

## 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

**ACE MACHINE WORKS, INC.**

was filed in the office of the Secretary of State on the **Eighteenth** day of **December** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **126** 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 **Filer** in the County of **Twin Falls.**

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 **18th** day of **December**, A.D., **1963**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
ACME MACHINE WORKS, INC.

DEC 16 1968

DEC 18 1968

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

NAME AND PLACE OF BUSINESS.

This corporation shall be known as ACME MACHINE WORKS, INC., and shall conduct its business throughout the State of Idaho and the States and Territories of the United States, and in foreign countries.

ARTICLE II.

PURPOSE AND POWERS.

The corporation is formed for the following purposes:

(a) To carry on business as manufacturers, designers, wholesalers and retailers of goods, wares, merchandise, and personal property of every class and description, and in particular any and all types of farm machinery and component parts thereto; and to hold, own, sell, or otherwise dispose of, to trade and deal in the same.

(b) In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho and by the principles of the common law upon corporations, this Corporation shall also have the following purposes and powers, it being hereby expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the corporation:

1. To design and manufacture from any kind of metal or other material or combination of materials any and all kinds

of implements, tools, castings, fixtures, machinery, and any other articles of commerce ordinarily designed or made in a machine shop and foundry; and to purchase and sell the same.

2. To purchase, hold, sell, improve and lease real estate, and to mortgage and encumber the same; and further, to erect, manage, care for, maintain, extend and alter buildings thereon.

3. To lend money and negotiate loans; to draw, accept, endorse, discount, sell and deliver bills of exchange, promissory notes, bonds, obligations and securities of any government or other authority or company. To form, promote, subsidize and assist companies, firms, and partnerships of all kinds; to act as surety and guarantor in any and all types of engagements; to execute, endorse and deliver contracts; to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation; to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor; to enter into any arrangements with any and all authorities, municipal, local, or otherwise, conducive to the company's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions. To carry on and undertake any business, undertaking, transaction or operation commonly and generally carried on or undertaken by merchants or manufacturers or which may seem to the company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's rights or property.

4. To acquire the good will, rights, property and assets of all kinds and undertake the whole or any part of the obligations of any persons, firm, association or corporation on

such terms and conditions as may be agreed upon and to pay for the same in cash, stocks, bonds, or other securities of this corporation or otherwise; and to acquire and take all or any part of the business assets and liabilities of any person, firm, association or corporation.

5. To engage in any business whatsoever, either as principal or as agent or both, or as a syndicate, whichever the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned. To execute, from time to time, general or special powers of attorney to persons, firms, associations or corporations and to revoke the same as and when the Board of Directors may determine; and to do any or all of the things herein set forth to the same extent as natural persons might or could do.

(c) Any and all of the rights, powers, privileges or restrictions in these Articles of Incorporation granted and contained, conferred or imposed, may be enlarged, amended, altered, and changed in any manner and to any extent, or repealed by articles of amendment made, executed, authorized and filed in any manner now or hereafter permitted or authorized by the laws of the State of Idaho.

(d) Without in any particular limiting or restricting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to issue bonds and other obligations and shares of its capital stock in payment for property purchased or acquired by it, or for any other lawful object in and about its business; to mortgage or pledge any stocks, bonds, or other obligations, or any property which may be acquired by it; to secure any bonds, guarantees or other obligations by it issued or incurred; to guarantee any dividends, bonds, contracts, or other obligations.

(e) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

#### ARTICLE III.

##### TERM OF EXISTENCE.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

#### ARTICLE IV.

##### LOCATION AND POST OFFICE ADDRESS.

The registered office of this corporation in the State of Idaho shall be located at Filer, Twin Falls County, Idaho, and the Post Office address of the registered office of said corporation in the State of Idaho is Filer, Idaho.

#### ARTICLE V.

##### DIRECTORS.

The corporation shall be governed by a Board of Directors. There shall be from five (5) to seven (7) Directors, and the exact number of Directors will be specified in the By-Laws of the corporation. The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of the corporation, subject to the laws of the State of Idaho.

#### ARTICLE VI.

##### AMENDMENT AND REPEAL OF BY-LAWS.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended, or adopted by the Board of Directors shall be subject to reenactment, amendment or repeal

by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the power of reenactment, amendment, or repeal heretofore set out.

ARTICLE VII.

AUTHORIZED STOCK.

The capital stock of this corporation shall consist of one thousand (1000) shares of common, voting stock of the par value of One Hundred Dollars (\$100.00) each. The total authorized number of shares shall be one thousand (1000), and their aggregate par value One Hundred Thousand Dollars (\$100,000.00). None of the stock shall be preferred and none of it is restricted.

ARTICLE VIII.

NAMES AND ADDRESSES OF INCORPORATORS.

The name and post office address of each of the incorporators and the number of shares subscribed by each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Hugh Farmer	425 Sunrise North Twin Falls, Idaho	1
James W Herrett	615 Idaho St. Filer, Idaho	1
Carroll Holloway	Route Two Twin Falls, Idaho	1
W. M. Bunce, Jr.	422 6th St. Filer, Idaho	1
LeGrande Nelson	534 Blue Lakes No. Twin Falls, Idaho	1

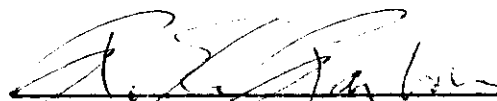
IN WITNESS WHEREOF, The parties hereto have hereunto set their hands and seals this 12<sup>th</sup> day of December, 1963.

James W. Herrett  
Hugh R. Farmer  
Carroll G. Holloway  
W. M. Bunce, Jr.  
LeGrande Nelson

STATE OF IDAHO,  
County of Twin Falls, } ss.

On this 18<sup>th</sup> day of December, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared HUGH FARMER, JAMES WHERRETT, CARROLL HOLLOWAY, W. M. BUNCE, JR., and LeGRANDE NELSON, known to me to be the persons whose names are subscribed to the within 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.

  
NOTARY PUBLIC  
Residence: Twin Falls, Idaho