

# State of Idaho

## Department of State

### CERTIFICATE OF AMENDMENT OF

**TETON MACHINE COMPANY**

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of \_\_\_\_\_

**TETON MACHINE COMPANY**

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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated August 26, 19 85



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Ally J. Clark*

Corporation Clerk

RECEIVED  
SEC. OF STATE

AMENDED ARTICLES OF INCORPORATION

85 AUG 26 AM 9 22

TETON MACHINE COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be: TETON MACHINE COMPANY.

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) To manufacture machine parts for businesses.

(b) To purchase all inventory and equipment necessary to operate the business.

(c) To borrow money for the purpose of this corporation to issue bonds, notes and debentures and other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(d) To build any or all buildings, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the conduct of the business of the corporation, or to remove or to waste any and all real property held or issued by the corporation as may become necessary, essential or merely convenient for the conduct of

WELCH & OSBORN  
ATTORNEYS AT LAW  
26 SOUTH 9TH STREET • PAYETTE, IDAHO 83661  
TELEPHONE 642-4458

1 said corporation.

2 (e) To enter into any contract, co-operative agreement,  
3 profit sharing plan, retirement plan with its officers and employees  
4 as the corporation may deem advantageous or expedient, or enter into  
5 any relationship or contract for compensation of said officers or  
6 employees, or otherwise to reward or pay such persons for their ser-  
7 vices as the Directors may deem fit.

8 (f) To exercise generally the powers customarily exer-  
9 cised by business corporations, and particularly to exercise all  
10 powers provided by the laws of the State of Idaho, referring more  
11 specifically to Section 30-114 of the Idaho Code, in any State in  
12 the United States and throughout the world, and also to incorporate  
13 or qualify to do business in any State in the United States or any  
14 country throughout the world.

15 (g) To carry on any other business, or to do anything in  
16 connection with the objects and purposes above mentioned that may  
17 be essential, necessary, proper, expedient, or merely convenient  
18 for the corporation to accomplish successfully or promote the said  
19 objects and purposes of the corporation. The foregoing clauses, by  
20 reason of the specific enumeration of powers, shall not be held to  
21 restrict the powers of the corporation to do any of the things with-  
22 in the purview of its general purposes.

23 III.

24 This corporation shall have perpetual existence.

25 IV.

26 The principal place of business shall be 1600 Valley Road  
27 Payette, Idaho 83661 and the location and mailing address of the  
28 registered office in this state shall be HC 80 Box 480, Payette,  
29 Idaho 83661 and the registered agent shall be James Slattery of the  
30 same address. [As amended by Special Meeting of the Board of Direc-  
31 tors, February 11, 1983]  
32

WELCH & OSBORN  
ATTORNEYS AT LAW  
26 SOUTH 9TH STREET • PAYETTE, IDAHO 83661  
TELEPHONE 642-4458

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

V.

That the authorized capitalization of this corporation shall consist of one class of 5,000 shares of voting par class "A" common stock, which shall have a par value of ONE DOLLAR (\$1.00) per share.

VI.

The corporate powers of said corporation shall be vested in the Board of Directors, two (2) in number, which may be increased or decreased by a majority vote of the Board. The Articles and the By-Laws of this corporation may be amended by a simple majority of the Board, or a simple majority of the Shareholders. The names and addresses of the Board of Directors are as follows:

C. RICHARD RUPP  
P.O. Box 541  
Fruitland, Idaho 83619

JAMES SLATTERY  
105 Emma Street  
Payette, Idah 83661

[as amended by Special Meeting of the Board of Directors December, 1984]

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation, at the date of these amendments, is subscribed as follows:

JAMES SLATTERY, 111 shares  
C. RICHARD RUPP, 1,000 shares  
Reserved, 50 shares

[as amended by Special Meeting of the Board of Directors, December, 1984]

IX.

All Amendments to Articles of Incorporation of TETON

WELCH & OSBORN  
ATTORNEYS AT LAW  
26 SOUTH 9TH STREET • PAYETTE, IDAHO 83661  
TELEPHONE 642-4458

1 MACHINE COMPANY were adopted unanimously by the Board of Directors  
2 and all shares of class "A" common stock, this 12th day of July,  
3 1985 and which are restated herein.

TETON MACHINE COMPANY

Richard Rupp  
C. Richard Rupp  
President-Treasurer

James Slattery  
James Slattery  
Vice-President-Secretary

10 STATE OF IDAHO )  
11 : ss.  
12 County of Payette )

13 I, LOIS A. SLATTERY, a notary public, do hereby certify  
14 that on this 19th day of August, 1985, personally appeared before  
15 me C. RICHARD RUPP and JAMES SLATTERY, who, being by me first duly  
16 sworn, declared that they are the President-Treasurer and Vice-  
17 President-Secretary, Respectively, and all of the shareholder of  
18 said corporation and that they signed the foregoing document as  
19 Directors of the corporation, and that the statements therein  
20 contained are true.

Lois A. Slattery  
Notary Public for Idaho  
Residing at: Payette, Idaho

19 STATE OF IDAHO )  
20 : ss.  
21 County of Payette )

22 On this 19th day of August, 1985, before me, the  
23 undersigned, a Notary Public in and for said State, personally ap-  
24 peared C. RICHARD RUPP, known to me to be the person whose name is  
25 subscribed to the within Articles of Incorporation, and acknowledged  
26 to me that he executed the same.

25 IN WITNESS WHEREOF, I have hereunto set my hand and af-  
26 fixed my official seal the day and year in this certificate first  
27 above written.

Lois A. Slattery  
Notary Public for Idaho  
Residing at Payette, Idaho

29 STATE OF IDAHO )  
30 : ss.  
31 County of Payette )

32 On this 19th day of August, 19 85, before me, the  
undersigned, a Notary Public in and for said State, personally ap-

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

peared JAMES SLATTERY, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he 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.

*Louis G. Slattery*  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Payette, Idaho

WELCH & OSBORN  
ATTORNEYS AT LAW  
26 SOUTH 9TH STREET • PAYETTE, IDAHO 83661  
TELEPHONE 642-4458