

CERTIFICATE OF INCORPORATION
OF

FAIRWAY RENTALS, INC.

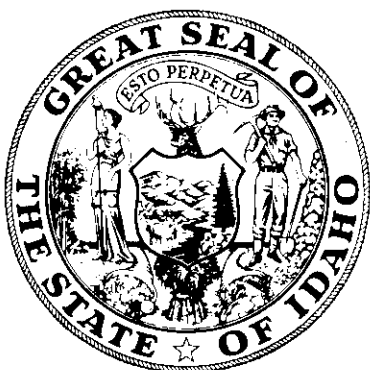
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FAIRWAY RENTALS, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **August 13, 1982**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
FAIRWAY RENTALS, INC.

WE, the undersigned, ALBERT J. HAENER and BONNIE HAENER, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the corporation shall be FAIRWAY RENTALS, INC.

II.

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

III.

The location of the registered office of the corporation and address thereof shall be at 312 South Hall Street, Grangeville, Idaho County, State of Idaho, 83530, and the name of the registered agent of such corporation is Albert J. Haener.

IV.

The nature of the business and the objectives and purposes to be transacted, promoted and carried out are to do any or all things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, to-wit:

To establish, build, purchase, lease, acquire, own, hold, maintain, receive, equip, manage, use, occupy and operate stores, shops, warehouses, departments, storage facilities, offices, factories, buildings, structures, improvements and properties useful, necessary or convenient in connection with any of the purposes of the corporation or related or incidental thereto.

1 To plan, design and construct buildings and the facil-
2 ities for such purpose and to buy, sell and acquire the same; to
3 operate, conduct and carry on such business and accomodations nec-
4 essary or desirable to accomplish such purposes.

5 To undertake and carry on any business transactions or
6 operations commonly undertaken or carried on by such businesses
7 and generally to institute, enter into, assist, promote and parti-
8 cipate in any such business or operation.

9 To acquire, by lease, purchase, gift, devise, contract,
10 concession, or otherwise and to hold, own, develop, explore,
11 exploit, improve, operate, lease, enjoy, control, manage or other-
12 wise dispose of, wherever situated, within or without the State of
13 Idaho, and any and all real property, land options, concessions,
14 grants, land patents, franchise or rights, privileges, easements,
15 tenements, estates, hereditaments, interests in property of every
16 kind, nature, and description whatsoever.

17 To manufacture, construct, purchase, lease, acquire, own,
18 hold, maintain, improve, manage, use and otherwise deal in indus-
19 trial equipment and other types of equipment, including construc-
20 tion and heavy duty equipment on a commercial or any other related
21 purpose.

22 To underwrite, subscribe for, purchase, invest in or
23 reinvest, acquire, hold, pledge, hypothecate, exchange, sell,
24 deal in and dispose of, alone or in syndicates, or otherwise, in
25 conjunction with the others, stocks, bonds, debentures, mortgages
26 and other evidences of indebtedness and obligations of any corp-
27 oration, association, partnership, syndicate, entity, person or
28 governmental, municipal or public authority, domestic or foreign
29 and evidences of indebtedness and obligations and while the own-
30 er or holder of such, to exercise all the rights, powers and
31 privileges, of ownership in respect thereof, and to the extent
32 now or hereafter permitted by law, to aid by loan, subsidy,

1 guarantee or otherwise those issuing, creating or responsible for
2 any such stocks, bonds, or other evidences of indebtedness or ob-
3 ligations or evidences of any interest in respect thereof.

4 To borrow money or raise money for any purpose of the
5 corporation without limit as to amount and in connection therewith,
6 to grant collateral or other security alone or jointly with any
7 other firm, person or corporation, and to make, execute, draw,
8 accept, endorse, discount, pledge, issue, sell or otherwise dis-
9 pose of promissory notes, drafts, bills of exchange, warrants,
10 bonds, debentures, and any other evidences of indebtedness, negoti-
11 able or non-negotiable, transferrable or non-transferrable, and to
12 confer upon the holders of any of its obligations such powers,
13 rights, privileges as from time to time may be deemed advisable by
14 the Board of Directors, to the extent permitted under the general
15 corporation laws of the State of Idaho, or the laws of the State
16 of Idaho, or the laws of any governmental unit applicable; to lend
17 and advance money, extend credit, take notes, open accounts of
18 every kind and nature or evidence of any indebtedness and collat-
19 eral security in connection therewith.

20 To purchase or otherwise acquire, hold, sell, pledge,
21 transfer or otherwise dispose of shares of its own capital stock,
22 provide that the funds or property of the corporation shall not
23 be used for the purpose of its own shares of capital stock when
24 such would cause an impairment of the capital of the corporation,
25 and provided, further, that the shares of its own capital stock
26 belonging to the corporation shall not be voted upon directly or
27 indirectly.

28 To manufacture, purchase or otherwise acquire, hold,
29 own, sell, assign, transfer, lease, exchange, invest in, mortgage,
30 pledge, or otherwise encumber or dispose of and generally deal in
31 and trade in and with both within and without the State of Idaho,
32 and every part of the world, goods, wares, merchandise, property

1 of every kind, nature and description.

2 To enter into, make and perform, contracts of every kind,
3 nature and description with any person, firm, association or corp-
4 oration, municipality, body politic, country, territory, state,
5 government or colony or dependency thereof.

6 To acquire, and to make payment thereof, in cash, of the
7 stocks or bonds of this corporation, or by undertaking or assuming
8 the obligations and liabilities of the transferrer, or in any other
9 way the goods tangible or intangible, and to undertake or assume
10 the liabilities, of any person, firm, association or corporation;
11 to hold or in any manner dispose of the whole or any part of the
12 properties so purchased; to conduct in any lawful manner the whole
13 or any part of the business so acquired and to exercise the powers
14 necessary or convenient for the conduct and management thereof.

15 To adopt, apply for, obtain, negotiate for, register,
16 produce, take, purchase, exchange, lease, hire, acquire, own, hold,
17 use, operate, contract, take licenses or other rights in respect
18 of, manufacture under, introduce, sell, assign, collect the royal-
19 ties on, mortgage, pledge, create liens upon, or otherwise dispose
20 of, deal in, and turn to account, letters patent, patent rights,
21 patents applied for, or to be applied for, trademarks, trade
22 names and symbols, distinctive marks and indicators of origin and
23 ownership, copyrights, syndicate rights, inventions, discoveries,
24 devices, machines, improvements, licenses, processes, data and for
25 formulas of any and all kinds, granted by or recognized under or
26 pursuant to the laws of the United States of America, or any other
27 country or countries whatsoever and with a view of the workings
28 and developments of the same, to carry on any business, whether
29 manufacturing or otherwise, which the corporation may think cal-
30 culated, directly or indirectly, to effectuate these objectives.

31 It is the intention of each of the objects, purposes
32 and powers specified in each of the paragraphs of the Fourth Art-

1 icle of this certificate of incorporation shall, except where other-
2 wise specified, be nowise limited or restricted by reference to or
3 inference from the terms of any other paragraph of or any other art-
4 icle of these articles, but that the objectives, purposes and
5 powers specified in this article and each of the articles or para-
6 graphs of this certificate shall be regarded as independent ob-
7 jectives, purposes and powers, and the enumeration of specific
8 purposes and powers shall not be construed to restrict in any man-
9 ner the general terms and powers of this corporation nor shall the
10 expression of one thing be deemed to include another, although it
11 be of like nature. The enumeration of objectives or purposes here-
12 in shall not be deemed to exclude nor in any way limit by infer-
13 ence any powers, or objectives or purposes which this corporation
14 is empowered to exercise, whether as expressly by force of the laws
15 of the State of Idaho, now or hereafter in effect, or impliedly by
16 reasonable construction of said laws of any other governmental
17 unit.

18 V.

19 In furtherance, and not in limitation of the powers con-
20 ferred by statute, the Board of Directors is expressly authorized.

21 1. To make and alter the By-Laws of this corporation,
22 to fix the amount to be reserved as working capital over and above
23 its capital stock paid in, and to authorize and cause to be execut-
24 ed mortgages and liens upon real property and personal property of
25 this corporation.

26 2. If the By-Laws so provide, to disignate two of its
27 members to constitute an executive committee, which committee
28 shall, for the time being, as provided in said resolution of the
29 Board of Directors in the management of the business and affairs
30 of this corporation, and to have the power to authorize the seal
31 of this corporation and to be affixed on all papers which may re-
32 quire it.

1 3. Pursuant to the affirmative vote of the holders of at
2 least the majority of the stock issued and outstanding, having vot-
3 ing power, given at a stockholders' meeting duly called for this
4 purpose, or when authorized by the written consent of at least a
5 majority of the holders of the voting stock issued and outstanding,
6 the Board of Directors shall have the power and authority at any
7 meeting to sell, lease or exchange all of the property and assets
8 of this corporation, or any part thereof, including its good will
9 and its corporate franchises, upon such terms and conditions as its
10 Board of Directors deems expedient and for the best interests of
11 the corporation.

12 4. This corporation may, in its By-Laws, confer powers
13 upon its directors in addition to the foregoing and in addition to
14 the powers and authority expressly conferred upon them by law.

15 VI.

16 The Capital Stock of the corporation shall be One
17 Hundred Thousand Dollars (\$100,000.00), divided
18 into Ten Thousand (10,000) shares of stock at a par
19 value of TEN DOLLARS (\$10.00), each. No distinction shall exist
20 between the shares of this corporation and all such shares shall
21 have the same right in the corporation.

22 VII.

23 All or any portion of the Capital Stock may be issued for
24 each or inpayment for real or personal property, services, or any
25 other right or thing of value, for the uses and purposes of the
26 corporation, and when so leased, shall become and be fully paid,
27 the same as though paid for in cash at par; and the directors shall
28 be the sole judges of the value of any property, right or thing ac-
29 quired in exchange for Capital Stock.

30 VIII.

31 From time to time the Capital Stock may be increased ac-
32 cording to law, and may be issued in such amounts and proportions

1 as shall be determined by the Board of Directors and as may be per-
2 mitted by the law.

3 IX.

4 The name and post office address of each of the incorp-
5 orators and original directors, and the statement of the number of
6 shares subscribed for by each, are as follows, to-wit:

7 1. Albert J. Haener, 312 South Hall Street, Grange-
ville, Idaho, 83530, 1 share.

8 2. Bonnie Haener, 312 South Hall Street, Grangeville,
9 Idaho, 83530, 1 share.

10 X.

11 This corporation reserves the right to amend, alter,
12 change, or repeal any of the provisions contained in this certif-
13 icate of incorporation, in any manner now or hereafter preserved or
14 prescribed by the applicable statutes, and all rights conferred on
15 stockholders herein are granted, subject to this reservation.

16 XI.

17 The private property of the stockholders shall not be
18 subject to any payment of corporate debts to any extent whatsoever.

19 We, the undersigned, being each one of the original sub-
20 scribers to the Capital Stock, hereinafter named, for the purpose
21 of forming a corporation to do business both within and without
22 the State of Idaho, and in pursuance of the laws of the State of
23 Idaho, and do make and file these Articles of Incorporation, here-
24 by declaring and certifying that the facts stated herein are true
25 and we respectively agree to take the number of shares hereinabove
26 set opposite our names and according hereto have set our hands and
27 seals this 10th day of August, 1982.

28 
29 Albert J. Haener

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31 Bonnie Haener

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STATE OF IDAHO

County of Idaho -- ss

On this 10 day of August, 1982, before me,
a Notary Public in and for such county and state, personally appear
ed ALBERT J. HAENER and BONNIE HAENER, known to me to be the per-
sons whose names are subscribed to the foregoing instrument, and
they acknowledged to me that they freely executed the same.

(SEAL) Juliana V. Arnesen
Notary Public for Idaho, residing at Grangeville.
My commission expires on Jan. 1, 19 84.