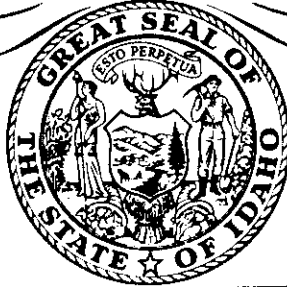


State of Idaho



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

Ross's Manufacturing Inc.

was filed in the office of the Secretary of State on the *14th* day of *March* A.D., One Thousand Nine Hundred *Seventy-seven* and *will be* / duly recorded on ~~Film~~ *Microfilm* 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

Burley in the County of *Cassia*

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 *77*.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

Of

ROSS'S MANUFACTURING INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States acting as incorporators of the corporation under the statutes of the State of Idaho, adopt the following Articles of Incorporation.

ARTICLE ONE

NAME: The name of this corporation is Ross's Manufacturing Inc.

ARTICLE TWO

DURATION: The corporation has no duration but will be perpetual.

ARTICLE THREE

GENERAL PURPOSES: The general purpose of this corporation shall be as follows:

Section 1. The purpose for which said corporation is formed is to engage in the manufacturing of equipment, repair of equipment, sale of parts and all allied businesses connected therewith. The purchase of real and personal property, the sale of real and personal property, to carry on general business activity and the leasing and subleasing of real and personal property together with any and all other activities which may be included in a general manufacturing business corporation.

Section 2. To borrow money and execute evidence of indebtedness and to any and all things necessary to establish and promote the carrying on of this manufacturing business corporation.

Section 3. To issue promissory notes and all other evidence of indebtedness for the stated purposes of the corporation.

NIELSON & BEDKE
ATTORNEYS AT LAW
P. O. BOX 249
BURLEY, IDAHO 83318
TELEPHONE: (208) 678-5574

1 4. To do each and everything necessary and suitable for the
2 accomplishment of any of the purposes of the attainment of any of the objects
3 herein enumerated or which shall at any time appear conducive to or expedient
4 for the protection or the benefit of the corporation.
5

6 ARTICLE FOUR

7 AUTHORIZED CAPITAL: The authorized capital of this corporation
8 shall be two thousand (2,000) shares of no par value stock.
9

10 ARTICLE FIVE

11 RIGHTS OF CORPORATION TO ACQUIRE ITS OWN STOCK: The
12 corporation shall have the right to purchase, to take, receive or otherwise
13 acquire its own shares. The purchase of said shares whether direct or in-
14 direct, shall be made only to the extent of the unreserved and restricted earned
15 surplus available therefor.

16 ARTICLE SIX

17 VOTING OF SHARES: Each outstanding share of the common stock
18 of the corporation shall be entitled to vote on any matter submitted to vote
19 at a meeting of the shareholders, each shareholder being entitled to vote his
20 or her share in person or by proxy, executed in writing by said shareholder
21 or by his or her authorized attorney in fact. At each election for a director of
22 the corporation, each shareholder entitled to vote at such election shall have
23 the right to vote in person or by proxy the number of shares owned by him or
24 her.
25

26 ARTICLE SEVEN

27 PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF THE
28 CORPORATION:

29 Section 1. Regular meetings of the Shareholders: It shall not be
30 necessary for a meeting of the shareholders to be held regularly. They shall
31 be held from time to time as required by the officers of the corporation
32

NIELSON & BEDKE
ATTORNEYS AT LAW
P. O. Box 249
BURLEY, IDAHO 83318
TELEPHONE: (208) 678-5574

1 and shall be scheduled and called for by the Board of Directors or upon
2 demand by not less than one-fifth (1/5) of the outstanding stock, authorized
3 to vote. Notice of such meeting shall be given by mail or by personal contact
4 not less than ten (10) days prior to each meeting to each shareholder of record
5 on the date of notice. The annual meeting of this corporation shall be on the
6 second Monday of January of each year.
7

8 Section 2. Quorum of Stockholders. A Majority of the shares of
9 the common stock entitled to vote, represented in person or by proxy, shall
10 constitute a quorum at all meetings of the corporation.

11 Section 3. Meeting of the Board of Directors. Meetings of the
12 Board of Directors of the corporation, whether regular or special, may be held
13 either within or without the State of Idaho or as may be determined by the
14 Board of Directors by at least two-thirds (2/3) of the Board of Directors or
15 the corporation. Notice of such meeting shall be given as prescribed by the
16 Board of Directors.
17

18 Section 4. Quorum of Board of Directors: A majority of the
19 Directors holding office at a given time shall constitute a quorum for the
20 transaction of business.

21 Section 5. By-Laws of the Corporation: The Board of Directors
22 shall have the power to adopt By-Laws for the corporation, to amend the same
23 from time to time at regular or special meetings of the Board of Directors.
24 The Amendment of By-Laws shall require two-thirds (2/3) of the majority of
25 the Directors present in order to be adopted.
26

27 Section 6. Books and Records of the Corporation: The corporation
28 shall keep such books and records which are reasonably necessary to conduct
29 the affairs of its business at, Route # 1, Box 178 B, Burley, Idaho or such
30 other place as the Board of Directors may direct.
31
32

1 Section 7. Working Capital and Business Management: The Board
2 of Directors shall have the power to affix and vary the amount to be reserved as
3 working capital and to otherwise govern the affairs, financing, management
4 of the corporation as the Board, in its discretion deems proper, including the
5 appointment of persons to serve at the pleasure of the Board of Directors as
6 Secretary and Treasurer and in the creation and appointment of such committees
7 as the Board may deem necessary and proper.

8 Section 8. Compensation of Directors: The Board of Directors
9 may make provisions for reasonable compensation of its members for their
10 services as Directors and establish the basis and conditions upon which such
11 compensation shall be paid. Any Director of the corporation may also serve
12 the corporation in any other capacity and receive the compensation for such
13 other services.
14

15 Section 9. Amendment to the Articles of Incorporation: The Articles
16 of Incorporation may be amended by the stockholders who have the right to vote
17 at any regular or special meeting of the stockholders, providing that a quorum
18 is present and a two-thirds (2/3) majority of the shares voting is required to
19 adopt any such amendment and providing that notice of the proposed change
20 will be given not less than five (5) days prior to such meeting.
21

22 ARTICLE EIGHT

23 OFFICERS & DIRECTORS:

24 Section 1. Members of the Initial Board of Directors: The initial
25 Board of Directors of the corporation shall consist of our (4) members and their
26 respective names and addresses are:

27 Ross V. Jones, Route # 1, Box 178 B, Burley, Idaho 83318;

28 Lorraine R. Jones, Route # 1, Box 178 B, Burley, Idaho 83318;

29 Randy R. Jones, Route # 1, Box 178 B, Burley, Idaho 83318;

30 Kay C. Jones, Route # 1, Box 178 B, Burley, Idaho 83318;

31 which Directors shall hold office until the first annual meeting of the share-
32 holders of the corporation or until their successors shall have been elected

1 and qualified.

2 Section 2. Number of Directors: The number of Directors of
3 this corporation shall be fixed by the Board of Directors, but in no case shall
4 be less than three (3) nor more than nine (9).

5 Section 3. Officers: The officers of the corporation shall be
6 elected by the Board of Directors but may or may not serve as Directors. The
7 officers shall include a President, a First Vice-President, a Second Vice-
8 President, a Secretary and Treasurer.

9 Section 4. Names and addresses of officers: Until their
10 successors are elected and qualified, the officers of the corporation shall be
11 as follows:
12

13	<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
14			
15	Ross V. Jones,	Route #1, Box 178 B Burley, Idaho 83318,	President
16			
17	Randy R. Jones,	Route # 1, Box 178 B Burley, Idaho 83318,	First Vice- President
18			
19	Kay C. Jones,	Route # 1, Box 178 B Burley, Idaho 83318,	Second Vice- President
20			
21	Lorraina R. Jones,	Route # 1, Box 178 B Burley, Idaho 83318,	Secretary- Treasurer

22 ARTICLE NINE

23 INCORPORATORS: The names and addresses of each of the
24 incorporators are:

25 Ross V. Jones, Route # 1, Box 178 B, Burley, Idaho 83318;
26 Randy R. Jones, Route # 1, Box 178 B, Burley, Idaho 83318;
27 Kay C. Jones, Route # 1, Box 178 B, Burley, Idaho 83318;
28 Lorraina R. Jones, Route # 1, Box 178 B, Burley, Idaho 83318;
29

NIELSON & BEDKE
ATTORNEYS AT LAW
P. O. Box 249
BURLEY, IDAHO 83318
TELEPHONE: (208) 678-5574

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

ARTICLE TEN

FISCAL PERIOD: The Board of Directors shall have the power to fix the fiscal period of the corporation.

ARTICLE ELEVEN

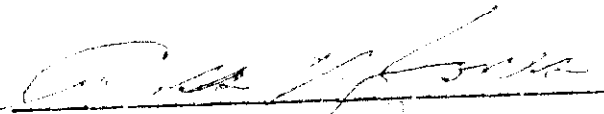
LIABILITY OF STOCKHOLDERS: The property of this corporation shall be liable for the debts of the corporation but the individual property of any holder of fully paid up stock of the corporation shall not be liable for the corporation obligations, nor such assessments be levied on such stock for any purposes whatsoever.

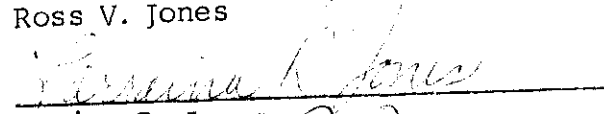
ARTICLE TWELVE

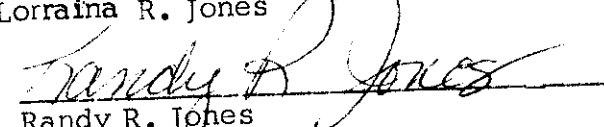
SHAREHOLDER'S INTEREST: The number of shares held by each of the proposed shareholders is as follows:

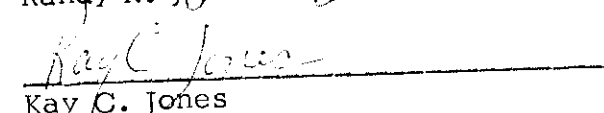
Ross V. Jones:	3,000 shares
Lorraina R. Jones:	3,000 shares
Randy R. Jones:	1,000 shares
Kay C. Jones:	1,000 shares

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 4 day of March 1977.



Ross V. Jones


Lorraina R. Jones


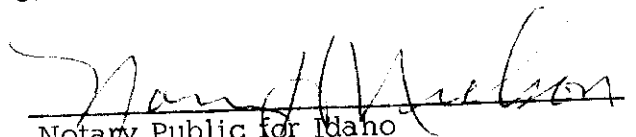
Randy R. Jones


Kay C. Jones

1 STATE OF IDAHO)
2 County of Cassia) ss.

3 On this 4 day of March , 1977, before me, the undersigned,
4 a Notary Public in and for said State, personally appeared, ROSS. V. JONES,
5 LORRAINE R. JONES, RANDY R. JONES and KAY C. JONES, known to me to be
6 the persons whose names are subscribed to the within instrument and ack-
7 nowledged to me that they executed the same.

8 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
9 my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing: Burley, Idaho

NIELSON & BEDKE
ATTORNEYS AT LAW
P. O. Box 248
BURLEY, IDAHO 83318
TELEPHONE: (208) 678-5574

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32