

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

GILBERT REPAIR & FARM EQUIPMENT COMPANY, INC.

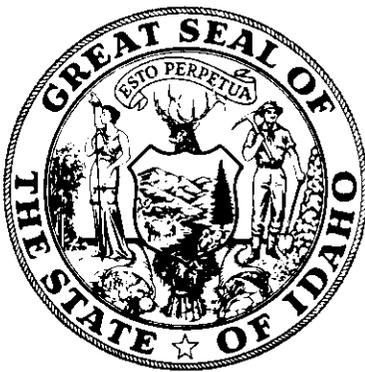
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GILBERT REPAIR & FARM 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: **January 29, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

GILBERT REPAIR & FARM EQUIPMENT COMPANY, INC.

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: GILBERT REPAIR & FARM EQUIPMENT COMPANY, INC. and is organized at Preston, Franklin County, Idaho.

ARTICLE II

DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

ARTICLE III

PURPOSE AND POWERS

The purpose and powers of this corporation are as follows:

(a) To repair, construct, buy, sell, license, lease, deal in and deal with machinery of every kind and description, and articles of every nature, and more particularly agricultural machinery, farm machinery, dairy machinery, elevating and conveying machinery, transmission

machinery, and all parts thereof, and for the better attainment for the general purposes thus indicated, to purchase, lease, hold and convey all necessary property, real or personal wheresoever the same may be situated.

(b) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing of all types of new and used vehicles and any parts and accessories used in connection therewith, and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies for all types of motor vehicles.

(c) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the corporation.

(d) To engage in any business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be: Route 1, Preston, Idaho 83263, and the initial registered agent shall be: DALLAS H. GILBERT.

A place of business and branch offices for the conducting or carrying on of any portion of business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

ARTICLE V

AUTHORIZED SHARES

The capital stock of the corporation shall amount to Two Hundred Fifty Thousand Dollars (\$250,000.00). The capital stock of the corporation shall be divided into two hundred fifty (250) shares of Common Stock at One Thousand dollars (\$1,000.00) per value. At such time as the Board of Directors may by resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be

issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

ARTICLE VI

INCORPORATORS

The name and post office address of each of the incorporators are as follows:

DALLAS H. GILBERT
Route 1
Preston, Idaho 83263

JOYCE S. GILBERT
Route 1
Preston, Idaho 83263

D. CLYDE GILBERT
233 North Second East
Preston, Idaho 83263

MARK E. GILBERT
Rt. 1
Preston, Idaho 83263

ARTICLE VII

BOARD OF DIRECTORS

The name and post office address of each of the proposed members of the initial Board of Directors are as

follows:

<u>NAME</u>	<u>ADDRESS</u>
DALLAS H. GILBERT	Route 1 Preston, Idaho 83263
JOYCE S. GILBERT	Route 1 Preston, Idaho 83263
D. CLYDE GILBERT	233 North Second East Preston, Idaho 83263
MARK E. GILBERT	Route 1 Preston, Idaho 83263

ARTICLE VIII

CORPORATE AFFAIRS

The method and manner of holding directors' meetings and stockholders meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-laws of the corporation and by the laws of the State of Idaho.

ARTICLE IX

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE X

AMENDMENTS TO BY-LAWS

The board of directors may repeal and amend the

By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, we hereunto set our hands and seals this 19th day of November, 1984.

Dallas H. Gilbert
DALLAS H. GILBERT

Joyce S. Gilbert
JOYCE S. GILBERT

D. Clyde Gilbert
D. CLYDE GILBERT

Mark E. Gilbert
MARK E. GILBERT

STATE OF IDAHO)
)
County of Franklin)

On this 19th day of November, 1984,
before me, the undersigned, a Notary Public in and for
said state, personally appeared DALLAS H. GILBERT, JOYCE
S. GILBERT, D. CLYDE GILBERT, and MARK E. GILBERT, known
to me to be the persons whose names are subscribed to the
foregoing instrument and acknowledged to me that they
executed the same.

[Signature]
NOTARY PUBLIC for the State of Idaho
Residing at Preston, Idaho