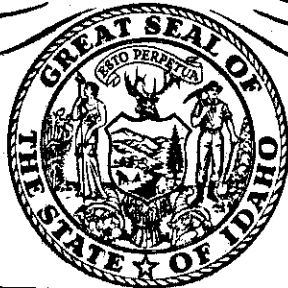


# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

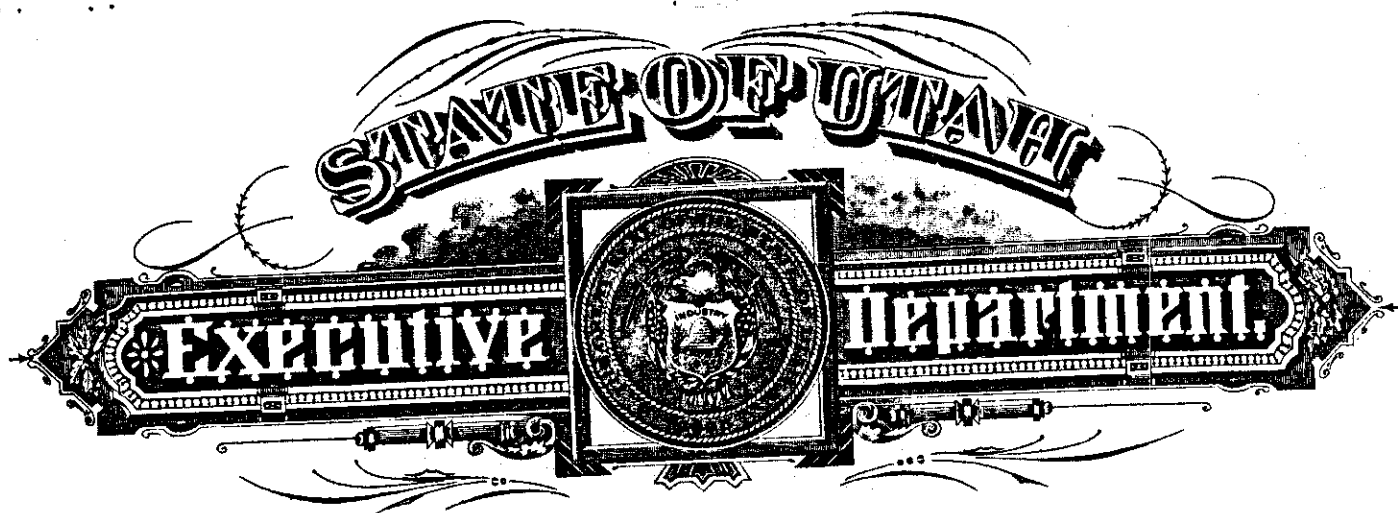
I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that  
**TURF EQUIPMENT CO.**

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-first** day of **September**, 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-first** day of **September**, 19 **61**, a designation of **H. Paul Mills** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **21st** day of **September**, A.D. 19 **61**.

Secretary of State.

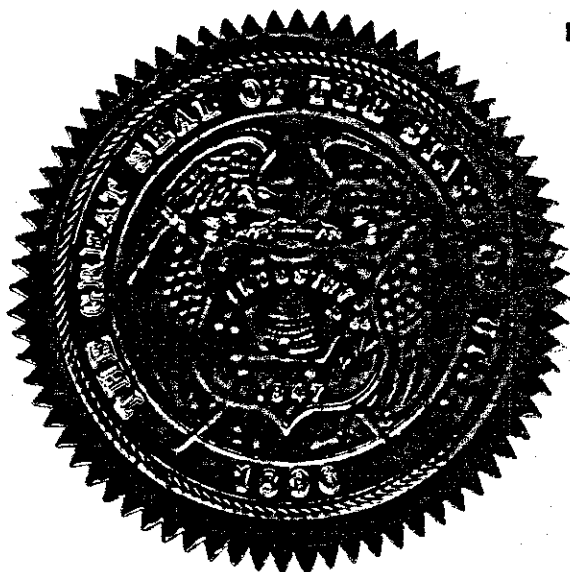


Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of Incorporation of \_\_\_\_\_

\_\_\_\_\_ TURF EQUIPMENT CO. \_\_\_\_\_

AS APPEARS \_\_\_\_\_ of record \_\_\_\_\_ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND  
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH  
AT SALT LAKE CITY, THIS \_\_\_\_\_ NINETEENTH \_\_\_\_\_ DAY OF  
\_\_\_\_\_ SEPTEMBER \_\_\_\_\_ 19 61 \_\_\_\_\_

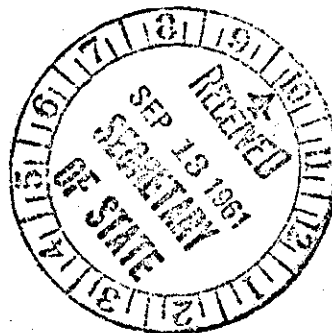
Lamont F. Toronto SECRETARY OF STATE  
BY Mendell L. Cottrell DEPUTY

38515

ARTICLES OF INCORPORATION

of

TURF EQUIPMENT CO.



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and to that end we hereby agree as follows:

ARTICLE I

CORPORATE NAME

The name of said corporation is TURF EQUIPMENT CO.

ARTICLE II

PLACE OF BUSINESS

The said corporation is organized, and the place of its general business shall be, at Salt Lake City, in the County of Salt Lake, State of Utah; and branch places of business may be established at such other place or places in this, or any other, state of the United States, as the Board of Directors may provide.

ARTICLE III

INCORPORATORS

NAMES

Howard W. Price,  
Ivan H. Howell,  
Oscar Hanson, Jr.,  
Eugene S. Maier,  
J. Heber Reese,  
Robert E. Mark,

RESIDENCES

Salt Lake City, Utah  
Salt Lake City, Utah  
Salt Lake City, Utah  
Salt Lake City, Utah  
Salt Lake City, Utah  
Salt Lake City, Utah

ARTICLE IV

PERIOD OF EXISTENCE

The time of the duration of this corporation is one hundred —(100) years, unless sooner dissolved or disincorporated pursuant to

law.

ARTICLE V  
PURSUIT AND BUSINESS OF CORPORATION

The pursuit and business of this corporation agreed upon is, in general terms, as follows:

(a) To purchase, lease or otherwise acquire, and to sell, lease or otherwise dispose of and deal in, and to store, clean, service, recondition and repair, power operated mowers, tractors, trimmers, edgers, rollers, sprayers, sweepers, tillers, cultivators, sod cutters and snow removers, as well as insecticides, fertilizers, peat moss, sprinklers, sprinkling systems, hose, plastic and other pipe, and all other machinery, appliances, equipment, apparatus and materials necessary, desirable, convenient or useful in connection with and/or for the purpose of planting, cultivating, improving and maintaining turf and lawns in or on parks, playgrounds, golf course fairways, stadiums, cemeteries, highways, and other places, and/or planting, cultivating and maintaining hedges and other types of vegetation.

(b) To purchase, lease or otherwise acquire, and to sell, lease or otherwise dispose of and deal in, and to store, service and repair golf cars, golf carts, and other golf course and playground equipment and appliances.

(c) To acquire by purchase, lease, exchange or otherwise, such improved or unimproved real property as may be deemed necessary or desirable for or in connection with any business or purpose of the corporation, and to sell, lease, exchange, mortgage or otherwise dispose of such real property.

(d) To act as agent, representative and/or distributor for the manufacture of any articles of merchandise.

(e) To subscribe for, purchase, lease, or otherwise acquire, and to sell, lease, or otherwise dispose of, personal property of every description, including the right to buy, sell, own, hold, pledge, or otherwise dispose of or be interested in the shares, notes, bonds, debentures, script and other evidences of indebtedness of any other corporation, whether domestic or foreign and whether now or hereafter incorporated, and while the owner of any such shares or property to exercise all rights of ownership, including the right to vote thereon, to the same extent as a natural person might do.

(f) To borrow or raise money for any purpose of the company; and to secure payment of the same and interest, or for any other lawful purpose, to mortgage all or any part of the property of the corporation now owned or hereafter acquired.

(g) The corporation may do any of the things hereinbefore enumerated for itself or for account of others; may make and perform contracts for doing any thereof; may carry on any business or operation deemed advantageous, incidental or accessory to any thereof or advantageous or profitable to the corporation; and generally may do anything that a natural person might lawfully do in connection with any of the said things; and shall have any and all other powers necessary and incidental to the carrying on of its said objects, purposes and businesses.

#### ARTICLE VI

##### AMOUNT OF CAPITAL STOCK

The limit of the capital stock of this corporation is hereby fixed at One Hundred Thousand (\$100,000.00) Dollars divided into One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each.

The certificates of stock shall be signed by the President and Secretary or Assistant Secretary, or, in the absence of the President, by any Vice-President and the Secretary or Assistant Secretary.

The Board of Directors may close the stock books of the corporation not more than fifteen days prior to the date of payment of any regular or special dividend; and the stockholders of record at the time of such closing shall be regarded by the corporation as the stockholders in fact for the purpose of receiving dividends.

The capital stock of this corporation is hereby expressly made non-assessable.

ARTICLE VII  
SUBSCRIPTIONS

The amount of stock each party hereto has subscribed for is as follows, to-wit:

<u>NAMES</u>	<u>NO. SHARES</u>	<u>AMOUNT</u>
Howard W. Price	1 share	\$ 100.00
Ivan H. Howell	1 share	100.00
Oscar Hanson, Jr.	1 share	100.00
Eugene S. Maier	1 share	100.00
J. Heber Reese	1 share	100.00
Robert E. Mark	1 share	100.00
Howard W. Price, Trustee	<u>344 shares</u>	<u>34,400.00</u>
Total,	350 shares	\$35,000.00

The remaining Six Hundred Fifty (650) shares of stock may be issued from time to time in such amounts and proportions but for not less than the par value thereof as the Board of Directors may determine, provided, however, that before issuing any of said unissued stock the Board of Directors shall afford to the then stockholders of this corporation an opportunity for a period of thirty (30) days to purchase their respective proportionate amounts of the unissued stock

proposed to be issued.

## ARTICLE VIII

### OFFICERS OF THE CORPORATION

The officers of this corporation shall consist of a Board of seven (7) directors; also a President, one or more Vice-Presidents, and a Secretary and Treasurer all of whom shall be members of said Board; each of which officers shall perform such duties and have such authority as usually appertains to such officers in similar associations, or as may be prescribed by the Board of Directors; provided, that the same person may hold more than one of such offices.

### QUALIFICATION OF OFFICERS

To be qualified, each officer must be the owner as shown by the books of the corporation, of at least one share of stock; and on the transfer of all of the stock of any officer so that such officer becomes ineligible, and upon a tender of such stock to the proper officer for transfer to the name of another, the officer shall thereupon instantaneously cease to be an officer and shall have no further power to bind this corporation by his act or acts.

### MANNER OF ELECTION

The Directors shall be elected by ballot, and the persons receiving the highest number of votes (provided such number shall represent a majority of all votes cast) shall be declared duly elected.

### TERM OF OFFICE

The term of office, except as to the first directors and officers, shall be one year, or until their successors are elected and qualified. At the annual meeting of the stockholders, the directors shall be elected; and within ten days after their election said directors shall elect from among their number a President, one or more Vice-Presidents, and a Secretary and a Treasurer.

### RESIGNATION OF OFFICERS

Any officer may resign by filing his written resignation with

the Secretary of the company or, in case of the resignation of the Secretary, with the president or any Vice-President of the company; and upon acceptance thereof by the Board of Directors, the resignation shall become effective. In case the Board of Directors shall neglect to act upon such resignation within twenty days after its receipt, the resignation shall become effective, and the office shall be deemed vacant.

#### REMOVAL OF OFFICERS

Officers of this corporation may be removed in the manner provided by the laws of the State of Utah for the removal of such officers.

#### VACANCIES

In case of the death, disability or resignation of one or more of the officers or directors of the company, the remaining directors, although less than a quorum, shall fill the vacancies for the unexpired term.

#### FIRST OFFICERS

Until the first annual meeting of the stockholders of the corporation, and until their successors are elected and qualified, the following named persons shall be Directors of the corporation: Howard W. Price, Ivan H. Howell, Oscar Hanson, Jr., Eugene S. Maier, J. Heber Reese, and Robert E. Mark; the said Howard W. Price shall be President, the said Ivan H. Howell shall be Vice-President, the said Eugene S. Maier shall be Secretary, and the said J. Heber Reese shall be Treasurer.

#### OTHER APPOINTMENTS

The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint an Assistant Secretary and an Assistant Treasurer, neither of whom need be a director, and such other officers or committees as they deem advisable, who shall have such powers and exercise such discretion as may be conferred upon them.



ARTICLE IX  
DIRECTORS  
MEETINGS

Meetings of the Board of Directors for the transaction of any business of the corporation may be held at such places outside of this State, or elsewhere within this State other than at its principal office, as the Directors may by resolution or By-Laws provide.

The Board of Directors may establish stated meetings to be held in Salt Lake City, Utah, or elsewhere, at such times and at such places as it may determine and, after due notice to each member of the Board of Directors of the establishment of the time and place of such stated meetings, no further notice need be given of such meetings.

In carrying on the business of the corporation, the Board of Directors is hereby expressly authorized and empowered to sell, exchange, mortgage or otherwise dispose of or encumber, any or all of its property, upon such terms and conditions as said Board may deem just and proper, without previous authorization or subsequent ratification by the stockholders.

QUORUM

Four members of the Board of Directors shall constitute a quorum, and a majority of such quorum is authorized to transact the business and exercise the corporate powers of the corporation.

ARTICLE X  
STOCKHOLDERS OF THE CORPORATION  
VOTING RIGHTS

At all meetings of the stockholders, each holder of stock shall be entitled to one vote for each share of stock which he or she may have in his or her own right, or held by him or her in trust for others as shown by the books of the corporation, and such votes

may be given in person or by an authorized agent or proxy.

#### STOCK REPRESENTATION

A representation of a majority of the outstanding stock of the corporation entitled to vote, as shown by the books of the company, shall be requisite to the holding of any general or special meeting of the stockholders, and a majority of the votes cast by said stock so represented shall be necessary to determine any question or election. Should a majority of the outstanding stock of the corporation entitled to vote not be represented at any regular or special meeting of the stockholders, such meeting may be adjourned by the stockholders present or represented at such meeting, from time to time without notice, until the representation of the requisite amount of stock is secured.

#### ANNUAL MEETINGS

The first annual meeting of the stockholders for the election of a Board of Directors, and the transaction of such other business as may properly come before said meeting, shall be held at the office of the company, in Salt Lake City, State of Utah, on the first Wednesday in April, 1962 at the hour of five-thirty o'clock in the afternoon and annually thereafter at the same time and place.

#### SPECIAL MEETINGS

Special meetings of the stockholders shall be called in the manner provided by law, and shall be held at the office of the company in Salt Lake City, Utah. When special meetings of the stockholders are called, the object and purpose thereof shall be specifically set forth in the notice thereof.

#### NOTICE OF MEETINGS

No notice need be given of any annual or stated meetings of the stockholders. Notice of special meetings of the stockholders shall be given by mailing a copy of such notice to each stockholder at his last known address as shown by the books of the company with postage thereon fully prepaid, at least five days prior to the date

of such meeting.

ARTICLE XI

The private property of the stockholders of this corporation shall not be liable for the debts or obligations of the company.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13th day of September, A. D. 1961.

Howard White (Seal)

John H. Howell (Seal)

William H. Howell (Seal)

Eugene J. Maier (Seal)

J. Peter Reese (Seal)

Robert E. Clark (Seal)

STATE OF UTAH )  
COUNTY OF SALT LAKE )

ss.

Howard W. Price, Eugene S. Maier, and J. Heber Reese, being first duly sworn each for himself says:

That he is one of the incorporators named in and who subscribed the foregoing Articles of Incorporation; that it is the bona fide intention of the parties to said agreement, and of deponents, to commence and carry on the business mentioned in said agreement.

And deponents further say that each party to said agreement has paid or is able to pay and will pay the amount of the capital stock subscribed for by him; and that at least ten per cent of the stock subscribed for by each stockholder and not less than ten per cent of the total authorized capital stock of this corporation has been paid in.

Howard W. Price

Eugene S. Maier

J. Heber Reese

Subscribed and sworn to before me this 13th day of September, A. D. 1961.

Mabel B. Daniels  
Notary Public

Residing at Salt Lake City, Utah.

My Commission Expires:

Jan. 9, 1962