, wherever situated, acquired or to be acquired and to sell or otherwise dispose of any or all such bonds, debentures, and obligations in such manner and upon such terms as may be deemed judicious by the Board of Directors.

(j) To lend money and negotiate loans and generally to carry on, conduct, promote, operate, and undertake any business, undertaking, transaction, or operation commonly carried on, conducted, promoted, operated or undertaken by capitalists, financiers, contractors and builders, insurance brokers and agents, loan brokers and agents, real estate agents, brokers, dealers, subdividers, and promoters, and securities brokers and agents.

(k) To acquire and pay for in cash, stocks or bonds of this corporation, or otherwise, the good will, business, rights, assets, and property and to

undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation; to acquire any property or business as a going concern or otherwise, (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof, or (3) in any other manner; to hold or in any manner dispose of or hypothecate the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, or disposition of such business.

(1) To sell, lease, assign, transfer, or convey the business, franchises, good will, and property of the corporation as a whole or in parts thereof and to receive in exchange therefor shares of stock, bonds, debentures, or other evidences of ownership or indebtedness issued by any corporation, association, or individual and upon dissolution or otherwise to distribute such securities and any others which it may then own, among its stockholders as their interests

may appear without the necessity of the liquidation thereof.

(m) To purchase, hold, sell, transfer, pledge, hypothecate, and reissue the shares of its own capital stock as far as it may lawfully do so.

(n) To act as financial, commercial, or general agent, factor, or representative, under power of attorney, or otherwise, of individuals, partnerships, trustees, firms, associations, joint stock companies, corporations or syndicates, and as such to develop and extend their business and to aid in any of their lawful enterprises insofar as a corporation organized under the laws of the State of California may lawfully do so.

(o) To participate in syndicates of all kinds, and to make and carry out contracts of underwriting of the securities of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, or of any combination, organization, or entity, domestic or foreign, and to act as

manager of any underwriting or purchasing or selling syndicate.

(p) To buy, exchange, contract for, lease and in any and all other ways acquire, take, hold, and own, and to deal in, sell, mortgage, lease or otherwise dispose of lands, mining claims, mineral rights, oil royalties, oil wells, gas wells, oil lands, gas lands and other real property, and rights and interests in and to real property, and to manage, operate, maintain, improve, and develop the said properties and each and all of them.

(q) To enter into, maintain, operate or carry on in all of its branches the business of mining and of drilling, boring, and exploring for, producing, refining, treating, distilling, manufacturing, handling and dealing in, buying and selling petroleum, oil, natural gas, asphaltum, bitumen, bituminous rock, and any and all other mineral and hydrocarbon substances, and any and all products or by-products which may be derived from said substances or any of them; and for such or any of such purposes to buy, exchange, contract for, lease and in any and all other ways acquire, take, hold

and own, and to sell, mortgage, lease and otherwise dispose of, and to construct, manage, maintain, deal in and operate mines, refineries, tanks, machinery, pipelines, telegraph and telephone lines, wharves, steam and other vessels or watercraft of every kind, character and description, and otherwise to deal in, operate, establish, promote, carry on, conduct and manage any and all other property and appliances that may in anywise be deemed advisable in connection with the business of the corporation or any branch thereof, or that may be deemed convenient at any time by the officers or Board of Directors of the corporation.

(r) To carry on any business whatsoever, either as principal, agent, joint venturer or partner, which this corporation may deem proper or convenient in connection with the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; and to conduct its business in the State of California, in other states, in the District of Columbia, in the territories and possessions of the United States, and any foreign countries and other parts of the world.

ARTICLE IV

(a) This corporation is authorized to issue two classes of shares to be designated, respectively, "Preferred" shares and "Common" shares. The total number of shares which this corporation shall have authority to issue is Five Million Fifty Thousand (5,050,000), and the aggregate par value of such shares is One Million Dollars (\$1,000,000). The total number of Preferred Shares which this corporation shall have authority to issue is Fifty Thousand (50,000) and the par value of each such Preferred Share is Ten Dollars (\$10.00). The total number of Common Shares which this corporation shall have authority to issue is Five Million (5,000,000) and the par value of each such Common Share is Ten Cents (\$.10).

(b) The Preferred Shares may be issued in one or more series, each series to be appropriately designated by a distinguishing letter or title prior to the issue of any shares thereof.

(c) The Board of Directors is hereby authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions, if any), the redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Shares, and the

number of shares constituting any such unissued series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

(d) Subject to all of the rights of the holders of the Preferred Shares as may hereafter be fixed or altered by the Board of Directors: dividends may be paid on Common Shares, as and when declared by the Board of Directors, out of any funds of this corporation legally available for the payment of such dividends; the holders of Common Shares shall have and possess the exclusive voting rights and powers, except where otherwise provided by law or by these articles of incorporation; and, in the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, of this corporation, the holders of Common Shares shall share equally and be entitled to receive ratably per share, all remaining assets of this corporation.

ARTICLE V

The Board of Directors of this corporation shall be three (3) in number, and the names and addresses of the persons appointed to act as the first directors are as follows:

Randall C. Bassett
555 South Flower Street
Los Angeles, California 90071

John P. McLoughlin
555 South Flower Street
Los Angeles, California 90071

William H. Lewis, Jr.
555 South Flower Street
Los Angeles, California 90071

The number so stated shall constitute the authorized number of directors until changed by an amendment to these Articles of Incorporation, or by a By-Law or an amendment to the By-Laws of this corporation. Authority is hereby given for the adoption of a provision in the By-Laws concerning the number of directors of the corporation and changes therein.

ARTICLE VI

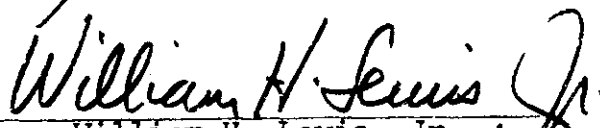
Except as otherwise provided by law, these Articles of Incorporation may be amended upon the adoption of a resolution providing for such amendment by a majority vote of the Board of Directors and the approval thereof either before or

after the adoption of the resolution by the Board of Directors, by the vote or written consent of the shareholders holding at least a majority of the voting power.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 5th day of June, 1973.


Randall C. Bassett


John P. McLoughlin


William H. Lewis, Jr.

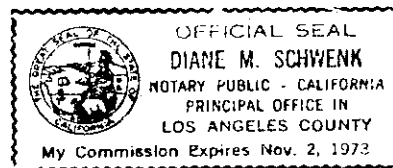
STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) ss.

On this 5th day of June, 1973, before me, a
Notary Public in and for said County and State, residing
therein, duly commissioned and sworn, personally appeared
Randall C. Bassett, John P. McLoughlin and William H. Lewis,
Jr., known to me to be the persons whose names are subscribed
to the within instrument, and 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.

Diane M. Schwenk
Notary Public in and for
said County and State

(SEAL)



Restatement of right
to articles

No

Yes

A134500
701689

FILED

In the office of the Secretary of State
of the State of California

JUN 22 1973

EDMUND G. BROWN Jr., Secretary of State

By Bill Hoeden
Deputy

CERTIFICATE OF DESIGNATION AND DETERMINATION OF PREFERENCES
of
5% NON-CUMULATIVE CONVERTIBLE PREFERRED STOCK
of
G & T HOLDING COMPANY, INC.

The undersigned, John P. Sammon and Robert MacDonnell, do hereby certify:

1. That said John P. Sammon is, and at all times herein mentioned was, the duly elected and acting Vice President of G & T Holding Company, Inc., a California corporation, and that said Robert MacDonnell is and at all times herein mentioned was, the duly elected and acting Secretary of said corporation.

2. That at a special meeting of the Board of Directors of said corporation duly held at San Francisco, California, at 10:00 A.M. on the 22nd day of June, 1973, at which meeting there were at all times present and acting a quorum of the members of the Board of Directors of said corporation, the following resolutions were adopted:

WHEREAS, the Articles of Incorporation of this corporation provide for a class of its authorized shares known as Preferred shares, comprising 50,000 shares of the par value of \$10 each, issuable from time to time in one or more series; and

WHEREAS, the Board of Directors of this corporation is authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, the liquidation preferences of any wholly unissued series of any Preferred shares and the number of shares constituting any such series and the designation thereof, or all or any thereof; and

WHEREAS, it is the desire of the Board of Directors of this corporation, pursuant to its authority as aforesaid, to fix the rights, preferences, restrictions and other matters relating to a series of said Preferred shares and the number of shares constituting such series;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby establish a series of the authorized Preferred shares, par value \$10 per share, of the Corporation which series shall be designated as 5% Non-Cumulative Convertible Preferred Stock (referred to herein as the "Convertible Preferred Stock"), shall consist of 1,400 shares and shall have the following dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, redemption prices and liquidation preferences:

SECTION 1

CONVERTIBLE PREFERRED STOCK DIVIDEND RIGHTS:

RESTRICTIONS ON DIVIDEND RIGHTS AND ACQUISITION OF JUNIOR CLASSES

1.1. **Dividend Rate.** The holders of the Convertible Preferred Stock shall be entitled to receive, when and as declared out of the assets of the Corporation legally available therefor, dividends at the rate of 5% of the amount per share which such holders are entitled to receive upon liquidation, dissolution or winding up of the Corporation without giving effect to any dividends declared and unpaid on the Convertible Preferred Stock, per annum, and no more, payable quarterly or otherwise as the board of directors may from time to time determine. Dividends on the Convertible Preferred Stock shall be non-cumulative and no right shall accrue to holders of Convertible Preferred Stock by reason of the fact that dividends on said shares are not declared in any dividend period prior to the close of the Corporation's last fiscal year.

1.2. *Pro Rata Payment.* If dividends for any fiscal year of the Corporation (herein referred to as "dividend period") are not paid in full, all shares of the Convertible Preferred Stock at the time outstanding shall participate ratably in the payment of dividends for such period in proportion to the respective amounts which would be payable on such shares if dividends for such period were being paid in full.

1.3. *Restrictions on Dividend Rights and Acquisition of Junior Classes.* So long as any of the Convertible Preferred Stock is outstanding, the Corporation shall not declare or pay any dividend on any of the Common Stock or on any other stock of the Corporation having rights or preferences as to dividends or assets junior to the rights and preferences of the Convertible Preferred Stock, or redeem, purchase or otherwise acquire any such stock for value unless, in each case,

(a) full dividends on the Convertible Preferred Stock for the then current dividend period shall have been declared and paid or a sum in cash sufficient for the payment thereof set apart for payment; and

(b) in the event that any such declaration or payment or redemption, purchase or other acquisition is proposed to occur on or after July 1, 1993, the redemption of Convertible Preferred Stock required by section 3.2 shall have been made.

SECTION 2

CONVERTIBLE PREFERRED STOCK LIQUIDATION, ETC., RIGHTS

2.1. *Liquidation, etc., Rights.* In the event of any liquidation, dissolution or winding up of the Corporation, before any distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of any of the Common Stock, or any other stock of the Corporation having rights or preferences as to assets, junior to the rights and preferences of the Convertible Preferred Stock, the holders of the Convertible Preferred Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus an amount in cash of \$150 per share, together with a sum equal to full dividends declared and unpaid thereon to the date of final distribution to the holders of the Convertible Preferred Stock.

2.2. *Pro Rata Distribution.* If, upon any such liquidation, dissolution or winding up, the assets of the Corporation distributable among the holders of the Convertible Preferred Stock shall be insufficient to pay to them in full the preferential amounts specified above, then such assets, or the proceeds thereof, shall be distributed among the holders of the Convertible Preferred Stock ratably in proportion to the amounts which would be payable to them, respectively, if such preferential amounts were paid to them in full.

SECTION 3

CONVERTIBLE PREFERRED STOCK SINKING FUND, REDEMPTION

3.1. *Sinking Fund.* So long as any shares of the Convertible Preferred Stock shall be outstanding, the Corporation, as a sinking fund for the purchase or redemption thereof (hereinafter called the "Sinking Fund"), shall set aside in cash out of any monies legally applicable to the purchase or redemption of shares, after full payment or provision for payment of dividends declared and unpaid on the Convertible Preferred Stock, on June 30, 1993 (hereinafter called the "Sinking Fund payment date"), a sum equal to \$150 multiplied by the total number of shares of Convertible Preferred Stock theretofore issued and outstanding. If on the Sinking Fund payment date the funds of the Corporation legally applicable to the purchase or redemption of shares, shall be insufficient to discharge such Sinking Fund requirement in full, funds to the extent legally applicable for such purpose shall be set aside for the Sinking Fund; and on each June 30 thereafter funds legally applicable therefor, after such

payment or provision for dividends declared and unpaid, shall be applied thereto until such requirement is fully discharged.

3.2. *Redemption.* On or before the 60th day next following the Sinking Fund payment date, or anniversary thereof, as the case may be, the cash in the Sinking Fund to the extent legally applicable for such use shall be used to acquire all the Convertible Preferred Stock theretofore issued and outstanding by purchase, at a price or prices not exceeding \$150 per share; or by redemption, at \$150 per share, in the manner provided below, in each case plus dividends declared and unpaid thereon to the date of such purchase or redemption which shall be paid from the general funds of the Corporation and not from the Sinking Fund, or by both such purchase and such redemption. The Corporation will not purchase or otherwise acquire other than by redemption any of the Convertible Preferred Stock except pursuant to an offer made on the same terms to all holders of any of the Convertible Preferred Stock at the time outstanding. Should the funds constituting the Sinking Fund be insufficient to so purchase or redeem all of the issued and outstanding Convertible Preferred Stock, the shares of Convertible Preferred Stock so to be purchased or redeemed shall be determined on a pro rata basis. Upon retirement of all Convertible Preferred Stock, any cash remaining in the Sinking Fund in excess of that required to complete payment for any shares purchased or agreed to be purchased, or to redeem shares called for redemption through the operation of the Sinking Fund, shall become a part of the general funds of the Corporation.

Except as specifically provided in this section, the Corporation shall have no right to redeem the Convertible Preferred Stock.

3.3. *Procedure for Redemption.* Notice of any proposed redemption of Convertible Preferred Stock shall be given by the Corporation by mailing a copy of such notice at least 30 days prior to the date fixed for such redemption to the holders of record of Convertible Preferred Stock to be redeemed, which notice shall specify the number of shares of each holder proposed to be redeemed and shall also specify the time and date on which the conversion rights provided for in section 4 hereof shall expire. From and after the date fixed in any such notice as the date of redemption of the Convertible Preferred Stock (unless default shall be made by the Corporation in providing monies for the payment of the redemption price), all rights of the holders thereof as stockholders of the Corporation (except the right to receive payment of the redemption price and declared and unpaid dividends to date of redemption, and the right to convert shares thereof for shares of the Common Stock as provided in section 4 hereof) shall cease and determine; or, if the Corporation shall so elect, from and after the date (which date shall be the date of redemption or prior thereto) on which the Corporation shall deposit as a trust fund with a bank or trust company doing business in the City of San Francisco, State of California, as Paying Agent, monies sufficient in amount to pay at the office of such Paying Agent, on the redemption date, the redemption price, together with declared and unpaid dividends to date of redemption (provided the notice of redemption shall state the name and address of such Paying Agent and the intention of the Corporation to deposit such monies on or before the date of redemption with such Paying Agent), and all rights of the holders thereof as stockholders of the Corporation (except the right to receive the redemption price and declared and unpaid dividends to date of redemption, and the right to convert shares thereof for shares of the Common Stock as provided in section 4 hereof) shall thereupon cease and determine. All monies so deposited with the Paying Agent which shall remain unclaimed by the holders of shares of Convertible Preferred Stock so called for redemption at the end of five full calendar years after the redemption date, shall be paid by said Paying Agent to the Corporation, and thereafter the holders of the Convertible Preferred Stock called for redemption shall look only to the Corporation for payment.

All shares of the Convertible Preferred Stock redeemed or purchased by the Corporation shall be retired and cancelled and shall not be reissued.

SECTION 4

CONVERSION

4.1. Certain Definitions. As used in this section 4, unless the context otherwise requires, the following terms have the following respective meanings:

Corporation: includes any corporation which shall succeed to or assume the obligations of the Corporation hereunder in compliance with section 4.3(d).

Common Stock: the Common Stock, par value \$.10 per share, of the Corporation as constituted on the date hereof, any stock into which such Common Stock shall have been changed or any stock resulting from any reclassification of such Common Stock, and all other stock of any class or classes (however designated) of the Corporation, the holders of which have the right, without limitation as to amount, either to all or to a share of the balance of current dividends and liquidating dividends after the payment of dividends and distributions of any shares entitled to preference.

Note and Stock Purchase Agreement: the Note and Stock Purchase Agreement, dated as of June 27, 1973, between the Corporation and the Purchasers named therein, providing for the issue and sale by the Corporation of \$750,000 aggregate principal amount of the 9% Senior Notes due June 30, 1988, \$2,000,000 aggregate principal amount of the 8½% Senior Subordinated Notes due June 30, 1988 and 1,400 shares of the Convertible Preferred Stock.

Other Securities: any stock (other than Common Stock) and other securities of the Corporation or any other person (corporate or otherwise) which the holders of the Convertible Preferred Stock at any time shall be entitled to receive, or shall have received, upon the conversion of the Convertible Preferred Stock, in lieu of or in addition to Common Stock, or which at any time shall be issuable or shall have been issued in exchange for or in replacement of Common Stock or Other Securities pursuant to section 4.3(d) or otherwise.

4.2. Conversion Privilege.

4.2.1. Conversion Rate. Subject to the provisions hereof, each share of Convertible Preferred Stock (giving to each such share for the purposes hereof a value of \$150) may be converted, at the option of the holder thereof, into fully paid and nonassessable shares of Common Stock (calculated as to each conversion to the nearest 1/100th of a share) at the conversion price of \$1.50 for each share of Common Stock, or, in the event that an adjustment in such price has taken place pursuant to the provisions of this section 4, then at the price as so adjusted. Such price, as so adjusted from time to time, shall be referred to herein as the "Conversion Price."

4.2.2. Manner of Conversion. Any share or shares of Convertible Preferred Stock may be converted at any time up to but not after the close of business on the 5th day prior to the date fixed for redemption of such shares (unless default shall be made by the Corporation in providing monies for the payment of the redemption price, in which case the Convertible Preferred Stock may be converted after such date) by the holder thereof by surrender of the certificate representing such share or shares, together with written notice of such holder's election to convert such share or shares (specifying the number of shares to be converted, in the event that such holder shall elect to convert a portion but not all of the shares represented by the certificate or certificates so surrendered) to the Corporation at its principal office in San Francisco, California, or at the office of the agency maintained for such purpose pursuant to section 4.9. Each such certificate so surrendered shall be duly endorsed, or be accompanied by a written instrument of transfer duly executed, by the holder of such certificate or his attorney duly authorized in writing. Upon any conversion of a portion but not all of the shares represented by a certificate or certificates so surrendered, the Corporation at its expense will forthwith issue and deliver to the holder thereof a new certificate for a number of shares equal to the unconverted shares represented by such surrendered certificate or certificates. Each conversion shall be deemed to have been effected immediately prior to the close of business on the date

on which the certificate or certificates representing the shares of Convertible Preferred Stock being so converted shall have been so surrendered to the Corporation or such agency; and at such time the rights of the holder of such shares of Convertible Preferred Stock as such shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock (or Other Securities) shall be issuable upon such conversion shall be deemed to have become the holder or holders of record thereof.

4.2.3. *Accrued Dividends, etc.* No adjustment on account of any dividend declared but unpaid on the Convertible Preferred Stock shall be made on shares of Convertible Preferred Stock surrendered for conversion.

4.2.4. *Continuing Obligation of the Corporation.* The Corporation will, at the time of conversion of any of the Convertible Preferred Stock, upon the request of the holder thereof, acknowledge in writing its continuing obligation to afford such holder any rights (including, without limitation, any right of registration of the shares of Common Stock, or Other Securities, issued upon such conversion) to which such holder shall continue to be entitled after such conversion in accordance with the provisions hereof or of the Note and Stock Purchase Agreement, *provided* that if any such holder shall fail to make any such request, such failure shall not affect the continuing obligation of the Corporation to afford to such holder all such rights.

4.2.5. *Delivery of Stock Certificates; Fractional Shares.* As promptly as practicable after the conversion of any of the Convertible Preferred Stock, and in any event within 10 days thereafter, the Corporation at its expense (including the payment by it of any applicable issue taxes) will issue and deliver to the holder of such Convertible Preferred Stock, or as such holder (upon payment by such holder of any applicable transfer taxes) may direct, a certificate or certificates for the number of full shares of Common Stock (or Other Securities) issuable upon such conversion, plus, in lieu of any fractional share to which such holder would otherwise be entitled, cash equal to such fraction multiplied by the Market Price of one full share as of the close of business on the date of such conversion.

4.3. *Adjustment of Conversion Price. - a. Certain Distributions.* In case the Corporation at any time after the date hereof, shall declare, order, pay or make a dividend or other distribution (including, without limitation, any distribution of other or additional stock or other securities or property or options by way of dividend or spinoff, reclassification, recapitalization or similar corporate rearrangement) on the Common Stock, other than a dividend payable in additional shares of Common Stock and other than a dividend payable in cash or other property and declared out of earned surplus of the Corporation as at the date hereof, as increased by any credits (other than credits resulting from a revaluation of property) and decreased by any debits made thereto after such date, then, and in each such case, the Conversion Price in effect immediately prior to the close of business on the record date fixed for the determination of holders of any class of securities entitled to receive such dividend or distribution shall be adjusted, effective as of the close of business on such record date, to a price determined by multiplying such Conversion Price by a fraction,

(i) the numerator of which shall be the Conversion Price in effect on such record date less the amount of such dividend or distribution (as determined in good faith by the Board of Directors of the Corporation) applicable to one share of Common Stock, and

(ii) the denominator of which shall be such Conversion Price.

(b) *Stock Dividends, Split-ups, etc.* If after the date hereof the number of outstanding shares of Common Stock is increased by a dividend or share distribution payable in shares of Common Stock or by a split-up or reclassification of shares of Common Stock, then, on the day following the date fixed for the determination of holders of shares of Common Stock entitled to receive such additional shares, the Conversion Price in effect shall be adjusted to an amount that bears the same relationship to the Conversion Price in effect immediately prior to such action as the total number

of shares of Common Stock outstanding immediately prior to such action bears to the total number of shares of Common Stock outstanding immediately after such action.

(c) *Adjustments for Combinations, etc.* In case the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(d) *Adjustments for Consolidation, Merger, Sale of Assets, Reorganization, etc.* In case of any capital reorganization, any reclassification of the capital stock of the Company (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a split-up, combination or reclassification covered by subsection 4.3(b) or 4.3(c)), any consolidation or merger of the Corporation with or into any other corporation (other than a consolidation or merger in which the Corporation is the continuing corporation and which does not result in any change in the Common Stock), or any sale of the properties and assets of the Corporation as, or substantially as, an entirety to any other corporation, each holder of Convertible Preferred Stock shall, after such capital reorganization, reclassification of capital stock, consolidation, merger or sale, be entitled to receive the kind and number of shares or other securities or property of the Corporation, or of the corporation resulting from such consolidation or surviving such merger or to which such sale shall be made, as the case may be, to which such holder would have been entitled if he had held the share(s) of Common Stock issuable upon conversion of the Convertible Preferred Stock immediately prior to such capital reorganization, reclassification of capital stock, consolidation, merger or sale; and in any case, if necessary, the provisions set forth in this subsection 4.3(d) with respect to the rights and interests thereafter of the holders of the Convertible Preferred Stock shall be appropriately adjusted so as to be applicable, as nearly as may reasonably be, to any shares of stock or other securities or property thereafter deliverable on the exercise of the Convertible Preferred Stock. Upon any such consolidation, merger or sale, the corporation resulting from such consolidation or surviving such merger or to which such sale shall be made shall execute an agreement to the foregoing effect in which such corporation shall expressly assume the due and punctual performance and observance of each and every term and provision hereof. Nothing contained in this section 4.3(d) or otherwise herein shall be deemed to authorize the Corporation to enter into any transaction not otherwise permitted by the Note and Stock Purchase Agreement.

(e) *Calculation to Nearest 1/100 of a Cent.* All calculations under this section 4.3 shall be made to the nearest 1/100 of a cent.

4.4. *No Dilution or Impairment.* The Corporation (a) will not permit the par value of any shares of stock receivable upon the conversion of the Convertible Preferred Stock to exceed the value (calculated in accordance with section 4.2.1) of such Convertible Preferred Stock then convertible into one share of such stock, (b) will take all such action as may be necessary or appropriate in order that the Corporation may validly and legally issue fully paid and nonassessable shares of stock upon the conversion in full of all of the Convertible Preferred Stock from time to time outstanding, and (c) will not issue any capital stock of any class which is preferred as to dividends or as to the distribution of assets upon voluntary or involuntary dissolution, liquidation or winding-up, unless the rights of the holders thereof shall be limited to a fixed sum or percentage of par value in respect of participation in dividends and in any such distribution of assets.

4.5. *Accountants' Report as to Adjustments.* In each case of any adjustment or readjustment of the Conversion Price pursuant to this section 4, the Corporation at its expense will (a) promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare a report setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based, and (b) if requested by any holder of any of the Convertible Preferred Stock, cause independent public accountants of recognized national standing selected by the Corpo-

ration to verify such computation and report: such verification shall be deemed conclusive. The Corporation will forthwith mail a copy of each such report to each holder of any of the Convertible Preferred Stock, and will, upon the written request at any time of any holder of any of the Convertible Preferred Stock, furnish to such holder a like report setting forth the Conversion Price at the time in effect and showing how it was calculated. Unless a written specification of objections is received by the Corporation prior to 120 days from the date of mailing of copies of such report, the adjustments shall be final and conclusive.

4.6. *Notices of Record Date, etc.* In the event of

(a) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend payable out of earned surplus at the rate most recently established by the Board of Directors of the Company) or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or

(b) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation or any transfer of all or substantially all the assets of the Corporation to any other person or any consolidation or merger involving the Corporation and any other person, or

(c) any voluntary or involuntary dissolution, liquidation or winding-up of the Corporation, the Corporation will mail to each holder of any of the Convertible Preferred Stock a notice specifying (i) the date or expected date on which any such record is to be taken for the purpose of such dividend, distribution or right, and stating the amount and character of such dividend, distribution or right, and (ii) the date or expected date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding-up is to take place and the time, if any such time is to be fixed, as of which the holders of record of Common Stock (or Other Securities) shall be entitled to exchange their shares of Common Stock (or Other Securities) for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding-up. Such notice shall be mailed at least 20 days prior to the date therein specified.

4.7. *Reservation of Stock, etc., Issuable on Conversion.* The Corporation will at all times reserve and keep available, solely for issuance and delivery upon the conversion of the Convertible Preferred Stock, all shares of Common Stock (or Other Securities) from time to time issuable upon the conversion of the Convertible Preferred Stock. All shares of Common Stock issuable upon conversion of the Convertible Preferred Stock shall be duly authorized and, when issued, validly issued, fully paid and nonassessable with no liability on the part of the holders thereof.

4.8. *Listing on Securities Exchanges, etc.* The Corporation will list on any national securities exchange on which any Common Stock may at any time be listed, upon official notice of issuance upon the conversion of the Convertible Preferred Stock and maintain such listing of, all shares of Common Stock from time to time issuable upon the conversion of the Convertible Preferred Stock and will register under the Securities Exchange Act of 1934 (or any similar statute then in effect) all shares of Common Stock from time to time so issuable; and the Corporation will so list on any national securities exchange, will so register and will maintain such listing of, any Other Securities if and at the time that any securities of like class shall be listed on such national securities exchange by the Corporation.

4.9. *Conversion Agent.* The Corporation may, by written notice to each holder of any of the Convertible Preferred Stock, appoint a bank or trust company having an office in San Francisco, California as agent for the purpose of accepting Convertible Preferred Stock surrendered for conversion and issuing Common Stock (or Other Securities) upon the conversion of Convertible Preferred Stock pursuant to section 4.2, and thereafter any such surrender and conversion and issuance shall be made at such office to and by such agent.

SECTION 5

CONVERTIBLE PREFERRED STOCK VOTING POWERS

Except as otherwise provided herein or by statute, the holders of the Convertible Preferred Stock shall have no right as such holders to vote at or participate in any meeting of stockholders of the Corporation or to receive any notice of any such meeting.

SECTION 6

CONVERTIBLE PREFERRED STOCK RESTRICTIONS ON CORPORATE ACTION

Otherwise than as required by law, without the consent of the holders of record of at least 66 $\frac{2}{3}$ % of the shares of Convertible Preferred Stock at the time outstanding, given in writing or by vote at any regular or special meeting of stockholders, the Corporation shall not

(a) increase the authorized number of shares of capital stock of the Corporation of any class except a class or classes having rights and preferences as to dividends and assets junior in all respects to the rights and preferences of the Convertible Preferred Stock;

(b) reclassify any stock into any shares of Convertible Preferred Stock or any shares having any right or preference as to dividends or assets senior to or on a parity with any right or preference of the Convertible Preferred Stock;

(c) effect any amendment to the Articles of Incorporation of the Corporation or any change or alteration of the designations, or the preferences, privileges, restrictions or other rights of the Convertible Preferred Stock or effect the passage of any other resolution of the Board of Directors or of the stockholders inconsistent with subdivision (a) or (b) of this section 6, or otherwise prejudicial to the interests of the holders of the Convertible Preferred Stock; or

(d) ~~consolidate with or merge into any other corporation, or permit any~~ other corporation to consolidate with or merge into it (other than a short-form merger of Gilmore & Tatge Mfg. Co., Inc., a Kansas corporation, into the Corporation), make any sale, lease (if made on such terms as substantially to constitute a sale) or other disposition of the property and business of the Corporation as or substantially as an entirety.

SECTION 7


CONVERTIBLE PREFERRED STOCK PAYMENTS AND NOTICES

All notices and all payments with respect to the Convertible Preferred Stock shall be mailed to the holders thereof at their respective addresses, as the same shall appear on the books of the Corporation.

Resolved, further, that the President or any Vice President and the Secretary or any Assistant Secretary of this corporation be and they hereby are authorized and directed to prepare and file a Certificate of Designation and Determination of Preferences in accordance with the foregoing resolutions and the provisions of California law.

That the authorized number of Preferred shares of said corporation is 50,000 and that the number of Preferred shares which constitute the 5% Non-Cumulative Convertible Preferred Stock, none of which has been issued, is 1,400.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 22nd day of June, 1973.



Vice President of G & T Holding Company, Inc.



Secretary of G & T Holding Company, Inc.

The undersigned, John P. Sammon, Vice President and Robert MacDonnell, Secretary of G & T Holding Company, Inc., each certifies under penalty of perjury that the matters set out in the foregoing Certificate of Designation and Determination are true and correct.

Executed at San Francisco, California, on June 22, 1973.



John P. Sammon



Robert MacDonnell

A141701

FILED

In the office of the Secretary of State
of the State of California

MAR 1 1974

EDMUND G. BROWN, Jr., Secretary of State

By

[Signature]

Deputy

701689 SURV

CERTIFICATE OF OWNERSHIP

G & T HOLDING COMPANY, INC.

G & T HOLDING COMPANY, INC., a California Corporation, hereby certifies that:

1. George R. Roberts is the President and Robert I. MacDonnell is the Secretary of this corporation.
2. This corporation owns all the outstanding shares of Gilmore & Tatge Mfg. Co., Inc. a corporation organized and existing under the laws of the State of Kansas, which laws permit the merger of a subsidiary corporation organized thereunder into a parent corporation organized and existing under the laws of another state in the manner permitted by §4124 of the Corporations Code of the State of California.
- 2 3. The Board of Directors duly adopted the following resolution:

RESOLVED, that this corporation merge Gilmore & Tatge Mfg. Co., Inc., its wholly owned subsidiary, into itself and assume all its obligations pursuant to §4124 of the California Corporations Code.
4. The above resolution was duly adopted at a meeting of the Board of Directors held on February 22, 1974, in San Francisco, California; at said meeting three directors voted in favor of said resolution, the authorized number of directors being three and three directors being present at the meeting.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 25th day of February, 1974.

G & T HOLDING COMPANY, INC.

By George R. Roberts
George R. Roberts, President

By Robert I. MacDonnell
Robert I. MacDonnell, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Francisco, California on February 25, 1974.

George R. Roberts
George R. Roberts

Robert I. MacDonnell
Robert I. MacDonnell

NA. CHGD. TO: GILMORE & TATGE MFG. CO., INC.

701689

A144067

FILED

In the office of the Secretary of State
of the State of California

MAY 20 1974

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

EDWARD G. BROWN, Jr., Secretary of State

Deputy

MERWIN W. GILMORE and REAMER BROWN certify:

1. That they are the President and the Secretary, respectively, of G & T HOLDING COMPANY, INC., a California corporation.

2. That at a meeting of the Board of Directors of said corporation duly held at San Francisco, California on March 4, 1974, the following resolution was adopted:

"RESOLVED, that Article I of the Articles of Incorporation of this corporation be amended to read as follows:

'The name of this corporation is:

GILMORE & TATGE MFG. CO., INC.'"

3. That the shareholders have adopted said amendment by written consent. That the wording of the amended article, as set forth in the shareholders' written consent, is the same as that set forth in the directors' resolution in Paragraph 2 above.

4. That the number of shares represented by written consent is 198,000. That the total number of shares entitled to vote on or consent to the amendment is 260,000.

Mervin W. Gilmore
MERWIN W. GILMORE, President

Reamer Brown
REAMER BROWN, Secretary

State of Kansas)
County of Clay) ss

MERWIN W. GILMORE and REAMER BROWN, being duly sworn, depose and say that the matters set forth in the foregoing certificate are true and correct of their own knowledge.

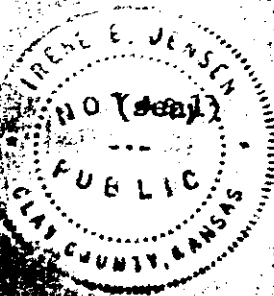
Merwin W. Gilmore
MERWIN W. GILMORE

Reamer Brown
REAMER BROWN

Subscribed and sworn to before me this 2nd day of May, 1974.

Ereene E. Jensen
Notary Public

(My Commission Expires: 11/18/74)



A161038

701689 SURV

CERTIFICATE OF OWNERSHIP

GILMORE & TATGE MFG. CO., INC.]

FILED

in the office of the Secretary of State
of the State of California

NOV 26 1975

MAJOR FIVE 01, Secretary of State

by B. W. Hodge
Deputy

GILMORE & TATGE MFG. CO., INC., a California corporation, hereby certifies that:

1. Merwin W. Gilmore is the President and Reamer Brown is the Secretary of this corporation.
2. This corporation owns all the outstanding shares of Osborne Manufacturing Company, Inc., a corporation organized and existing under the laws of the State of Kansas, which laws permit the merger of a subsidiary corporation organized thereunder into a parent corporation organized and existing under the laws of another state in the manner permitted by §4124 of the Corporations Code of the State of California.
3. The Board of Directors duly adopted the following resolution:

RESOLVED, that this corporation merge Osborne Manufacturing Company, Inc., its wholly owned subsidiary, into itself and assume all its obligations pursuant to §4124 of the California Corporations Code.
4. The above resolution was adopted by the unanimous written consent of the directors without a meeting. The bylaws of the corporation authorize the directors to act by unanimous written consent without a meeting.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 13 day of November, 1975.

GILMORE & TATGE MFG. CO., INC.

By Merwin W. Gilmore
Merwin W. Gilmore, President

By

Reamer Brown
Reamer Brown, Secretary

AFFIDAVIT OF VERIFICATION

STATE OF KANSAS)
) ss
COUNTY OF CLAY)

Merwin W. Gilmore and Reamer Brown being duly sworn, do depose and say that they are the President and Secretary, respectively, of Gilmore & Tatge Mfg. Co., Inc., that they have read the foregoing Certificate of Ownership and know the contents thereof and that the same are true and correct of their own knowledge.

Merwin W. Gilmore
Merwin W. Gilmore

Reamer Brown
Reamer Brown

Subscribed and sworn to
before me this 13th day
of November, 1975.

Glenn E. Kohn
Notary Public in and for
said County and State

(Notarial Seal)

