

CERTIFICATE OF INCORPORATION
OF

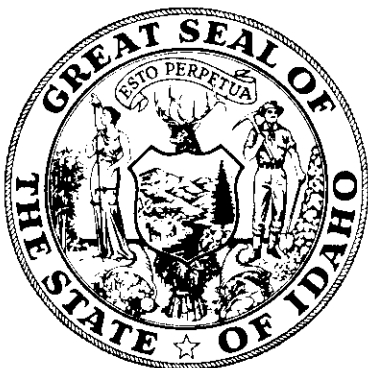
FARM MACHINERY, INC.

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 _____
FARM MACHINERY, INC.

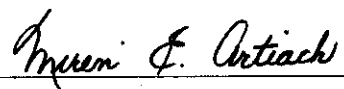
duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

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: December 16, 1932.



SECRETARY OF STATE

by: 

ARTICLES OF INCORPORATION
OF

FARM MACHINERY, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons, of full age, citizens and residents of the United States, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

The name of the corporation shall be:

FARM MACHINERY, INC.

ARTICLE II.

The purposes for which this corporation is formed are:

(a) To own, conduct, operate, maintain and carry on the business of farm equipment sales, service and repair, and to buy, sell, repair, transport, farm machinery and equipment of all kinds and to do any and all things necessary and pertinent to said business. To engage in the business of farm equipment service. To import, buy, or otherwise acquire, own, hold, use, export, sell or otherwise dispose of gasoline, diesel, kerosene, lubricating oils, and greases, antifreezes, tires, batteries and all other supplies and accessories necessary or convenient for servicing and repairing farm equipment or machines, and generally to do all things customarily done by farm equipment dealers, including, without limitation, servicing, repairing, transporting, selling and buying, both new and used farm equipment, machines, or tractors and other similiar equipment.

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

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

(d) To enter into, make, perform and carry out contracts of every kind 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.

(e) To provide dwelling houses for its employees and others for the use and residence of its employees, agents and officers.

(f) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incident, convenient or auxiliary to any of the objects hereinbefore enumerated or calculated, directly or indirectly; to promote the interests 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 natural person could do or exercise and which now, or hereafter, may be authorized by law; and to conduct its business in this state, other states, the territories and colonies of the United States, and in foreign countries.

(g) The several clauses contained in the statement of purposes shall be considered and construed as both purposes and powers and the statements contained in each clause shall be in nowise limited or restricted by reference to or inference from the terms or any other clause, but shall be regarded as independent purposes and powers, and no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed exclusive; but it is hereby declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of this corporation and the place where the principal business of this corporation is to be transacted is Jerome, Jerome County, Idaho.

ARTICLE V.

The total authorized capital stock of this corporation shall be TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00) divided into two thousand five hundred shares (2,500) shares of common stock of the par value of one hundred dollars (\$100.00) each. Shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of the corporation, and the By-Laws of the corporation shall provide the method for such approval. The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid-up stock and no stock issued as fully paid shall ever be assessed or assessable.

ARTICLE VI.

The name and addresses of the incorporators, and the number of shares of stock subscribed by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
L. D. Blamires	509 3rd Avenue East Jerome, Idaho 83338	One Hundred Eighty (180)
Carrie R. Blamires	509 3rd Avenue East Jerome, Idaho 83338	Fifty (50)
Daniel A. Suhr	Route 3 Jerome, Idaho 83338	One (1)

ARTICLE VII.

The number, qualifications, terms of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time as may be provided in the By-laws. The persons above-named as incorporators shall act in the capacity of directors until their successors are elected and qualified.

ARTICLE VIII.

The private property of the stockholders shall not be subject to or liable for the payment of corporate debts to any extent whatever.

ARTICLE IX.

By-laws shall be adopted by the directors and when so adopted may thereafter be repealed, amended, or new By-laws adopted by the directors by two-thirds (2/3) vote of the directors, or may be repealed, amended or new By-laws adopted by a majority vote of the outstanding stock of the corporation.

ARTICLE X.

The corporation shall have the power to purchase or otherwise acquire, hold and reissue its own stock, and to buy,

acquire, deal in and transfer shares of capital stock, bonds, debentures and other securities issued or created by any other corporation, co-operative marketing or purchasing association.

ARTICLE XI.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set out hands at Jerome, Idaho, this 6th day of December, 1982.


L. D. BLAMIRES


CARRIE R. BLAMIRES


DANIEL A. SUHR

STATE OF IDAHO)
County of Jerome) ss.

On this 6th day of December, 1982, before me, the undersigned, a Notary Public in and for said State and County, personally appeared L. D. Blamires, Carrie R. Blamires, and Daniel A. Suhr, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and they severally 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.

Judy R. Lortel

NOTARY PUBLIC for Idaho
Residing at Jerome, Idaho
6-11-84 March 12, 1984