

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

FARM EQUIPMENT DISTRIBUTORS, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day of **December** A.D. One Thousand Nine Hundred **Sixty** and duly recorded on Film No. **113** 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 **Meridian** in the County of **Ada**

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 **23rd** day of **December**, A.D., **1960**.

Secretary of State.

in any and every kind of business whatsoever, or to do any and all things in its corporate capacity, which a natural person might do; provided the same be not limited or restricted by the laws and statutes of the State of Idaho.

That in order to carry on the above and foregoing purposes, this corporation shall have full power to buy, sell, deal in, mortgage, trade or hypothecate real or personal property, to negotiate all and every kind of document or instrument in connection with the foregoing dealing in real or personal property, including the signing of franchise agreements, to borrow money, and to issue mortgages or indentures upon its own property, and to issue its own stock or notes in order to obtain funds or money from public subscription with which to finance its operation.

CAPITAL

The authorized capital of this corporation shall be \$10,000.00, to be divided into 1,000,000 shares of Common Stock, each having a par or nominal value of One Cent per share; all shares when issued shall be fully paid and non-assessable and each share shall have equal voting rights, preferences and privileges.

That in order to finance the business of this corporation, this corporation shall have full power and authority to issue its unsecured promissory notes in denominations of \$100.00 each, to become due on or after 30 years from date, said promissory notes shall be negotiable instruments, payable to the named holder or order and shall draw interest at the rate of 7% per annum, said interest to be paid annually, before any of the profits or earnings of this corporation shall be disbursed as dividends to its stockholders. The payment of interest shall be made as soon after the close of each calendar year as possible, but not later than the 1st day of February of each year; provided, however, that no interest on any such promissory notes shall become due or payable until after the close of the calendar year of 1961.

Law Offices
Deron D. Smith
1900 Main Street
Boise, Idaho

INCORPORATORS
NAMES AND ADDRESSES OF

The names and addresses of the

There shall further be created a sinking fund for the retirement and payment of said promissory notes. Annually at the close of each calendar year, and on or before the 1st day of February of each year, commencing with the year 1962, the corporation shall deposit into a sinking fund a sum equal to 1% of the gross sales and business of said corporation, but not to exceed the sum of \$10,000.00 for each \$250,000.00 outstanding notes or fractions thereof. On or before the 1st day of February of each year, commencing with the year 1962, said sinking fund shall be distributed proportionately among all note holders so that each year each note holder receives repayments upon his notes in the proportion that the total amount of his notes bears to the total of all outstanding notes. Upon repayment of each note said note so redeemed and paid shall be surrendered and cancelled.

In the event of a voluntary dissolution of this corporation, or in the event of the sale of the business and assets of the corporation, all promissory notes hereinabove referred to shall be fully redeemed, both as to principal and interest, before any of the proceeds upon dissolution or sale shall be distributed among the holders of the Common Stock.

That in order to obtain exemption from registration under the Trust Indenture Act of 1939, and general rules and regulations thereunder, this corporation shall not issue within a period of 12 consecutive months more than \$250,000.00 aggregate principal amount of notes.

The Board of Directors is hereby empowered to fix a price at which the Common Shares of stock will be sold and issued and if they so elect may fix a ratio of eligibility for the acquisition of Common Stock in proportion to notes, which said stockholders may purchase.

Incorporators of this corporation are as follows: J. R. Bastian, 1514 West 7th, Meridian, Idaho; Harold Agee, Route 3, Meridian, Idaho; C. R. Storer, Meridian, Idaho; Vernon K. Smith, 1900 Main Street, Boise, Idaho

PERIOD OF EXISTENCE

This corporation shall have

perpetual existence.

GOVERNING BOARD AND INITIAL BOARD

The governing board of this

corporation shall be called and styled a "Board of Directors." This corporation shall have at least 4 members of the board, all of whom shall be stockholders, although the Board of Directors or stockholders at any regular or special meeting called or held for such purpose shall have the right to increase or decrease such number from time to time, but at no time shall such number be less than four. The initial members of the Board of Directors shall serve until the first annual meeting of the corporation and are as follows: J. R. Bastian, Harold Agee, C. R. Storer and Vernon K. Smith.

OFFICERS

The officers of this corporation

shall be as follows: a President, a Vice President, a Secretary and a Treasurer, and the names and addresses of the persons who shall serve as such officers of the corporation shall be:

Harold Agee, Route 3, Meridian, Idaho, President; C. R. Storer, Meridian, Idaho, Vice President; Vernon K. Smith, 1900 Main Street, Boise, Idaho, Secretary; J. R. Bastian, 1514 West 7th, Meridian, Idaho, Treasurer.

MEETINGS OF STOCKHOLDERS

This corporation shall have

at least one annual meeting of the stockholders, which meeting shall be held on the third Tuesday of January of each year,

commencing with the year 1961, which said meeting shall be held at the office of the corporation at Meridian, Idaho. Immediately following the annual meeting of the stockholders, the Board of Directors shall assemble for at least one annual meeting of the

directors, at which such annual meeting they shall elect a

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Vernon K. Smith
1900 Main Street
Boise, Idaho

J. R. Bastian
J. R. Bastian
Harold Aree
Harold Aree
C. R. Storer
C. R. Storer
Vernon K. Smith
Vernon K. Smith

November, 1960.

President, Vice President, Secretary and Treasurer. The
 stockholders or the Board of Directors may hold special meetings
 from time to time, as may be needed and required; provided
 that the same be called and held under the laws and statutes
 of the State of Idaho; provided, however, that no meeting of the
 stockholders shall be held, except upon written notice to each
 such stockholder at least ten (10) days prior to the holding
 of such meeting, in which such notice there shall be specified
 the purpose for which such meeting is being held; provided,
 however, that all stockholders' meetings shall be held at the
 office of the corporation at Meridian, Idaho. The Board of
 Directors may likewise hold as many special meetings as may be
 called and such Board of Directors meetings may be held either
 at the principal place of business or any place specified for
 the holding of such meeting. Board of Directors meetings shall
 likewise only be held after ten (10) days written notice to
 each such director; provided, however, that special meetings of
 the directors may be held at any time without notice, upon the same
 being waived.

IN WITNESS WHEREOF, We have hereunto set our hands and caused
 these articles of incorporation to be executed this 10th day of
 November, 1960.

STATE OF IDAHO)
) ss.
) County of Ada

THIS IS TO CERTIFY, That on this 30th day of November, 1960,
before me, a Notary Public in and for said state, an officer
authorized by the laws of this state to take acknowledgments,
appeared J. R. Bastian, Harold Agee, C. R. Storer and Vernon K.
Smith, known to me to be the persons who executed the above
and foregoing articles of incorporation, and before me and in
my presence they acknowledged to me that they executed the same
as their own free act and deed.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official notarial seal the day and year in this certificate
first above written.

Claret Quenby
Notary Public for Idaho
Residing at Boise, Idaho

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