



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

N P B EQUIPMENT RENTAL, INC.

was filed in the office of the Secretary of State on the **8th** day
of **September** A.D. One Thousand Nine Hundred **58** and
duly recorded on Film No. **104** 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

Idaho Falls in the County of **Bonneville**

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 **8th** day of **September**,
A.D., **1958**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

N P B EQUIPMENT RENTAL, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the State of Idaho, and the Acts Amendatory thereof and Supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be, "N P B Equipment Rental, Inc."

ARTICLE II

The object of this corporation and the business in which it proposes to engage is the following:

A. To buy and sell, export, import, lease, exchange, and generally deal in machinery and equipment of all kinds and descriptions and to act as agent for others for all or any of said purposes.

B. To manufacture, buy, sell, lease, export, import, act as manufacturers' and others' agents, and to generally deal in construction machinery of all classes and descriptions.

C. To manufacture, purchase, import, or otherwise acquire, sell, rent, repair, take upon storage, exchange, export, and otherwise deal in and dispose of any or all of the following: motors, engines, or other machinery or contrivances for the generation of steam, electricity, gasoline or other forms of power now known or which may be hereafter discovered; automobiles, cars, trucks, carriages, wagons, boats, airplanes and airships, and vehicles of every kind and description for the transportation of passengers or goods; machinery, machine supplies, and engineering appliances, hardware, tools, parts, batteries, self-starters, magnetos, igniters, tires, rims, wagon and carriage bodies and all other

accessories, apparatus, and appliances; and fuel, oils, and other materials useful in connection with the ownership, use, or enjoyment of any of the above.

D. To engage in the business of purchasing, selling, and distributing, as a wholesaler and retailer, air conditioning equipment, appliances, fixtures, and supplies, including equipment for the cooling, heating, and circulating of air.

E. To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in agricultural implements, vehicles, materials, machinery, and equipment, and in implements, vehicles, materials, machinery, and equipment of allied lines.

F. To engage in a general engineering business and in the general practice of engineering in all its branches, and in that capacity to make, conduct, and supervise research, surveys, and investigations into all matters and things in the fields of science and technology.

G. To guarantee the payment of money secured by or payable under or in respect of debenture bonds, performance bonds, debenture stock, contracts, mortgages, charges, obligations, and securities of any company, or of any persons whomsoever, whether corporate or unincorporate.

H. To engage in the leasing of lands believed to contain petroleum, oils, and gas; the improving, mortgaging, leasing, assigning, and otherwise disposing of the same; the prospecting, drilling, pumping, piping, storing, refining, and selling, both at wholesale and retail, of oils and gas; the buying, otherwise acquiring, selling, and otherwise disposing of any and all real estate and personal property for use in the business of the company; the construction of any and all buildings, pipe lines, pumping stations, and storage tanks, and any and all other buildings required in carrying on the business of the company; the acting as trustee for holders of oil lands in the receiving and disbursement of funds to be used in drilling for the common benefit of the land holders.

I. To purchase, locate, lease, or otherwise acquire, mines, mining claims, mining rights, and lands and any interest therein, and explore, work, exercise, develop, and turn to account the same; to quarry, mine, smelt, refine, dress, amalgamate, and prepare for market, ore metal and mineral substances of all kinds, and to carry on any other operations or business which may seem necessary, convenient, or incidental to any of the objects of the company; to buy, sell, manufacture, and deal in minerals, plants, machinery, implements, conveniences, provisions, and things capable of being used in connection with the mining or other operations of this corporation, or required by workmen and others employed by the company; to construct, carry out, maintain, improve, manage, work, control, and superintend, any roads, ways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, mills crushing works, hydraulic works, factories, warehouses, and other works and conveniences which may seem necessary, convenient, or incidental to any object of the company and to contribute to subsidize, or otherwise aid or take part in any such operations.

J. To purchase for investment or resale, and to deal in land and other property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land or houses or other property, or any interest therein, and generally to deal in, by way of sale, lease, exchange or otherwise deal with land and house property and any other property whether real or personal.

K. To appoint agents, sub-agents and salesmen, and to enter into all necessary contracts with agents, sub-agents, salesmen and dealers.

L. To operate stores and chains of stores; to establish cooperative stores; to conduct a chain mail-order business, and to carry on all or any of their businesses hereinabove set forth.

M. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights,

privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

N. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purpose of the corporation.

O. To acquire by purchase, or otherwise, and hold, sell, convey, encumber or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the company.

P. To borrow money and otherwise incur indebtednesses without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

Q. To conduct business in this State, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of this State.

R. To cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law, by formation, merger or reorganization of any business, concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds, or

otherwise, or by undertaking the whole or any part of the liabilities of the transferror; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary and expedient in and about the conduct and management of such business.

S. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

T. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and re-issue shares of its own capital stock, but such stock, so acquired and held, shall not be entitled to vote nor to receive dividends.

U. To have, exercise and enjoy all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of the Title 30 of the Idaho Code, and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.

V. To do a general financial, industrial, manufacturing, shipping, importing and exporting, brokerage, merchandising and farming business, and to engage in any other business or transaction permitted by the laws of the State of Idaho to any commercial corporation.

w. All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of the specific objects and powers shall not be held to limit or restrict in any manner the general powers and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which corporations formed under the laws of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other clause or paragraph in this paragraph contained, or of any other provision of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

In general, to do all acts permitted by the Business Corporation Act of Idaho, and all such other acts as are necessary and expedient to accomplish the stated purposes of the corporation.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The place where the principal business of this corporation shall be transacted and the Post Office address of its registered office shall be the City of Idaho Falls, County of Bonneville, State of Idaho.

ARTICLE V

The amount of capital stock of this corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000.00), divided into 2,500 shares, of the par value of \$100.00 per share.

ARTICLE VI

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

NAME	POST OFFICE ADDRESS	NO. OF SHARES	CLASS OF STOCK	AMOUNT
Glenn Pickett	Idaho Falls, Idaho	1	Common	\$100.00
Don Nelson	Idaho Falls, Idaho	1	Common	\$100.00
George Barber	Idaho Falls, Idaho	1	Common	\$100.00

ARTICLE VII

The Board of Directors shall consist of three Directors, but during their term of office, or thereafter, the number of Directors may be increased or decreased from time to time, as may be provided by the By-laws; provided, however, that the number of Directors constituting a Board shall not be less than three nor more than five.

ARTICLE VIII

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Directors, as well as upon the shareholders, to be exercised by such vote of such Directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-laws.

ARTICLE IX

All, or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation and no act of the corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such other corporation; any Director individually, or any firm of which such Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corpor-

ation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such Director or Officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

1st day of Sept., 1958.

John Dinkell
John Dinkell
George Barber

STATE OF IDAHO)
* ss.
County of Bonneville)

On this 2nd day of September, in the year 1958, before me,
the undersigned, a Notary Public, in and for said County and State,
personally appeared GLENN PICKETT, DON NELSON AND GEORGE BARBER,
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
Notarial Seal, the day and year in this certificate first above
written.

Dorothy L. Simard
Notary Public
For the State of Idaho
Residing at Idaho Falls, Idaho

(Seal)

My commission expires:

May 10, 1961