



**CERTIFICATE OF INCORPORATION  
OF**

T.E.A., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 09, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

**ARTICLES OF INCORPORATION.**

**OF**

**T.E.A., INC.**

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SECRETARY OF STATE

1. **NAME:** The name of the Corporation is T.E.A., INC.
2. **DURATION:** The duration of the Corporation is perpetual.
3. **CORPORATE PURPOSE:** The Corporation is organized for the purpose of conducting or transacting of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including conducting business as a truck equipment distributor, and providing custom metal fabrication, repair, parts, and service.
4. **STOCK:** The total number of shares of stock which the Corporation shall have authority to issue is 100,000 shares, consisting of only one class, and such shares are to be without par value.
5. **REGISTERED OFFICE AND AGENT:** The Corporation's initial office is located at 1026 LaPointe, Boise, Idaho 83706. The registered agent for the service of process is Troy L. Peterson.
6. **BOARD OF DIRECTORS:** The Corporation shall have four directors on its initial Board of Directors, who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified. The initial Board of Directors shall consist of the following:
  - a. Troy L. Peterson, Chairman  
2503 N. 24th  
Boise, Idaho 83702
  - b. Thereisa Peterson  
2503 N. 24th  
Boise, Idaho 83702
  - c. Wallace L. Peterson  
2503 N. 24th  
Boise, Idaho 83702
  - d. Joel Peterson  
1023 S. Lincoln  
Emmett, Idaho 83617

7. **INCORPORATOR:** Kenneth R. Arment, Esq., P. O. Box 1398, Boise, Idaho 83701, is the incorporator of the Corporation.

8. **LIMITATION OF PERSONAL LIABILITY:** The Directors of the Corporation are not personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for those exceptions provided under Idaho Code, Section 30-1-54(2)(a-d).

9. **LIMITATION ON TRANSFER OF STOCK:** No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the Corporation and the Corporation itself at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of 30 days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the bylaws of the Corporation.



Kenneth R. Arment, Incorporator