



CERTIFICATE OF INCORPORATION
OF

TRI-CIRCLE, INC.

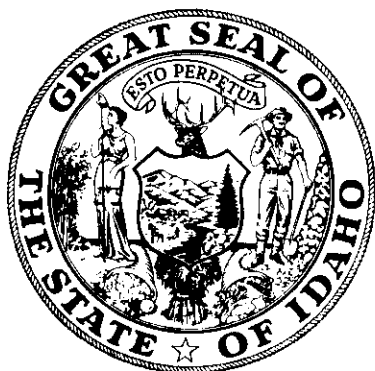
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TRI-CIRCLE, 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 September 17, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

SEP 17 AM 10:00

ARTICLES OF INCORPORATION
OF SECRETARY OF
STATE

TRI-CIRCLE, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, all citizens of the United States of America, each being over the age of 18 years, do hereby associate ourselves together for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following Articles, and do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME OF CORPORATION: The name of the Corporation shall be: TRI-CIRCLE, INC.

ARTICLE 2: PURPOSES: The Corporation is organized under the Idaho Business Corporations Act primarily to manufacture, install, purchase, sell, trade in and lease irrigation equipment and apparatus, farming and agricultural machinery, tools, apparatus, equipment and supplies of all kinds and to do all things incident and necessary thereto.

The corporation is also organized for such other lawful purpose or purposes as may be determined from time to time by the Board of Directors.

ARTICLE 3: TERM: The corporation is to have perpetual existence.

ARTICLE 4: REGISTERED OFFICE & REGISTERED AGENT: The registered office of the corporation shall be located at Highway 24, Rupert,, Idaho, 83350. The registered agent for the corporation shall be Michael F. Kechter, 232 Pleasant Way, Rupert, Idaho, 83350,, whose business office is identical with the registered office of the corporation.

ARTICLE 5: CORPORATE STOCK: The total number of shares which the corporation is authorized to issue is 2,500 shares without par value. The Board of Directors may from time to time

1 fix the consideration for which such shares shall be issued and
2 sold, provided they may not be issued or sold at a value less than
3 par. The capital stock when fully paid, shall be nonassessable,
4 shall be one class of which all shall be voting. Voting of the
5 stock shall be cumulative.

6 ARTICLE 6: INCORPORATORS: The names and post office
7 addresses of the incorporators:

8 Michael F. Kechter
9 232 Pleasant Way
Rupert, Idaho 83350

10 Robert G. Murdock
11 1911 Q Street
Heyburn, Idaho 83336

12
13 ARTICLE 7: DIRECTORS: The initial Board of Directors
14 shall consist of two (2) Directors who shall be:

15 Michael F. Kechter
16 Robert G. Murdock.

17 The initial Board of Directors shall serve until the first annual
18 meeting of the shareholders at which time their successors shall
19 be elected and qualified. The By-Laws shall specify the number of
20 Directors for the corporation to be elected at the first annual
21 meeting of shareholders, and thereafter.

22 ARTICLE 8: CONTRACTS: No contract or other transaction
23 between the corporation or any other corporation, whether or not a
24 majority of the shares of capital stock of such other corporation
25 is owned by the corporation, and no act of the corporation shall
26 be in any way affected or invalidated by the fact that any of the
27 directors of the corporation are pecuniarily or otherwise inter-
28 ested in or are directors or officers of such other corporation.
29 Any director individually may be a party to or may be pecuniarily
30 or otherwise interested in a contract or transaction of the
31 corporation and any directors of the corporation who are so
32 interested may be counted in determining the existence of a quorum

1 at any meeting of the Board of Directors of the Corporation shall
2 authorize such contract or transaction and may vote thereon to
3 authorize such contract or transaction with the same right, force
4 and effect as if he were not such director or officer of such
5 corporation and not so interested therein. The same shall apply
6 if any officer or director of this corporation shall be interested
7 in any other form of business entity dealing with this corpor-
8 ation.

9 IN WITNESS WHEREOF, we have executed these Articles of
10 Incorporation this 16th day of September, 1981.

12 Michael F. Kechter
Michael F. Kechter

14 Robert G. Murdock
Robert G. Murdock

15 STATE OF IDAHO)
16) ss
17 County of Cassia)

18 On this 16 day of Sept., 1981, before me, the
19 undersigned, a Notary Public in and for said State, personally
20 appeared MICHAEL F. KECHTER and ROBERT G. MURDOCK, known to me to
be the persons whose names are subscribed to the within instru-
ment, and acknowledged to me that they executed the same.

21 IN WITNESS WHEREOF, I have hereunto set my hand and
22 affixed my official seal, the day and year in this certificate
23 first above written.

24 E. Brent Hall
Notary Public for Idaho
Residing at Burley