

ARTICLES OF INCORPORATION  
OF  
AROWEST, Inc.

FILED/EFFECTIVE  
JUN 13 12 44 PM '00

SECRETARY OF STATE  
STATE OF IDAHO

**KNOWN ALL MEN BY THESE PRESENTS:** That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation law as of the State of Idaho and the acts amendatory thereof and supplemental thereto, do certify as follows:

**ARTICLE I.**

The name of this corporation shall be AROWEST, Inc.

IDAHO SECRETARY OF STATE

06/13/2000 09:00  
CK: 2253 CT: 132339 SH: 325900

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**ARTICLE II.**

The objects and purposes for which the corporation is formed are as follows: As principal, agent or otherwise, to do in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho we do expressly provide that the corporation shall have power:

- A. To engage in and to own, operate and run, conduct and manage a business engaged in the distribution and retail of resistance spot welder products, together with any other business whether or not relating thereto and to do such other things as are incidental, proper, or necessary to the operation of the businesses or to the carrying out of any or all of their purposes.
- B. To purchase, lease, acquire, construct and operate buildings and other land improvements, whether or not related together with all fixtures and appurtenances.
- C. To engage in every type of lawful business, industry or commercial activity, including, without limitation, the activities set forth in paragraph (A) above.
- D. To purchase, acquire, own, hold, mortgage, pledge, sell, transfer, encumber and in any other manner to dispose of, deal and trade in goods, wares, merchandise and personal property of every class and description, whether at wholesale, retail or otherwise.
- E. To loan money upon notes, bonds, stocks or any other evidence of indebtedness.

- F. To establish, form and subsidize or otherwise assist in the establishment, organization or formation of other companies, firms, partnerships, or corporations having for their objects, or some of them, any of the objects mentioned in these Articles, or the development and furtherance of any other undertaking or business enterprise of any description whatsoever, and to purchase, own and hold stock in other corporations and interest in other business enterprises, and to sell the same, and to receive compensation for any services rendered in connection with any of the foregoing matters.
- G. To borrow money for the business of the corporation and to give security therefore and, in pursuance of the business of the company, to issue, bonds debentures, promissory notes or other evidence of indebtedness, and to secure the same by mortgage or pledge of all or any of the property of the company, real or personal.

### **ARTICLE III.**

The total authorized capital stock of the corporation shall be One Hundred (100) shares of common stock of no par value, with each share being entitled to one vote and not subject to assessment.

### **ARTICLE IV.**

The term of existence of the corporation shall be in perpetuity.

### **ARTICLE V.**

The number of directors of this corporation at the commencement of business shall be two (2), but the Board of Directors may at any time, by amendment of the by-laws, be increased to any number not exceeding four (4).

The name and post office address of each of the initial directors named by the corporation to serve until the first election of directors are as follows:

**NAME OF DIRECTORS:**

**ADDRESS:**

Jennifer M. Smith, Registered Agent  
SS# 518-92-9205

5521 S. Adonis Place  
Boise, ID 83716

Carey Andrew Smith, Director  
SS# 574-70-9198

5521 S. Adonis Place  
Boise, ID 83716

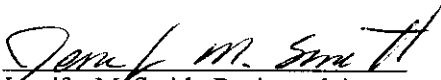
The name and address of the initial registered office is:

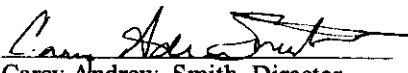
AROWEST, Inc. / Jennifer M. Smith  
5521 S. Adonis Place  
Boise, Idaho 83716

**ARTICLE VI.**

By-laws of this corporation may be made, amended or repealed by the Board of Directors or shareholders, provided only that the Directors shall not amend or repeal by-laws fixing their qualifications, classifications, term or office or compensation.

**IN WITNESS WHEREOF**, Said incorporators, the undersigned, have hereunto set their hands  
this 13 Day of June 2000.

  
Jennifer M. Smith, Registered Agent  
5521 S. Adonis Place, Boise, Idaho 83716

  
Carey Andrew Smith, Director  
5521 S. Adonis Place, Boise, Idaho 83716