

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

AG EQUIP'T, INC.

was filed in the office of the Secretary of State on the **First** day
of **July** A.D. One Thousand Nine Hundred **Sixty-five** and
will be ~~-----~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,
duly recorded on Film No. **-----**
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
~~unlimited existence~~ from the date hereof, with its registered office in this State located at
Caldwell in the County of **Canyon,**

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 **1st** day of **July**,
A.D., 19**65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
AG EQUIP'T, INC.

WE, THE UNDERSIGNED natural persons of the age of 21 years or more, a majority of whom are residents of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho. We hereby set forth, declare and certify that:

I. CORPORATE NAME: The name of this Corporation is AG EQUIP'T, INC.

II. DURATION: That the duration of this Corporation is unlimited.

III. PURPOSES: The purposes of this corporation are:

(1) To engage as principal or agent in the business of buying, selling, manufacturing, fabricating or otherwise acquiring or disposing of farm machinery and equipment, cattle feeders or other equipment used in caring for cattle or other farm animals, and other mechanical devices and equipment, including the sale, purchase or manufacture of all component parts of any of said items, and to engage in research and development concerning all such devices and products.

(2) To do and transact all business properly connected with or incidental to any or all of the objects and purposes of the corporation.

(3) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein;

(4) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

1 (5) To issue shares and admit shareholders, and to
2 engage in all transactions incident to the same.

3 (6) To purchase the shares of other corporations, or
4 to purchase its own shares.

5 (7) To make accomodation guaranties, endorsements, or
6 contracts of suretyship.

7 (8) To enter into a partnership or joint venture to
8 carry out any of the business purposes for which this corporation
9 is organized.

10 (9) To engage in any activity or to do anything with
11 the objects and purposes hereinbefore mentioned that may be
12 necessary or proper to accomplish successfully or promote the
13 said objects and purposes. The foregoing clauses, by reason of
14 the specific enumeration of powers shall not be held to restrict
15 the power of the corporation to do any of the things within the
16 purview of its general powers.

17 IV. POWERS: Subject to any specific written limitations or
18 restrictions imposed by law, or by these articles of incorporation,
19 and solely in furtherance of, but not in addition to, the limited
20 purposes set forth in Paragraph III hereinabove, the Corporation
21 shall have and exercise the following powers:

22 (a) Perpetual Succession: To have perpetual succession
23 by its corporate name.

24 (b) Legal Proceedings: To sue and be sued, complain
25 and defend, in its corporate name.

26 (c) Corporate Seal. To have a corporate seal which
27 may be altered at pleasure, and to use the same by causing it, or
28 a facsimile thereof, to be impressed or affixed or in any other
29 manner reproduced.

30 (d) Property - Acquiring and Dealing Therein: To
31 purchase, take, receive, lease, or otherwise acquire, own, hold,
32 improve, use and otherwise deal in and with, real or personal

1 property, or any interest therein, wherever situated.

2 (e) Property-Disposal Thereof: To sell, convey,
3 mortgage, pledge, lease, exchange, transfer and otherwise dispose
4 of all or any part of its property and assets.

5 (f) Loans to Employees: To lend money to, and otherwise
6 assist, its employees, other than its officers and directors.

7 (g) Securities of Others: To purchase, take, receive,
8 subscribe for, or otherwise acquire, own, hold, vote, use, employ,
9 sell, mortgage, lend, pledge, or otherwise dispose of, and other-
10 wise use and deal in and with, shares or other interests in, or
11 obligations of, other domestic or foreign corporations, associ-
12 ations, partnerships or individuals, or direct or indirect
13 obligations of the United States or any government, state, terri-
14 tory, governmental district or municipality or of any instrumen-
15 tality thereof.

16 (h) Contracts and Other Liabilities: To make contracts
17 and incur liabilities, borrow money at such rates of interest as
18 the corporation may determine, issue its notes, bonds, and other
19 obligations, and secure any of its obligations by mortgage or
20 pledge of all or any of its property, franchises and income.

21 (i) Loans of Corporate Assets: To lend money for its
22 corporate purposes, invest its funds from time to time, and take
23 and hold real and personal property as security for the payment
24 of funds so loaned or invested.

25 (j) Business Operations: To conduct its business,
26 carry on its operations, and have offices and exercise the powers
27 granted by this Act in any state, territory, district, or possess-
28 ion of the United States, or in any foreign country.

29 (k) Officers and Agents: To elect or appoint officers
30 and agents of the Corporation, and define their duties and fix
31 their compensation.

32 (l) Code of By-Laws: To make and alter a Code of

1 By-Laws, not inconsistent with these Articles of Incorporation or
2 with the laws of this State, for the administration and regulation
3 of the affairs of the Corporation.

4 (m) Donations: To make donations for the public welfare
5 or for charitable, scientific or educational purposes, and in
6 time of war to make donations in aid of war activities.

7 (n) War Clause: In time of war to transact any lawful
8 business in aid of the United States in the prosecution of the
9 war.

10 (o) Indemnification of Directors and Officers: To
11 indemnify any director or officer or former director or officer
12 of the Corporation, or any person who may have served at its
13 request as a director or officer of another corporation in which
14 it owns shares of capital stock or of which it is a creditor,
15 against expenses actually and necessarily incurred by him in
16 connection with the defense of any action, suit or proceeding in
17 which he is made a party by reason of being or having been such
18 director or officer, except in relation to matters as to which he
19 shall be adjudged in such action, suit or proceeding to be liable
20 for negligence or misconduct in the performance of duty; but such
21 indemnification shall not be deemed exclusive of any other rights
22 to which such director or officer may be entitled, under any by-
23 law, agreement, vote of shareholders, or otherwise.

24 (p) Winding-Up of Affairs: To cease its corporate
25 activities and surrender its corporate franchise.

26 (q) Ancillary Powers: To have and exercise all powers
27 necessary or convenient to effect any or all of the purposes for
28 which the Corporation is organized;

29 (r) Securities of the Corporation: To purchase, take,
30 receive, or otherwise acquire, hold, own, pledge, transfer, or
31 otherwise dispose of its own shares, but it shall not purchase,
32 either directly or indirectly, its own shares except out of its

1 earned surplus or, with the affirmative vote of the holders of at
2 least two-thirds of all shares entitled to vote thereon, out of
3 its capital surplus, except as otherwise permitted by the law,
4 or by these Articles of Incorporation.

5 (s) Capacity to Act: To have the capacity to act
6 possessed by natural persons, but to have authority to perform
7 only such acts as are necessary, convenient or expedient to
8 accomplish the purposes set forth in Paragraph I of these Articles
9 and such as are not repugnant to law.

10 (t) To act as Agent: To act in the District of Columbia
11 and in any state, territory, district, or possession of the United
12 States, or in any foreign country, in the capacity of agent or
13 representative for any individual, association, corporation, or
14 other legal entity, respecting any business, the purpose of which
15 is similar to the purposes set forth in Paragraph I of these
16 articles.

17 (u) To Deal in Franchises, Patent, Rights, Etc.,: To
18 acquire (by purchase, exchange, lease, hire, or otherwise) hold,
19 use, sell, assign, lease, and grant the absolute interest in and
20 to, and license or sub-license in respect of, franchises, in-
21 determinate permits, certificates of convenience and necessity,
22 certificates of authority, letters patent, patent rights, licenses,
23 privileges, inventions, improvements, processes, copyrights,
24 trademarks and tradenames.

25 (v) To Enter into Profit-Sharing Arrangements and
26 Partnerships: To enter into any lawful arrangement for sharing
27 profits, union of interest, reciprocal association, or co-operative
28 association with any corporation, association, partnership,
29 individual or other legal entity, for the carrying on of any
30 business, the purpose of which is similar to the purposes set
31 forth in Paragraph I of these Articles, and to enter into any
32 general or limited partnership, the purpose of which is similar
to such purposes.

1 (w) To Execute Guaranties: To make any guaranty re-
2 specting stocks, dividends, securities, indebtedness, interest,
3 contracts or other obligations created by any individual, partner-
4 ship, association, corporation, or other entity, to the extent
5 that such guaranty is made in pursuance of the purposes set forth
6 in Paragraph I of these Articles.

7 V. REGISTERED OFFICE: The location and post office address
8 of the registered office of the Corporation in the State of Idaho
9 is 412 West Aven, Caldwell, Idaho.

10 VI. TOTAL AUTHORIZED SHARES: The total authorized number
11 of par value shares is One Thousand (1,000). The aggregate par
12 value of the total authorized number of par value shares is One
13 Hundred Thousand Dollars (\$100,000.00).

14 VII. COMMON STOCK - PAR VALUE: The stock of the corporation
15 is divided into One Thousand (1,000) shares of common stock, the
16 par value of each share shall be One Hundred (\$100.00) Dollars,
17 and such stock shall be non-assessable.

18 At every meeting of the shareholders, every holder of the
19 common stock of the Corporation shall be entitled to one vote for
20 each share of common stock standing in his name on the books of
21 the corporation. At each election of directors, every holder of
22 the Common Stock of the Corporation shall have the right to vote,
23 in person or by proxy, the number of shares owned by him for as
24 many persons as there are directors to be elected and for whose
25 election he has a right to vote, or to cumulate his votes by
26 giving one candidate as many votes as the number of such directors
27 multiplied by the number his shares shall equal, or by distribut-
28 ing such votes on the same principle among any number of such
29 candidates.

30 VIII. NAMES OF INCORPORATORS: The name and post office
31 address of each of the incorporators and the number of common
32 stock shares for which each subscribes is as follows:

<u>Names</u>	<u>Address</u>	<u>No. Shares</u>
Novel E. Wells	927 Ranch Road, Boise, Idaho	1
Ivyl E. Smith	1407 Leadville, Boise, Idaho	1
James J. Niemann	2126 Bryson Road, Boise, Idaho	1

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and the pursuance of the Corporation Laws of the State of Idaho, do make and file these articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 30th day of June, 1965.

Novel E. Wells
Ivyl E. Smith
James J. Niemann

STATE OF IDAHO)
) ss.
 County of Canyon)

On this 30th day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared Novel E. Wells, Ivyl E. Smith and James J. Niemann, 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 my official seal the day and year first above written.

Wm. J. Brauner
 Notary Public for Idaho
 Residing at Caldwell, Idaho

(Seal)