

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

*FRONTIER EQUIPMENT COMPANY, 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 \_\_\_\_\_  
***FRONTIER EQUIPMENT COMPANY, 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: *July 12, 1982.*

*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: \_\_\_\_\_

*Maren F. Antach*



FRONTIER EQUIPMENT COMPANY

12 M 12 PM 2 20

ARTICLES OF INCORPORATION

OF  
STATE

FRONTIER EQUIPMENT COMPANY, INC.

KNOW ALL PERSONS 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, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be FRONTIER EQUIPMENT COMPANY, INC.

ARTICLE II.

The purposes for which said corporation is formed are:

A. To buy, import, or otherwise acquire, and to distribute export, sell, or otherwise dispose of, either by wholesale or retail, industrial equipment, supplies, hardware of every kind and character; to establish and maintain retail and/or wholesale yards, stores, warehouses, and other distributing centers for the distribution of any and every kind of commodity, goods, ware, merchandise, or other articles of trade or commerce.

B. To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the maintenance and repair of industrial equipment. To buy, sell, and deal in parts and supplies, and all kinds of materials, and equipment for industrial equipment. To acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment and facilities for prosecuting its business.

C. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, improve, develop and manage any real property so acquired and to erect or

1 cause to be erected on any real property owned, held, or occupied  
2 by the corporation, buildings or other structures with their  
3 appurtenances, and to rebuild, enlarge, alter, repair, or improve  
4 any buildings or other structures now or hereafter erected on any  
5 real property so owned, held or occupied, and to mortgage, sell,  
6 lease or otherwise dispose of any real property or interests in  
7 real property and in buildings or other structures at any time  
8 owned or held by the corporation.

9       D. To receive, acquire, hold, purchase, dispose of, convey,  
10 mortgage and lease personal property; to dispose of, sell, lease  
11 and assign, transfer, mortgage or convey any rights, privileges,  
12 franchises, or other personal property of the corporation other  
13 than its franchise of being a corporation, and to acquire, pur-  
14 chase, guarantee, hold, mortgage, own, vote, sell, pledge or  
15 otherwise dispose of an deal in shares of stock, or bonds,  
16 securities and debentures and other evidences of indebtedness of  
17 other corporations, domestic or foreign, and within or without  
18 the United States of America.

19       E. To cause to be formed, merged or reorganized or liqui-  
20 dated, and to promote, take charge of and aid in any way permitted  
21 by law, the formation, merger, reorganization or liquidation of  
22 any corporation, association or entity, domestic or foreign,  
23 either within or without the United States of America.

24       F. To generally engage in the business of buying, selling,  
25 or otherwise dealing in notes, open accounts or other similar  
26 evidences of debt, and any and all other forms of real, personal  
27 or mixed property choses in action; to receive and accept trans-  
28 fers, pledges, mortgages and conditional sales contracts and to  
29 deal with the same as owner, lendor, assignee, factor, or other-  
30 wise as a means of security or of recovering money or property  
31 advanced, invested or loaned; to conduct investigations and credit  
32 or business researches; and to repossess by legal process or

1 otherwise for the enforcement of any property rights, liens, or  
2 interest in property.

3 G. To borrow money and otherwise incur indebtedness with-  
4 out limit as to amount, and to draw, make, accept, endorse,  
5 transfer, assign, guarantee, execute and issue loans, debentures,  
6 notes, checks, drafts, bills of exchange, negotiable instruments,  
7 and all other instruments for the payment of money, negotiable or  
8 nonnegotiable, and whether secured or unsecured.

9 H. To conduct business in this state, other states,  
10 District of Columbia, territories or colonies of the United  
11 States and in foreign countries, and to have one or more offices  
12 and places of business out of this state, and to acquire, receive,  
13 purchase, lease, mortgage, dispose of and convey real or personal  
14 property situated therein.

15 I. To purchase, insofar as the same may be done without  
16 impairing the capital of the corporation, except as otherwise per-  
17 mitted by law, and to hold, pledge and reissue shares of its own  
18 capital stock; provided that such stock, while so acquired and  
19 held, shall not be entitled to vote nor to receive dividends.

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

28 K. To enter into contracts or obligations of any type or  
29 kind essential, necessary, convenient or proper to the transaction  
30 of its ordinary business affairs, or for any of the objects and  
31 purposes of the corporation. To appoint agents, subagents and  
32 salesmen, and to enter into all necessary contracts with agents.

1 subagents, salesmen and dealers.

2       L. All of the foregoing provisions of this Article II are  
3 to be construed both as objects and powers, and it is hereby  
4 expressly provided that the enumeration herein of specific objects  
5 and powers shall not be held to limit or restrict in any manner  
6 the general powers of the corporation; provided, however, that  
7 nothing herein contained shall be deemed to authorize or permit  
8 the corporation to carry on any business or to exercise any power  
9 or to do any act which corporations formed under the laws of the  
10 State of Idaho may not carry on or do at the time. It is the  
11 intention that the purposes, objects and powers specified in each  
12 of the paragraphs of this Article II of these Articles of In-  
13 corporation shall, except as otherwise provided, in no wise be  
14 limited or restricted by reference or inference from the terms of  
15 any other clause or paragraph in this Article, or of any other  
16 provision of these Articles of Incorporation.

### ARTICLE III.

18 The corporation shall have perpetual existence.

## ARTICLE IV.

20 The location and post office address of the corporation's  
21 registered office and primary office of business shall be at 1203  
22 West Industrial Road, Nampa, Idaho 83651; the registered agent  
23 of the corporation is Gary R. Waddell of the same address.

## ARTICLE V.

25            Stock. The total authorized number of par value shares of  
26 stock is 100,000 shares. The aggregate par value of the total  
27 authorized number of par value shares is ONE HUNDRED THOUSAND  
28 DOLLARS (\$100,000.00).

## ARTICLE VI.

30 Directors. The number of directors constituting the initial  
31 Board of Directors is five and the names and addresses of the  
32 persons who are to serve as directors until the first annual

1 meeting of the shareholders or until their successors are elected  
2 and qualify are:

	<u>NAME</u>	<u>ADDRESS</u>
3		
4	Gary Ray Waddell	10124 Clarkson Place, Boise, Idaho
	Shannon Leroy Darrah	416 6th Ave. So., Nampa, Idaho
5	Kathleen Waddell	10124 Clarkson Place, Boise, Idaho
	Sarah Ellen Darrah	416 6th Ave. So., Nampa, Idaho
6	Ramona Chivers	1203 W. Industrial Rd., Nampa, Id.

## ARTICLE VII.

8        Incorporators. The name and address of each incorporator  
9 are:

10	<u>NAME</u>	<u>ADDRESS</u>
11	Gary R. Waddell Shannon L. Darrah	10124 Clarkson Place, Boise, Idaho 416 6th Ave. So., Nampa, Idaho
12	Kathleen Waddell Sarah E. Darrah	10124 Clarkson Place, Boise, Idaho 416 6th Ave. So., Nampa, Idaho

## ARTICLE VIII.

15        The Board of Directors shall consist of five (5) directors,  
16 but during their term of office, or thereafter, the number of  
17 directors may be increased or decreased from time to time as may  
18 be provided by the By-Laws; provided, however, that the number of  
19 directors constituting the Board of Directors shall not be less  
20 than three nor more than six. However, that where all of the  
21 shares of the corporation are owned beneficially and of record by  
22 either one or two stockholders, the number of directors may be  
23 less than three, but not less than the number of stockholders.

## ARTICLE IX.

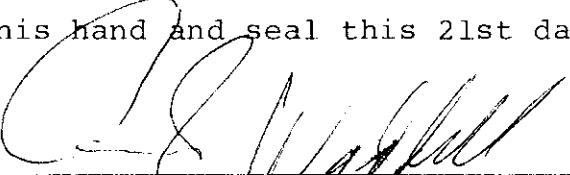
25 The Board of Directors, by a majority vote, shall have the  
26 power to adopt By-Laws, and to repeal and amend By-Laws.

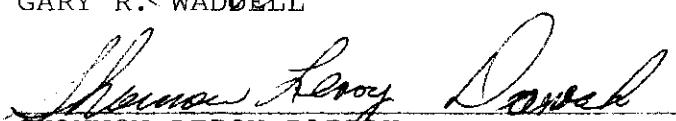
## ARTICLE X.

28                   No contract or other transaction between the corporation  
29 and any other corporation, whether or not a majority of the shares  
30 of the capital stock of such other corporation is owned by the  
31 corporation, and no act of the corporation shall be in any way  
32 affected or invalidated by the fact that any of the directors of

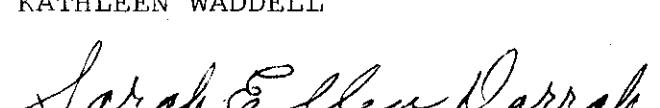
1 the corporation are pecuniarily or otherwise interested in, or are  
2 directors or officers of such other corporation; any director in-  
3 dividually, or any firm of which such director may be a member,  
4 may be a party to, or may be pecuniarily or otherwise interested  
5 in, any contract or transaction of the corporation, provided that  
6 the fact that he or such firm is so interested shall be disclosed  
7 or shall have been known to the Board of Directors; and the  
8 Director of the corporation who is also so interested, may be  
9 counted in determining the existence of a quorum at any meeting  
10 of the Board of Directors of the corporation which shall autho-  
11 rize such contract or transaction, with like force and effect as  
12 if he were not such director or officer of such corporation, or  
13 not so interested.

14 IN WITNESS WHEREOF, the undersigned incorporator of said  
15 corporation has hereunto set his hand and seal this 21st day of  
16 June, 1982.

17   
GARY R. WADDELL

18   
19 SHANNON LEROY DARRAH

20   
21 KATHLEEN WADDELL

22   
23 SARAH ELLEN DARRAH

25 STATE OF IDAHO )  
26 ) ss  
27 County of Canyon )

28 On this 21st day of June 1982, before me, the undersigned,  
29 a Notary Public in and for said State, personally appeared GARY R.  
30 WADDELL, SHANNON LEROY DARRAH, KATHLEEN WADDELL, SARA ELLEN DARRAH,  
31 known to me to be the persons whose names are subscribed to the  
32 foregoing 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.

32 (SEAL)

ARTICLES - 6

Notary Public for Idaho  
Residing at Nampa, Idaho