



**CERTIFICATE OF INCORPORATION
OF**

J.R. MACHINE AND EQUIPMENT, 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 the above named corporation, 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: **September 14, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

J.R. MACHINE AND EQUIPMENT, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age, citizens of the United States of America, and residents thereof, do hereby voluntarily associate ourselves for the purpose of forming a corporation, in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, do hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation shall be J.R. MACHINE AND EQUIPMENT, INC. The registered agent shall be JERRY J. ROEDER, whose address is 2604 Grangemont Road.

ARTICLE II

LOCATION AND OFFICE ADDRESS

The principal office for the transaction of business of this corporation is to be located in the City of Orofino, State of Idaho, at 2363 Grangemont Road, Orofino, Idaho 83544. The mailing address of the Corporation is P.O. Box 1834, Orofino, Idaho 83544.

ARTICLE III

DURATION

The term of existence of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV

PURPOSE

The purposes for which this corporation is formed are and shall be:

1. To carry on and conduct a general machinery and equipment repair business including repair and maintenance of all types of equipment, machinery, and motor vehicles, of every type, nature or description.
2. To manufacture, buy, sell, rent, store, prepare and care for motor vehicles, equipment and machinery of all kinds, their parts, accessories, supplies, tools, equipment and all other personal property of every kind and description.
3. To buy, sell, trade, manufacture, deal in and deal with goods, wares, and merchandise of every kind and nature, and in order to carry on the business of sales and service of

machinery, equipment, and motor vehicles; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as is necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

4. To establish, purchase, lease as lessee, or otherwise acquire, own, operate and maintain, permits and licenses for the purpose of operating the business activities of the corporation and providing the services set forth above, all in furtherance of such activity.
5. To establish, purchase, lease as lessee, or otherwise acquire, own, operate and maintain, sell, mortgage, deed and trust, lease as lessor or otherwise dispose of equipment, machinery and motor vehicles, together with real and personal property of any type or nature necessary to carry on and conduct the business activities of the corporation wherever the same may be situated.

6. To create, manufacture, market and distribute, goods, services, or rights which are now, or shall be in the future, subject to being copyrighted or patented; to sell, at wholesale or retail, all goods and services of whatever type or nature, used in conjunction with or in furtherance of the business activity of the corporation.
7. To finance the sale, lease or purchase of any and all items hereinabove specified, and to purchase existing contracts for the same thereof.
8. To invest in and speculate in stocks, bonds, and debentures, whether public or private, and any and all other items evidencing indebtedness, whether private, partnership, or corporate.
9. To engage in the purchase, lease or sale of real estate for speculative purposes, including the realization of pecuniary profit, and the operation of any and all legitimate business activity on said real estate, and to execute contracts or receive assignments of contracts relating to this or any other purpose set forth above.

ARTICLE V

POWER

This corporation shall have the power, authority, and capacity as follows:

- A. It shall have the capacity to act possessed by natural persons, but it shall have the authority to perform only such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law;
- B. Without limiting or enlarging the grant of authority contained in subdivision 1, Section 30-114, Idaho Code, it is hereby provided that such corporation shall have authority:
 - 1. To have succession by its corporate name for the time stated in these Articles of Incorporation, and when no period is limited, perpetually.
 - 2. To sue and be sued, appear, complain and defend in any court of law of equity, or before any board, commission or tribunal.
 - 3. To have and use a corporate seal which may be altered at pleasure.
 - 4. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any

rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

5. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.
6. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars (\$20.00) for any one offense.
7. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.
8. To enter into contracts or obligations of any

type or kind essential, necessary, or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

9. To conduct business in this State and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this State, provided such powers are included within the objects set forth in its Articles of Incorporation.

10. To do all acts as are necessary and expedient to accomplish its stated purposes.

ARTICLE VI

AMOUNT OF CAPITAL STOCK

The total authorized number of shares of stock is One Thousand (1,000). Each share shall have a par value of One Hundred Dollars (\$100.00). The aggregate par value of the total authorized stock is One Hundred Thousand Dollars (\$100,000.00). Each share shall be common stock, there shall be no preferred stock, and each share shall have one (1) vote.

ARTICLE VII

VOTING RIGHTS

1. CUMULATIVE VOTING - At all elections of the directors of this corporation, each shareholder

shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may distribute them among the number of directors to be voted for, or any two or more of them, as he may see fit.

2. PROXY VOTING - In all elections for directors or managers of this corporation every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him, and such directors or managers shall not be elected in any other manner.

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATORS

The name and post office address of each of the incorporators and the number of shares of stock subscribed to by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>SHARES</u>
JESSE D. ROEDER	2604 Grangemont Road Orofino, Idaho 83544	1
JERRY J. ROEDER	2604 Grangemont Road Orofino, Idaho 83544	1
SHANNA L. ROEDER	2604 Grangemont Road Orofino, Idaho 83544	1

ARTICLE IX

PREEMPTIVE RIGHTS

The holders of shares of stock of this corporation shall, upon the sale by authorization of the corporation for cash or shares of the same class, have the right, during a reasonable time to be fixed therefore by the Board of Directors but at not less than par for par value shares.

ARTICLE X

DIRECTORS

This corporation shall have a minimum of two (2) directors, who shall at all times be citizens of the United States of America; the names and addresses of the said directors who shall manage the business of the corporation until the first shareholder's meeting are:

<u>NAME</u>	<u>ESIDENCE ADDRESS</u>	<u>SHARES</u>
JESSE D. ROEDER	2604 Grangemont Road Orofino, Idaho 83544	1
JERRY J. ROEDER	2604 Grangemont Road Orofino, Idaho 83544	1
SHANNA L. ROEDER	2604 Grangemont Road Orofino, Idaho 83544	1

ARTICLE XI

UNISSUED STOCK

Any unissued shares herein authorized or hereafter increased or created, may be issued from time to time by the corporation

for any purpose by the Board of Directors of the corporation in such manner, amounts, and proportions, and for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

The stockholders of the corporation shall have the power to include in the by-laws, adopted by a majority of stockholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its stockholders. Or, in the event of death of any of its stockholders, the manner and form as well as the relevant terms, conditions, and details thereof, shall be determined by the stockholders of the corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer will be made only after the same shall have been approved at a stockholders' meeting especially called for such purpose. In any proposed

sale or transfer of stock by any stockholder, the corporation shall be given the option of first refusal to purchase such shares at a price that may be fixed therefore by the Board of Directors but at not less than par.

ARTICLE XIII

PROVISIONS FOR BY-LAWS AND AMENDMENT THEREOF

This corporation shall be governed by a duly adopted code of by-laws, which by-laws shall not be inconsistent with the provisions of the laws of the State of Idaho or the Certificate of Incorporation. At any shareholders' meeting a majority of the outstanding shares of this corporation is required to amend these by-laws.

ARTICLE XIV

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefore.

IN WITNESS WHEREOF, we the subscribed have executed these Articles of Incorporation this 9th day of August, 1988.

Jesse D. Roeder
JESSE D. ROEDER

Jerry J. Roeder
JERRY J. ROEDER

Shanna L. Roeder
SHANNA L. ROEDER

STATE OF IDAHO)
 ss.
County of Clearwater)

On this 9th day of August, 1988, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JESSE D. ROEDER, JERRY J. ROEDER and SHANNA L. ROEDER, known to me to be the persons whose names are subscribed to the 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.

June J. Greene
Notary Public in and for the
State of Idaho, residing at
Orofino, therein.