

**FILED EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

FAB TEC INTERNATIONAL, INC.

The undersigned, acting as incorporators, in order to form a business corporation under the provisions of Idaho Business Corporation Act, Title 30, Chapter 1, of the Idaho Code ("I.C."), and consistent with the requirements of a domestic international sales corporation in § 992 of the Internal Revenue Code of 1986, as amended (the "Code"), hereby signs and verifies the following Articles of Incorporation.

ARTICLE 1

NAME

1.1 The name of the corporation is FAB TEC INTERNATIONAL, INC.

ARTICLE 2

DURATION

2.1 The duration of the corporation shall be perpetual.

ARTICLE 3

PURPOSES

3.1 This corporation is formed as an export commission agent for Fab Tec, Inc., an Idaho corporation, that manufactures in the United States of America portable aggregate processing machinery ("rock crushing equipment"), including all necessary related, and/or convenient activities. The Corporation shall on a commission basis export on behalf of Fab Tec, Inc. rock crushing equipment made in the United States of America by Fab Tec, Inc. which is sold by Fab Tec, Inc. to any foreign country. More specifically, the Corporation is formed for the following purposes:

3.1.1 To operate as a domestic international sales corporation ("DISC") within the meaning of Code § 992.

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3.1.2 To operate as a commission DISC (one that is treated as if it were a commission agent for a principal that sells goods outside of the United States of America).

3.1.3 To engage in any other activities for which a business corporation may be organized under the Idaho Business Corporation Act which satisfies the requirements of a DISC under Code § 992.

3.1.4 To do everything necessary, proper, convenient or incidental to the accomplishment of the above purposes consistent with the Idaho Business Corporation Act and Code § 992, as the same may be amended from time to time.

#### ARTICLE 4

##### PRINCIPAL OFFICE

4.1 The city and county in which the corporation's office is to be located are: Moscow, Latah County, Idaho. The address of the corporation shall be 1605 Paradise Ridge Road, Moscow, Idaho 83843, with a mailing address of P. O. Box 8006, Moscow, Idaho 83843.

#### ARTICLE 5

##### CAPITAL STOCK

5.1 A single class of common voting stock shall be issued by the corporation. The corporation is authorized to issue ten thousand (10,000) shares of common voting stock. Each common voting share shall have a par value of Ten Dollars (\$10.00) per share. The stated capital of the corporation at all times shall be at least equal to the sum of the aggregate par value of all issued and outstanding shares. The shares of common voting stock shall have full and exclusive voting rights, each share being entitled to one (1) vote. Preferences, limitations and relative rights of each common voting share shall be identical.

#### ARTICLE 6

##### CUMULATIVE VOTING

6.1 Shareholders of the corporation shall not have cumulative voting rights.

## ARTICLE 7

PREEMPTIVE RIGHTS

7.1 Shareholders of the corporation shall not have preemptive rights to acquire additional shares offered for sale by the corporation.

## ARTICLE 8

REGISTERED OFFICE AND REGISTERED AGENT

8.1 The initial registered office and the initial registered agent of the corporation at such address shall be:

Registered Office: 1605 Paradise Ridge Road  
Moscow, Idaho 83843

Registered Agent: Franklin D. Church

## ARTICLE 9

DIRECTORS

9.1 The number and qualifications of directors shall be fixed as provided in the corporation's Bylaws, which may be changed from time to time by amending the Bylaws.

9.2 In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the shareholders of the corporation to amend or repeal such Bylaws.

9.3 A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct violating I.C. §§ 30-1-830 and 30-1-833, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of these Articles of Incorporation. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business

Corporation Act, as so amended. Any repeal or modification of this section by the shareholders of the corporation shall not adversely effect any right or protection of a director of the corporation existing at the time of such repeal or modification.

9.4 The corporation may enter into conflicting interest transactions with the directors, officers, shareholders, and related persons with each of them, and with corporations, associations, firms and entities in which they, or a related person, may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though a conflicting interest did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation under such transaction; provided, that in the case of any conflicting interest transaction with a director, any disclosure required to be made under the Idaho Business Corporation Act has been made.

9.5 The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Franklin D. Church	1224 Four Mile Road Moscow, ID 83843
Douglas J. Blevins	1380 Wallen Road Moscow, ID 83843
Barry R. Blevins	812 N. Almon Street Moscow, ID 83843

The term of the initial directors shall be until the first annual meeting of shareholders of the corporation and until a successor director or directors are elected and qualified.

## ARTICLE 10

### INDEMNIFICATION

10.1 The corporation shall provide any indemnification required by the Idaho Business Corporation Act and shall indemnify directors, officers, agents and employees as follows:

10.1.1 The corporation shall indemnify its officers and directors in advance or reimburse expenses to the full extent required or permitted by the Idaho Corporation Act now or hereafter in force, whether they are serving the corporation or, at its request, any other entity, as an officer, director, or in any other capacity, provided no such indemnity

shall indemnify any director from or on account of any (i) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of the law; (ii) conduct of the director finally adjudged to be in violation I.C. §§ 30-1-830 and 30-1-833, or (iii) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

10.1.2 The Board of Directors may take such action as is necessary to carry out these indemnifications provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

10.1.3 The corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the corporation or, at its request, any other entity.

10.1.4 The foregoing rights of indemnification shall not be exclusive to any other rights to which those seeking indemnification may be entitled under any statute, provision of these Articles of Incorporation, Bylaws, or other agreements.

10.1.5 No amendment or repeal of this Article shall apply to or have any effect on any other right to indemnification provided hereunder with respect to acts or admissions occurring prior to such amendment or repeal.

## ARTICLE 11

### INCORPORATOR

11.1 The name and address of the incorporator is:

Name

Address

Franklin D. Church

P. O. Box 8006  
Moscow, Idaho 83843

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these  
Articles of Incorporation this 5<sup>th</sup> day of December, 2013.

FAB TEC INTERNATIONAL, INC.

By: Franklin D. Church  
Franklin D. Church, Incorporator

CONSENT OF REGISTERED AGENT

I, FRANKLIN D. CHURCH, hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation, FAB TEC INTERNATIONAL, INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Date: 12/5/13, 2013.

Franklin D. Church

Franklin D. Church  
1605 Paradise Ridge Road  
Moscow, ID 83843