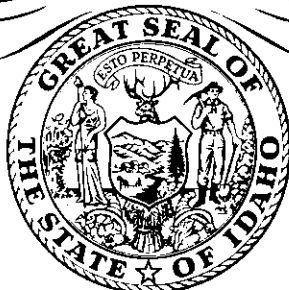


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

KEL, INC.

was filed in the office of the Secretary of State on the **Fifch** day
of **April**, A.D. One Thousand Nine Hundred **Sixty-two** and
duly recorded on Film No. **119** 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

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 **5th** day of **April**,
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
KEL, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens and residents of the United States of America, and of the State of Idaho, and each over the age of Twenty-one (21) years, do by these presents voluntarily associate ourselves together for the purpose of forming a Corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose. And we hereby set forth, declare and certify:

ARTICLE I

NAME

This Corporation shall be known as "KEL, INC."

ARTICLE II

The object and purposes for which this Corporation is formed are as follows:

1. To engage in the manufacture of automobile body and part straightening tools as well as the manufacture of other machinery, tools, parts and machinery, and similar articles of commerce, from iron, steel, other metals, woods and similar materials, and construct, weld, repair and erect the same; to conduct, manage and control the business of making, selling such tools and special parts for machinery, and to engage in the general machinery manufacturing business and to do every thing necessary to carry on such manufacturing of machinery, tools and sales business.

2. To enter into Contracts of Agreements relating to sales campaigns and marketing, and to design and manufac-

ture and engage in the operation and use of tools and machines of every kind, character and description, including, without being limited to, mechanical, pneumatic, hydraulic, electric or artistic devices, articles or designs with any and all persons, firms, corporations or other legal entity, whether domestic or foreign.

3. To generally engage in, do and perform any lawful enterprise, act or vocation that a natural person might or could do or perform.

4. To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods and wares and merchandise of any and all types and descriptions for the account of the Corporation, or as factors, agents, procurers or otherwise, for or on behalf of another.

5. To purchase, lease, own, sell, mortgage, sublease or otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or capable of being conveniently used in connection with any of the objects of this Corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, including the right to become a partner and to acquire and take over the good will, property rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or in part and to pay for the same in cash, stocks or bonds of the Corporation or otherwise, The Corporation is also authorized to guarantee the debts of another.

6. To do all and everything necessary, suitable and

proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of, or connected with the aforesaid objects or purposes, or any part or parts thereof, provided, the same be not inconsistent with the laws under which this Corporation is organized.

ARTICLE III

The location and Post Office address of the registered office of the Corporation is Burley, County of Cassia, State of Idaho.

ARTICLE IV

The term and existence of this Corporation shall be perpetual.

ARTICLE V

The total authorized number of shares of stock which shall have no par value are as follows:

<u>Type</u>	<u>Shares</u>	<u>Par</u>
Common	300	No par value

ARTICLE VI

CHARACTERISTICS OF STOCK

The holders of Common Stock are entitled to all the dividends declared by the Board of Directors, each stockholder of Common Stock of record shall be entitled to all meetings of the Corporation, and in any matters requiring a vote, to one vote for each share of stock, standing in his name upon the

Books of the Corporation.

Prior to any sale or transfer, whether intervivos or testamentary of shares of stock of the Corporation, the same must be offered for sale in writing to each of the stockholders, who shall have first option to purchase such shares.

The holder of shares of any class of the Corporation, shall upon the sale by authorization of the Corporation, for cash or shares of the same class, have the right, during a reasonable time to be fixed by the Board of Directors, to purchase shares in proportion to their respective holdings of shares of such class, at such price that may be fixed therefor by the Board of Directors, but at not less than par for par value shares.

ARTICLE VII

INCORPORATORS

The names and Post Office addresses of each of the Incorporators and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Eldon L. Bronson	2070 Almo Ave. Burley, Idaho	100
Kay L. Eames	Grandview Addition Burley, Idaho	100
Andre Louis St.Amour, Jr.	1627 Hansen Ave. Burley, Idaho	100

ARTICLE VIII

BOARD OF DIRECTORS

All members of the Board of Directors must be stockholders of Common Stock and the Board of Directors must consist of not less than Three (3) members and not more than Five (5), and a majority of the members of the Board of Directors will consti-

tute a quorum for transacting business, and the act of a majority of said quorum of the Board of Directors shall be the act of the Board. It is not necessarily required that officials of the Corporation be stockholders.

ARTICLE IX

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho, then in full force and effect.

IN WITNESS WHEREOF, The Parties hereto have set their hands, this 3rd day of April, 1962.

Eldon L. Bronson
Eldon L. Bronson

Kay L. Eames
Kay L. Eames

Andre Louis St. Amour, Jr.
Andre Louis St. Amour, Jr.

STATE OF IDAHO)
) ss
County of Cassia)

On this 3rd day of April, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared ELDON L. BRONSON, KAY L. EAMES, and ANDRE' LOUIS ST. AMOUR, JR., known to me to be the persons whose names are subscribed to the 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.

(SEAL)

Richard K. Smith
Notary Public for Idaho
Residing at Burley, Idaho