



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

TREASURE VALLEY EQUIPMENT COMPANY, INC.

was filed in the office of the Secretary of State on the fourteenth day of March A.D., One Thousand Nine Hundred Seventy-four and will be duly recorded on ~~film~~ No. microfilm 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 Nampa, Idaho 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 14th day of March , A.D., 19 74 .

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

TREASURE VALLEY EQUIPMENT COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being of full legal age and citizens of the United States, 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:

FIRST: That the name of said corporation shall be
TREASURE VALLEY EQUIPMENT COMPANY, INC.

SECOND: That the purposes for which said corporation is formed are as follows, to-wit:

(A) To manufacture, sell, distribute, service and repair all types of machinery and equipment.

(B) To purchase or otherwise acquire, own, hold, sell, lease, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property and any and all interests therein.

(C) To purchase or otherwise acquire, own, hold, sell, lease, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and, deal in and with personal property of every kind and description.

(D) To enter into any kind of an agreement or contract, cooperative or profit sharing plan, with its officers or employees that the corporation may deem advantageous or expedient or otherwise, to reward or pay such persons for their services as the directors may deem fit.

(E) To purchase, lease, or otherwise acquire in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets of or liabilities of any person, firm,

association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in stocks or bonds of this company or otherwise; to hold or in any manner dispose of the whole or any part of the property or business so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(F) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property, to secure the payment thereof.

(G) To discount and negotiate promissory notes, drafts, bills of exchange and other evidences of debt; to enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

(H) To do any and all such acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(I) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and

the statements contained in each clause shall in no wise be limited or restricted, by reference to or inference from the terms of any clause, but shall be regarded as independent purposes and powers; and no recitation, expression, declaration, or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The initial location and post office address of the registered office of the corporation in the State of Idaho shall be as follows: Highway 30, West of Karcher, Route #5, P.O. Box 906, Nampa, Idaho 83651, which shall be the principal office for the transaction of the business of this corporation.

FIFTH:

(A) That this corporation is authorized to issue only one class of shares of stock, the total number of which said shares is FIVE HUNDRED (500) and that said shares shall have a par value of FIVE HUNDRED (\$500.00) DOLLARS for each of said shares and that the aggregate par value of said shares is the sum of TWO HUNDRED FIFTY THOUSAND (\$250,000.00) Dollars, and such stock may be issued by the corporation from time to time by the corporation Directors thereof for the consideration as may be fixed by said corporation Directors.

(B) In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them preference in the purchase of stock, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and such terms shall include a purchase price equal to the fair market value

of such stock, if such can be established; or if there is no fair market value, then equal to the true book value of such stock. Unless his terms are accepted by any or all of the other stockholders within NINETY (90) days; thereafter, they shall be deemed to have waived their privileges of purchasing and he shall be at liberty to sell to anyone else.

(C) In the event of the death of any of the parties, the survivors shall have the right to purchase the stock of the deceased, on the same terms as provided in paragraph FIFTH (B) of these Articles. If the parties do not elect to purchase the shares of the deceased party, then the executor or personal representative of the deceased may sell the said shares to any other person.

SIXTH: The name and address of each of the incorporators being of full age and citizens of the United States, and a statement of the number of shares subscribed to by each is as follows:

<u>NAME</u>	<u>P.O. ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Rudy Thiel	P.O. Box 906 Nampa, Idaho 83651	50
Glen L. Nazer	P.O. Box 906 Nampa, Idaho 83651	50
Curtis Thiel	P.O. Box 906 Nampa, Idaho 83651	50

SEVENTH: That the number of Directors of this said corporation shall be THREE (3) who need not be shareholders to act as directors, and the names and addresses of the persons who are appointed to act as the first Directors and to hold office until the selection and qualification of their successors are as follows:

<u>NAME</u>	<u>P. O. ADDRESS</u>
Rudy Thiel	P.O. Box 906, Nampa, Idaho 83651
Glen L. Nazer	P.O. Box 906, Nampa, Idaho 83651
Curtis Thiel	P.O. Box 906, Nampa, Idaho 83651

Meetings of the Board of Directors and Shareholders of this corporation may be held within or without the State of

Idaho, pursuant to the laws of the State of Idaho; the annual meeting of the corporation shall be held on the second Tuesday in February in each year, if not a legal holiday, and if a legal holiday, on the first secular day preceding.

EIGHTH: The Board of Directors shall have the power and authority to formulate, repeal and amend By-Laws of the corporation and to adopt new By-Laws, and subject to the restriction provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, the persons herein named as the incorporators and first Directors have hereunto set their hands this 12th day of March, A.D., 1974.

Rudy Thiel
RUDY THIEL

Glen L. Nazer
GLEN L. NAZER

Curtis Thiel
CURTIS THIEL

STATE OF IDAHO)
) ss.
County of Canyon)

On this 12th day of March, 1974, before me,
the undersigned, a Notary Public in and for the State of
Idaho, personally appeared RUDY THIEL, GLEN L. NAZER and
CURTIS THIEL known to me to be the persons whose names
are subscribed to the within and foregoing 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.

Alie M. Kiernan

Notary Public for Idaho
Residence: Nampa, Idaho

