

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JIM'S REPAIR, 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: April 13, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Sheryl Redries*

UDELL LAW OFFICES
ATTORNEY AND COUNSELOR AT LAW
300 LENORA STREET
P.O. BOX 1300A McCALL IDAHO 83638
TELEPHONE (208) 634-2108
FAX (208) 634-2109

RECEIVED
SEC. OF STATE
ARTICLES OF INCORPORATION

OF '92 APR 13 AM 8 42

JIM'S REPAIR, INC.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, JIMMIE C. BARNETT AND ELLEN K. BARNETT, BEING NATURAL PERSONS AND CITIZENS OF THE UNITED STATES OF AMERICA, DESIRING TO ASSOCIATE OURSELVES AS A CORPORATION UNDER THE NAME AS ABOVE SET FORTH, FOR THE PURPOSE OF BECOMING A BODY CORPORATE AND POLITIC UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO, AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF SAID STATE, DO HEREBY MAKE, EXECUTE AND ACKNOWLEDGE THIS CERTIFICATE IN WRITING OF OUR INTENTION TO BECOME A BODY CORPORATE UNDER AND BY VIRTUE OF SAID LAWS.

ARTICLE 1.

CORPORATE NAME

THE NAME OF THE PROPOSED CORPORATION IS JIM'S REPAIR, INC.

ARTICLE 2.

PURPOSES AND OBJECTS

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, TO-WIT:

SECTION 2.01

TO ENGAGE IN A GENERAL BUSINESS OF CHAIN SAW, SNOW BLOWER, AND ALL THAT IS CATEGORIZED AS SMALL ENGINE AND SMALL EQUIPMENT SALES, SERVICE, MODIFICATION AND REPAIR, INCLUDING THE ABILITY TO MANUFACTURE, PRODUCE, ACQUIRE, IMPORT, LEASE, SELL OR OTHERWISE DISPOSE OF, ALTER, MODIFY, REPAIR, IMPROVE, OR GENERALLY DEAL IN ALL ITEMS UTILIZING SMALL ENGINES AS WELL AS ALL SUPPLIES AND ACCESSORIES PERTAINING THERETO, OR ANY BUSINESS RELATED THERETO, OR ANY PART THEREOF.

TO PURCHASE, OR IN ANY WAY ACQUIRE FOR INVESTMENT OR FOR SALE OR OTHERWISE, LANDS, CONTRACTS FOR THE PURCHASE OR SALE OF LANDS, BUILDINGS, IMPROVEMENTS, AND ANY OTHER REAL PROPERTY OF ANY KIND OR ANY INTEREST THEREIN, AND AS THE CONSIDERATION FOR SAME TO PAY CASH OR TO ISSUE THE CAPITAL STOCK, DEBENTURE BONDS, MORTGAGE BONDS, OR OTHER OBLIGATIONS OF THE CORPORATION, AND TO

UDELL LAW OFFICES

ATTORNEY AND COUNSELOR AT LAW

300 LENORA STREET

P.O. BOX 1300A McCALL, IDAHO 83638

TELEPHONE (208) 634-2108

FAX (208) 634-2109

1 SELL, CONVEY, LEASE, MORTGAGE, DEED IN TRUST, TURN TO ACCOUNT,
2 OR OTHERWISE DEAL WITH ALL OR ANY PART OF THE PROPERTY OF THE
3 CORPORATION; TO MAKE AND OBTAIN LOANS UPON REAL ESTATE, IMPROVED
4 OR UNIMPROVED, AND UPON PERSONAL PROPERTY, GIVING OR TAKING
5 EVIDENCES OF INDEBTEDNESS AND SECURING THE PAYMENT THEREOF BY
6 MORTGAGE, TRUST DEED, PLEDGE OR OTHERWISE, AND TO ENTER INTO
7 CONTRACTS TO BUY OR SELL ANY PROPERTY, REAL OR PERSONAL; TO BUY
8 AND SELL MORTGAGES, TRUST DEEDS, CONTRACTS, AND EVIDENCES OF
9 INDEBTEDNESS; TO PURCHASE OR OTHERWISE ACQUIRE, FOR THE PURPOSE
10 OF HOLDING OR DISPOSING OF THE SAME, REAL OR PERSONAL PROPERTY
11 OF EVERY KIND AND DESCRIPTION, INCLUDING THE GOOD WILL, STOCK,
12 RIGHTS, AND PROPERTY OF ANY PERSON, FIRM, ASSOCIATION, OR
13 CORPORATION, PAYING FOR THE SAME IN CASH, STOCK, OR BONDS OF
14 THIS CORPORATION; AND TO DRAW, MAKE, ACCEPT, ENDORSE, DISCOUNT,
15 EXECUTE, AND ISSUE PROMISSORY NOTES, BILLS OF EXCHANGE,
16 WARRANTS, BONDS, DEBENTURES, AND OTHER NEGOTIABLE OR TRANSFERABLE
17 INSTRUMENTS, OR OBLIGATIONS OF THE CORPORATION, FROM TIME TO
18 TIME, FOR ANY OF THE OBJECTS OR PURPOSES OF THE CORPORATION
19 WITHOUT RESTRICTION OR LIMIT AS TO AMOUNT.

20 TO DO ANY AND ALL OTHER LAWFUL BUSINESS WHICH IS OR MAY
21 BE PERMITTED WITH THE TERRITORIAL BOUNDARIES OF THE STATE OF
22 IDAHO UNDER PRESENT LAW OR ANY LAW HEREAFTER ENACTED.

SECTION 2.02

23 TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE, LET OR LEASE
24 FACILITIES FOR THE CONDUCT OF SAID BUSINESS WITHIN THE STATE OF
25 IDAHO OR OUTSIDE THE STATE OF IDAHO.

SECTION 2.03

26 TO BORROW MONEY FOR THE PURPOSES 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 PORTION OF THE REAL OR PERSONAL PROPERTY
OF THE CORPORATION MAY BE SO PLEDGED, MORTGAGED OR HYPOTHECATED.

SECTION 2.04

TO BUILD ANY OR ALL BUILDINGS, STRUCTURES OR WAREHOUSES
NECESSARY OR CONVENIENT FOR THE CONDUCT OF THE BUSINESS OF SAID
CORPORATION OR OTHERS OR TO ACQUIRE THE SAME BY PURCHASE, LEASE
OR OTHERWISE.

SECTION 2.05

1 TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, IN WHOLE OR IN
2 PART, THE BUSINESS, GOODWILL, RIGHTS, FRANCHISES AND PROPERTY OF
3 EVERY KIND AND TO TAKE OVER THE WHOLE OR ANY PART OF THE ASSETS
4 OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION
5 ENGAGED IN OR AUTHORIZED TO BE CONDUCTED BY THIS CORPORATION OR
6 OWNING PROPERTY NECESSARY OR SUITABLE FOR ITS PURPOSES AND TO PAY
7 FOR THE SAME IN CASH, IN THE STOCK OR BONDS OF THIS CORPORATION
8 OR OTHERWISE; TO HOLD OR IN ANY MANNER DISPOSE OF THE WHOLE OR
9 ANY PART OF THE BUSINESS OR PROPERTY SO ACQUIRED AND TO EXERCISE
10 ALL THE POWERS NECESSARY OR INCIDENTAL TO THE CONDUCT OF SUCH
11 BUSINESS.

12 SECTION 2.06

13 TO ENTER INTO ANY CONTRACT, COOPERATIVE AGREEMENT OR
14 PROFIT-SHARING PLAN WITH ITS OFFICERS OR EMPLOYEES THAT THE
15 CORPORATION MAY DEEM ADVANTAGEOUS OR EXPEDIENT OR OTHERWISE TO
16 REWARD OR PAY SUCH PERSONS FOR THEIR SERVICES AS THE DIRECTORS
17 MAY DEEM FIT.

18 SECTION 2.07

19 TO PURCHASE OR OTHERWISE ACQUIRE, OWN, HOLD, MORTGAGE,
20 PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF SHARES
21 OF THE CAPITAL STOCK OF THIS CORPORATION OR EVIDENCES OF
22 INDEBTEDNESS OF ANY KIND OR ANY KIND OR NATURE CREATED BY ANY
23 CORPORATION OR CORPORATIONS, WHEREVER ORGANIZED, WHETHER PUBLIC
24 OR PRIVATE.

25 SECTION 2.08

26 TO EXERCISE GENERALLY THE POWERS CUSTOMARILY EXERCISED BY
BUSINESS CORPORATIONS AND PARTICULARLY THE POWERS PROVIDED BY THE
LAWS OF THE STATE OF IDAHO REFERRING ESPECIALLY TO SECTION 30-1-4
OF THE IDAHO CODE AS IT PRESENTLY EXISTS OR MAY BE HEREAFTER
AMENDED IN ANY STATE OF THE UNITED STATES AND THROUGHOUT THE
WORLD.

ARTICLE 3.

TO CARRY ON ANY OTHER BUSINESS OR TO DO ANYTHING IN
CONNECTION WITH THE OBJECTS AND PURPOSES ABOVE MENTIONED THAT MAY
BE NECESSARY OR PROPER TO ACCOMPLISH SUCCESSFULLY OR PROMOTE THE
SAID OBJECTS AND PURPOSES. THE FOREGOING CLAUSES, BY REASON OF
THE SPECIFIC ENUMERATION OF POWERS, SHALL NOT BE HELD TO RESTRICT
THE POWER OF THE CORPORATION TO DO ANY OF THE THINGS WITHIN THE
PURVIEW OF ITS GENERAL PURPOSE.

CORPORATE DURATION

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE 4.

REGISTERED OFFICE AND AGENT

SECTION 4.01

REGISTERED OFFICE

THE LOCATION OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF IDAHO IS KRAHN LANE AND HIGHWAY 55 SOUTH, P.O. BOX 1327, MC CALL, IDAHO 83638.

SECTION 4.02

REGISTERED AGENT

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF IDAHO IS JIMMIE C. BARNETT, WHOSE ADDRESS IS KRAHN LANE AND HIGHWAY 55 SOUTH, P.O. BOX 1327, MC CALL, IDAHO 83638.

ARTICLE 5.

CAPITAL STOCK

THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS FIVE HUNDRED (500). THE AGGREGATE PAR VALUE OF THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS FIFTY THOUSAND AND NO/100 DOLLARS (\$50,000.00), WHICH IS NON-ASSESSABLE. PAR VALUE SHALL BE ONE HUNDRED DOLLARS (\$100.00) PER SHARE.

ARTICLE 6.

CLASSES OF STOCK

THE STOCK OF THE CORPORATION IS DIVIDED INTO 500 SHARES OF COMMON STOCK ALL WITH EQUAL RIGHTS AND PRIVILEGES AND PREEMPTIVE RIGHTS.

ARTICLE 7.

DIRECTORS

THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY A BOARD CONSISTING OF THE NUMBER OF DIRECTORS DETERMINED BY THE BY-LAWS BUT NOT LESS THAN TWO (2) DIRECTORS. DIRECTORS OF THE CORPORATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE SHAREHOLDERS IN THE MANNER DETERMINED BY THE BY-LAWS. DIRECTOR

UDELL LAW OFFICES
ATTORNEY AND COUNSELOR AT LAW
300 LENORA STREET
P.O. BOX 1300A MC CALL IDAHO 83638
TELEPHONE (208) 634-2108
FAX (208) 634-2109

VACANCIES SHALL BE FILLED IN THE MANNER PROVIDED BY THE BY-LAWS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THE INCORPORATORS HEREOF, WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY.

ARTICLE 8.

INCORPORATORS

THE NAME AND POST OFFICE ADDRESS OF EACH OF THE INCORPORATORS AND THE NUMBER OF SHARES FOR WHICH EACH SUBSCRIBED IS:

JIMMIE C. BARNETT
P.O. BOX 437
MC CALL, IDAHO 83638 1 SHARE.

ELLEN K. BARNETT
P.O. BOX 437
MC CALL, IDAHO 83638 1 SHARE.

DATED THIS 7TH DAY OF APRIL, 1992.


JIMMIE C. BARNETT


ELLEN K. BARNETT

STATE OF IDAHO,)
(SS.
COUNTY OF VALLEY.

ON THIS 7TH DAY OF APRIL, 1992, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED JIMMIE C. BARNETT AND ELLEN K. BARNETT, KNOWN TO ME TO BE THE PERSONS WHO EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND 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 SEAL AS OF THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

UDELL LAW OFFICES

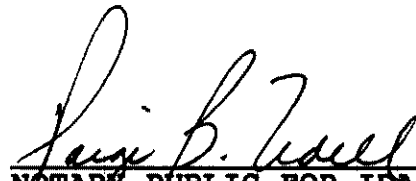
ATTORNEY AND COUNSELOR AT LAW

300 LENORA STREET

P.O. BOX 1300A MCCALL, IDAHO 83638

TELEPHONE (208) 634-2108

FAX (208) 634-2109



NOTARY PUBLIC FOR IDAHO

RESIDING IN MCCALL

MY COMMISSION EXPIRES 11/23/93

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