

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

**COEUR D'ALENE TRACTOR CO.**

was filed in the office of the Secretary of State on the **20th** day of **April** A.D. One Thousand Nine Hundred **Fifty-four** and duly recorded on Film No. **85** 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

**Coeur d'Alene** in the County of **Kootenai**

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

**20th** day of **April,**

A.D., 19 **54** .

Secretary of State.

ARTICLES OF INCORPORATION

OF THE

"COEUR D'ALENE TRACTOR CO."

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, full-aged citizens of the United States and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and to that end we do hereby certify and adopt the following Articles of Incorporation:

FIRST: The name of this corporation is "COEUR D'ALENE TRACTOR CO."

SECOND: The location and post office address of the principal office of this corporation within the State of Idaho, subject to change by the board of directors is - 2103 North Fourth Street, in the City of Coeur d' Alene, County of Kootenai, State of Idaho; that other offices of the corporation may be established and maintained within or without the State of Idaho, at such places as the board of directors may designate; where meetings of stockholders and directors may be held and corporate business transacted.

THIRD: The objects and purposes for which this corporation is formed, the nature of the business proposed to be transacted and conducted by it, and its powers are or shall be:

a. To engage in, carrying on and conduct generally the business of marketing, manufacturing, assembling, servicing, constructing, repairing, dealing in, renting, storing and caring for machinery, equipment, motorized vehicles, conveyances, appliances, implements, tools, structures, and plants of any and all nature, kind and description whatever and in connection therewith to acquire by purchase or otherwise, hold, improve and utilize any and all kinds of real and personal property necessary, convenient or useful in carrying on said business and to do any and all things necessary, convenient or believed by the directors or officers of this corporation advisable in the conduct and carrying on of said business;

- b. To have possession by its corporate name perpetually or until dissolved and its affairs wound up according to law;
- c. To sue and be sued in any court of law or equity;
- d. To make all manner of contracts and to adopt for use a corporate seal;
- e. To take, hold, use, and improve and to sell, lease, rent, pledge, mortgage or otherwise dispose of or encumber any and all classes of property whatsoever; to purchase or acquire from any of its directors or stockholders any properties, interests, shares or stocks or other assets which the board of directors may deem it advisable to acquire and to pay for the same in the stock of the corporation or by cash or transfer of property of the corporation; the power to hold real and personal property shall include the power to take the same by devise or bequest in this state or in any other state, territory or country;
- f. To appoint such officers, agents, as the affairs of the corporation may seem to require and to allow them suitable compensation;
- g. To make By-laws not inconsistent with the constitution and laws of the United States or this State and for the management, regulation and government of its affairs and property and for the transfer of its stock, the transactions of its business and the calling and holding of meetings of its directors and stockholders;
- h. To wind up and dissolve itself or to be wound up and dissolved in the manner provided by law;
- i. To borrow money and contract debts when necessary or convenient for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose; and to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at specific time or times or payable upon the happening of a specified event or events, secured by mortgage, pledge or otherwise or unsecured for money borrowed or in the payment for property purchased or acquired or for any other lawful object;

j. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of stock or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote thereon;

k. To purchase, hold, sell and transfer shares of its own capital stock and use therefor its capital, capital surplus, surplus or other property or funds; provided that the corporation shall not use the funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of computing any stockholders' quorum or vote;

l. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these articles of incorporation or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and in general, to carry on any business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these articles of incorporation or any amendment thereof;

**FOURTH:** The authorized capital stock of this corporation shall be One Hundred Thousand (\$100,000.00) Dollars consisting of one hundred thousand (100,000) shares of common stock having a par value of One (\$1.00) Dollar per share; said stock shall be non-assessable;

**FIFTH:** The period of existence and duration of the life of this corporation shall be perpetual;

**SIXTH:** The affairs of the corporation shall be conducted by a board of directors which shall consist of not less than three (3) persons and not more than seven (7)

persons as the stockholders may direct; such board of directors shall be elected at the annual meeting of the stockholders and such directors shall hold office for one (1) year or until their respective successors are elected and qualified. Until the first annual meeting and until their successors are elected and qualified the following named persons shall constitute the board of directors, to-wit:

JACK W. ADAMS	Coeur d' Alene, Idaho
MINA C. ADAMS	Coeur d' Alene, Idaho
ERVIN PAUL WHEELER	Coeur d' Alene, Idaho.

The board of directors shall have power to fill vacancies occurring in their number. Directors shall be stockholders in this corporation.

The said board of directors shall elect annually immediately following the annual meeting of stockholders, a president, one or more vice-presidents, a secretary and a treasurer of this corporation. Said last two offices may be combined in the same person. The officers so elected shall hold office for a period of one year or until their successors are elected and qualified. Only the president and vice-president need be stockholders and members of the board of directors of this corporation;

SEVENTH: The names and post office addresses of each of the incorporators and the number of shares of stock of this corporation hereby subscribed for by each of said incorporators are as follows:

JACK W. ADAMS	ten (10) shares	Coeur d' Alene, Idaho
MINA C. ADAMS	ten (10) shares	Coeur d' Alene, Idaho
ERVIN PAUL WHEELER	ten (10) shares	Coeur d' Alene, Idaho.

IN WITNESS WHEREOF we have hereunto set our hands this 15<sup>th</sup> day of April, 1954.

Jack W. Adams  
Coeur d' Alene, Idaho

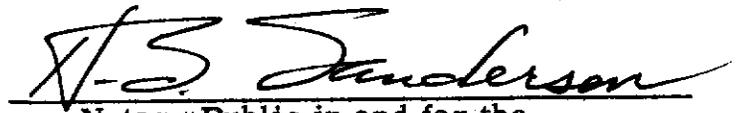
Miss C. Adams  
Coeur d' Alene, Idaho

Ervin P. Wheeler  
Coeur d' Alene, Idaho.

STATE OF IDAHO )  
 )  
County of Kootenai )

On this 15<sup>th</sup> day of April, 1954, before me the undersigned Notary Public, in and for the State aforesaid, personally appeared JACK W. ADAMS, MINA C. ADAMS and ERVIN PAUL WHEELER, known to me to be the same persons whose names are subscribed to the within instrument and they duly acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Coeur d' Alene, Idaho, the day and year in this certificate first above written.

  
Notary Public in and for the  
State of Idaho, residing at:  
Coeur d' Alene, Idaho. ✓

My Commission Expires:

Dec. 1955