



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ECKERT MOTOR AND IMPLEMENT COMPANY

was filed in the office of the Secretary of State on the 2nd day of April A.D. One Thousand Nine Hundred Fifty-eight and duly recorded on Film No. 102 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Dahl

in the County of

Twin Falls

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 2nd day of April, A.D., 19 58.

Secretary of State.

ARTICLES OF INCORPORATION
OF
ECKERT MOTOR AND IMPLEMENT CO.

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being desirous of associating ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance of the laws thereof, have agreed and do hereby certify as follows:

ARTICLE I

The name of the corporation hereby formed shall be
ECKERT MOTOR AND IMPLEMENT COMPANY.

ARTICLE II.

The purpose for which this corporation is formed and the pursuit of business which it is agreed by the incorporators and by it shall be transacted, promoted and carried on are as follows:

- (a) To engage generally in the automobile sales, service and repair business and in any pursuit incident to or in any wise connected therewith.
- (b) To engage in the business of buying and selling machinery and equipment, including tractors, farm and road machinery, and all equipment, supplies and parts of all kinds and descriptions incidental thereto; and to deal in all kinds of merchandise generally used in connection with such business; to operate and maintain the machine shop and repair business of all types of tractors, motor vehicles and farm implements. To engage in the buying and selling of such equipment or implements on either a wholesale or retail basis.
- (c) To buy, purchase, take or otherwise acquire and to own, operate, maintain, mortgage, exchange, sell and deal in machinery, tools, equipment, apparatus and personal property of every kind and nature, and to install, set up, maintain, repair, improve, lease, let, mortgage, encumber and otherwise deal in the same.
- (d) To purchase, subscribe for, lease or otherwise acquire and own, hold, use, improve, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association, associations,

domestic or foreign, and to pay therefore in whole or in part in cash or by exchanging there-
fore stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends, rents and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers on any stock so owned.

- (e) To aid, either by loan or by guarantee of securities or in any other manner, any person, partnership or corporation, domestic or foreign, any shares of stock or any bonds, debentures, evidences of indebtedness, or other securities whereof are held by this corporation or in which it shall have any interest, and to any acts designed to protect, preserve, improve or enhance the value of the property at any time held or controlled by this corporation or in which it, at that time, may be interested.
- (f) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the payment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient to the protection or benefit of this corporation, and in general, to carry on any other lawful business whatsoever in connection with the foregoing or which is claculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III

The term for which this corporation is to exist shall begin upon the date of incorporation and shall be perpetual unless the corporation is dissolved according to law.

ARTICLE IV

The location and post office address of the principal place of business and registered office of the company shall be at 220 Broadway Street North, Buhl, Idaho, but branch offices for conducting and carrying on business of the corporation or for holding corporation meetings may be at any other place or places within or without the State of Idaho as the Board of Directors may, from time to time, by resolution or by-laws, provide.

ARTICLE V

The amount of capital stock of the corporation shall be

\$50,000.00 divided into 500 shares of the par value of \$100.00 per share.

ARTICLE VI.

The names, addresses and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
Maurice H. Eckert	Buhl, Idaho	1
William Veral Stimpson	Buhl, Idaho	1
Colleen Stimpson	Buhl, Idaho	1

ARTICLE VII

The officers of the corporation shall be a Board of three Directors, a president, a vice-president and secretary-treasurer, and manager. The board of directors shall be elected by the stockholders at the annual meeting, and the president, vice-president, secretary-treasurer and manager shall be elected by the Board of Directors, except as in these articles otherwise expressly provided. All of the officers of the corporation shall be stockholders and any two or more offices may be held by one person. The term of office of the officers, except as in these articles expressly provided, shall be for one year and until their successor shall have been elected and qualified, unless sooner removed or resigned as herein provided; the officers to serve until the first general election to be held at the first annual meeting of the stockholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>
Maurice H. Eckert	Director, President
William Veral Stimpson	Director, Manager, Secy-Treas.
Colleen Stimpson	Director

ARTICLE VIII

A majority of the Board of Directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation and, except as other-

wise provided herein, may mortgage, pledge, sell or otherwise dispose of real or personal property of the corporation for the purpose of carrying on the business of the corporation, The board of directors shall have power to appoint agents and servants of the corporation, prescribe their duties and remove them at pleasure and may fix the compensation of the officers, agents and servants of the corporation, and shall have power to vote and grant to themselves (and any officer or director may join in granting to himself) such salary, commission or compensation for their services as officers or directors, or both, as they may determine. The board of directors or the stockholders may, by a majority vote, adopt by-laws for the regulation of the affairs of the corporation, and by a majority vote amend or repeal the same, provided that such by laws shall not conflict with these articles of incorporation. The by-laws adopted by the directors shall provide the time and place of directors' meetings and the manner of calling the same, which meetings may be held within or without the state of Idaho.

ARTICLE IX

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and the pursuits and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) Without in any particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be from time to time to do any one or more or all of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; and in carrying on its business, or

for the purpose of attaining or furthering any of its objects, to do any and all acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law, and either as, or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others and in any part of the world; and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations.

(b) To hold, purchase or otherwise acquire; to sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds or other evidence of indebtedness created by any other corporation or corporations, and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(c) To enter into, make, perform and carry out contracts of every sort and kind, not prohibited by law, with any person, firm, association or corporation, private, public or municipal, or body politic.

(d) To acquire and undertake all or any part of the business assets and liabilities of any person, firm, association or corporation on such terms and conditions as may be agreed upon, and to pay for the same in cash, stock of this corporation, bonds or otherwise, subject only to the provisions of the laws of Idaho.

(e) To purchase, or otherwise acquire on such terms and in such manner as the by-laws of the company from time to time provide, and to own and hold shares of its capital stock, and to reissue the same from time to time; provided, however, that the shares so purchased or held shall not be directly or indirectly voted, nor shall they be entitled to dividends during

such period or periods as they shall be held by the corporation. The board of directors may, at any time and from time to time, issue and sell for such consideration as may be permitted by law, any or all of the authorized shares of the corporation not then issued and any and all of any increased stock of any class that may hereafter be authorized.

(f) In furtherance and not in limitation of the powers conferred by the statute and of the other provisions of this certificate of incorporation, the board of directors is expressly authorized to sell, exchange, assign, convey or otherwise dispose of, from time to time, a part or parts of the properties, assets and effects of the corporation, less than the whole or less than substantially the whole thereof, on such terms and conditions as they shall deem advisable, without the assent of the stockholders, except as otherwise required by law. Seventy-five per cent of all the stock issued and outstanding voting in favor thereof shall have the power at any regular meeting of the stockholders, or at any special meeting called for the purpose, to authorize the sale, assignment, transfer, conveyance or other disposition of the property and assets of the corporation as an entirety or going concern on such terms and conditions as may be at such meeting determined.

(g) Seventy-five per cent of all the stock issued and outstanding shall have the power at any regular meeting of the stockholders, or at a special meeting called for that purpose, to authorize a partial distribution of the capital assets to all of its stockholders in proportion to their stock holdings, and in accord with all preferential rights attaching to the several classes of stock, if any providing that such distribution does not in any manner impair the rights of existing creditors.

(h) To borrow money of any person, firm or corporation and to issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

(i) To purchase or otherwise acquire, own, improve, develop and hold unlimitedly such real and personal property of every kind and description within and without the State of Idaho, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

(j) To join or consolidate with, and to enter into agreements and cooperative relations not in contravention of law with any person, firms, associations or corporations, governmental, municipal or otherwise, in and about the carrying on and out of all or any of the purposes of this company.

(k) To enter into partnership or into any arrangements for sharing of profits, union of interests, cooperation, joint adventure, reciprocal concession or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company; and to lend money to, guarantee the contracts of, or otherwise assist any such person, firm or company, and to take or otherwise assist any such person, firm or company, and to take or otherwise acquire shares and securities of any such person, firm or company, and to sell, hold, reissue, with or without guaranty, or otherwise deal with the same.

(l) To act as agents, contractors, trustees or otherwise,

and either alone or in company with others as fully and to the same extent as a natural person might or could do in any part of the world.

(m) From time to time to provide and carry out and recall, abolish, revise, amend, alter or change, a plan or plans for the participation by all or any of the employees, including directors and officers of the corporation or of any person, firm or corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of the corporation's business. in the profits of the corporation or of any branch or division thereof, as part of the corporation or of any branch or division thereof, as part of the corporation's legitimate expenses, and for the furnishing to said employees and persons or any of them, at the corporations expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the board of directors.

(n) To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this state to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase, and to undertake in conjunction therewith, any liabilities of any person, firm, association, or company described as aforesaid, possessing property, suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stock or obligations of this company.

(c) The foregoing clauses shall be construed as purposes and powers and nothing herein shall be deemed to limit or exclude in any manner any power, right or privilege given to the corporation by law or the authority which it is or might be permitted to exercise under the statutes of the State of Idaho.

ARTICLE X

Any officer of this corporation may resign his office by delivering his resignation in writing to the president or secretary and if not accepted within ten days after such delivery, the resignation shall take effect and the office become vacant. Any vacancy occurring in an office of the Corporation may be filled by the directors, or director in case there be but one remaining director, for the unexpired term.

ARTICLE XI

The president, vice-president, secretary, assistant secretary, treasurer, assistant treasurer or manager of this corporation may be removed by a vote of a majority of the members of the board of directors for any conduct deemed by them to be prejudicial to the interests of the corporation, and the vacancy caused by any such removal shall be filled by the board of directors. Any member of the board of directors may be removed at a special meeting of the stockholders called for the purpose of considering such removal by a two-thirds vote of the shares represented and voting at such meeting for any conduct deemed by the persons voting to be prejudicial to the interest of the corporation. The vacancy caused by such removal of a director shall be filled by the stockholders at said meeting after the vote for removal has been taken or by the vote of such meeting shall be filled by the board of directors.

ARTICLE XII

The stockholder's annual meeting for the election of directors and the transaction of such other business deemed necessary and convenient for the welfare of the corporation shall

be held and an election had at the time and place provided for by the by-laws. Any stockholders' meeting may be held within or without the state. A representation of a majority of the capital stock for the corporation outstanding, as shown by the books of the corporation, shall be necessary to legally hold any stockholders meeting, but a representation of less than such majority may adjourn any meeting from time to time. Each stockholder shall be entitled to one vote for each share of stock held by him, as shown on the books of the corporation; in all elections for directors every stockholder shall have the right to vote the number of shares owned by him for as many persons as there are directors to be elected or to cumulate said shares and give one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal or to distribute them on the same principle among as many candidates as he sees fit; except as herein provided, at all stockholders' meetings all questions shall be decided by a vote of a majority of the stock represented at the meeting; at all stockholders' meetings a representation by proxy in writing duly given shall be allowed. No notice need be given of regular annual stockholders' meetings.

ARTICLE XIII

Special stockholders' meetings may be called by the Board of Directors at any time they may deem necessary, or by a representation of a majority of the capital stock of the corporation outstanding, as shown by the books of the corporation. Notice of the time and place of the holding of a special meeting of the stockholders shall be given by mailing such notices, with postage prepaid, through the United States mail at least ten days before the date for holding such meeting, to each stockholder at his last known post office address, as shown by the books of the corporation, or if not shown, at the place where the principal office of the corporation is situated. In case

of special meetings the notice shall, in a general way, specify the nature of the business to be transacted at such meeting. Notice of time, place and purpose of any meeting of stockholders may be waived by the written assent of a stockholder entitled to notice filed with or entered upon the records of the meeting either before or after the holding thereof.

ARTICLE XIV

The capital stock of the corporation shall be non-assessable. The private and individual property of the stockholders of this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE XV

Except as otherwise provided by the laws of Idaho, the articles of incorporation may be amended in any respect at any regular meeting of the stockholders or at any special meeting called for that purpose and specifying in the notice of such meeting the nature of the amendment by a majority of the outstanding capital stock of said corporation represented at such meeting, either personally or by proxy, voting for such amendment, and all rights, powers, privileges and restrictions conferred upon the stockholders, officers and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 1st day of March, 1958.

Maurice W. Eckert
W. J. Simpson
Colleen Simpson

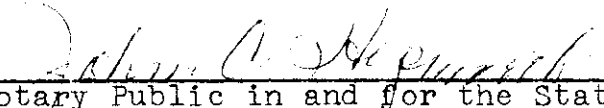
STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 1st day of March, 1958, before me, the undersigned, a Notary Public in and for said State, personally appeared

Maurice H. Eckert, William Veral Stimpson and Colleen Stimpson, 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.

(SEAL)


Notary Public in and for the State
of Idaho, residing at Buhl, Idaho

JOHN C.
HEPWORTH
LAWYER
BUHL, IDAHO