

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

MARK SMITH CO.

was filed in the office of the Secretary of State on the **Fourth** day of **February**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** 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

Boise

in the County of

Ada

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 **4th** day of **February**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

of

MARK SMITH CO.

KNOW ALL MEN BY THESE PRESENTS that We, the undersigned, being natural persons all of legal age and citizens of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a corporation for profit under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation is MARK SMITH CO.

ARTICLE II

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III

The purposes and objects for which this corporation is formed are as follows:

1. To buy, sell, deal in, manufacture, use, produce, and supply hydraulic hose and petroleum hose and related parts and service and accessories of every kind or nature whatsoever; to repair, rebuild, rent, lease, pledge and otherwise deal in and with hydraulic hose and petroleum hose and all merchandise, parts, equipment of every kind or nature whatsoever related to the hydraulic hose and petroleum hose business or otherwise, and to perform all acts and services of whatsoever kind or nature

connected with the service and maintenance of hydraulic hose and petroleum hose and equipment and related activities; to buy, sell, deal in and with respect to all other articles, supplies, and merchandise as may be appropriately handled, dealt in and vended directly or indirectly, or as a side-line or incident to the conduct of such business.

2. To build, buy, equip, sell, construct, erect, option, lease, sublease, assign, mortgage, encumber, or otherwise deal in all works, contrivances, appliances, machinery, and properties of this or other corporations or of private individuals as may be either useful, expedient, or necessary in carrying out the foregoing purposes; and, generally, to enter into all contracts and to do all acts in any way designed to aid in or to carry out any or all of the objects and purposes set forth in this Article.

3. To borrow money and otherwise incur indebtedness without limit as to the amount and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue such bonds, debentures, notes, checks, drafts, bills of exchange, and other instruments, negotiable and non-negotiable, secured and unsecured, as may be necessary, customary, or appropriate in the conduct of such business.

4. To conduct business in this State or other states, the District of Columbia, territories, and colonies of the United States, and in foreign countries or territories, and to maintain one or more offices or other places of business inside or outside this State; and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey, and otherwise deal in and with any real or personal property or any interest therein within or without the State of Idaho, reasonably calculated to promote the purposes hereinabove stated for this corporation; and to do all other things, including the creation, organization, and

operation of such subsidiary corporations as may be necessary or convenient to the carrying into effect of the main purposes and objects of the organization of this corporation.

5. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, and to assume the liabilities of any person, firm, association, corporation, or other business organization; and to pay for said good will, rights, property, and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof; and to hold in any manner or to dispose of all or any part of the property so acquired; 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 or businesses directly or indirectly related to the purposes and objects of this corporation, or, though not connected, to preserve or protect the assets of this corporation.

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

7. To carry on any of the foregoing or closely related businesses as principals, agents, lessors, lessees, assignors, assignees, franchisors, franchisees, licensors, licensees, or otherwise, which can be generally carried on in connection with any of the pursuits aforesaid.

8. It is hereby expressly provided that the enumeration hereinabove of the specific objects and powers shall not be narrowly construed and shall not be held to limit or restrict in any manner the general powers of this corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or exercise any power or do any act which corporations formed under the laws of Idaho, now or hereafter existing, may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects, and powers specified in any one of the paragraphs of this article III shall in no wise restrict or limit by reference or inference the terms, objects, purposes, and powers of any other clauses or paragraphs in this Article contained, nor in any other of the Articles of these Articles of Incorporation.

ARTICLE IV

The capital stock of this corporation shall be in the amount of \$250,000.00, divided into 250,000 voting shares of non-assessable common stock of a par value of \$1.00 per share.

ARTICLE V

The principal place of business of this corporation shall be 111 West 33 Street, City of Boise, County of Ada, State of Idaho, which is hereby designated as the address of its registered office.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are:

NAME	POST OFFICE ADDRESS	NUMBER OF SHARES	VALUE
George M. Smith	111 West 33 St. Boise, Idaho	1	\$1.00
Kenneth R. Hunter	111 West 33 St. Boise, Idaho	1	\$1.00
Cecil H. Orcutt	111 West 33 St. Boise, Idaho	1	\$1.00

ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a board of not less than three nor more than five directors who shall be elected annually at the annual meeting of the stockholders, and who shall receive no compensation as such.

ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation in Boise, Idaho, on the second Monday of each January, hereafter, or at such other places as may be determined from time to time by the board of directors. In all elections for directors, each holder of common stock shall be entitled to one vote for each share of stock owned by him for each director to be elected. The vote in the election for directors shall be by ballot and the election shall be conducted in such manner and form as may be provided in the By-Laws.

ARTICLE IX

The Board of Directors of this corporation by a majority vote shall have the power to repeal or amend the By-Laws thereof, and to adopt a new code of By-Laws if in their discretion that becomes proper.

ARTICLE X

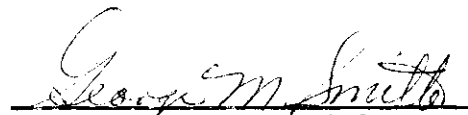
The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

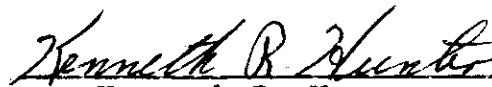
ARTICLE XI

No contract, act, or other transaction between this corporation and any other corporation, whether or not a majority of

the shares of the capital stock of such other corporation is owned by this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers of such other corporation; and any director, individually, or any firm of which such director may be a member, may be a party to or may be financially or otherwise interested in, any contract or transaction of this corporation; 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 of this corporation, or to a majority thereof on the date of such contract or transaction; and any director of this 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 this corporation which shall authorize such contract, act, or transaction, and may vote thereat to authorize such contract, act, or transaction with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 31st day of December, 1962.

 (SEAL)
George M. Smith

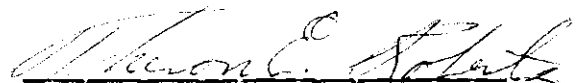
 (SEAL)
Kenneth R. Hunter

 (SEAL)
Cecil H. Orcutt

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 31st day of December, 1962, before me, the under-
signed, a Notary Public in and for said State, personally appeared
GEORGE M. SMITH, KENNETH R. HUNTER, and CECIL H. ORCUTT, known to
me to be the persons whose names are subscribed to the within
instrument and acknowledged to me that they executed 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 for Idaho
Residing at Boise, Idaho