

CERTIFICATE OF INCORPORATION  
OF

PRATT MANUFACTURING, 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 \_\_\_\_\_

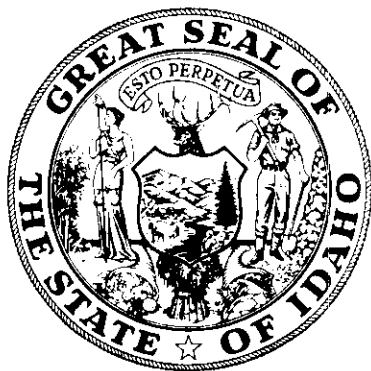
PRATT MANUFACTURING, INC.

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: March 31,

32



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
PRATT MANUFACTURING, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all bona fide citizens of the United States of America, over the age of eighteen years, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves, and such other persons as may hereafter become associated with us, into a body politic and corporate, and to that end execute the following ARTICLES OF INCORPORATION, and we hereby set forth and declare as follows:

I

The name of this corporation is, and shall be, PRATT MANUFACTURING, INC. The registered office shall be P. O. Box 197, Aberdeen, Bingham County, Idaho, 83210, and the registered agent shall be Leslie Pratt with the same address as the registered office.

II

This corporation shall have perpetual existence.

III

That the principal place of business and office of this corporation shall be P. O. Box 197, Bingham County, Aberdeen, Idaho, and that other offices for the transaction of the business of the corporation shall be established by the Board of Directors from time to time, both within and outside of the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principal office or at such other places as the By-Laws shall provide.

ARTICLES OF INCORPORATION

#### IV

The purposes for which this corporation is formed are as follows:

(a) To act as principal agent, or broker, and on commission or otherwise; to buy, sell exchange, lease, let, grant, or take license in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind corporal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze and wreck buildings, structures, and works of all kinds, materials and supplies; to advance loans secured by mortgages, or other liens on real estate; to act as loan broker; generally to do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments. Further, to engage in any and all lawful activities permitted by the State of Idaho, and specifically not limiting such business to purely a real estate agency and brokerage.

(b) To own, rent, lease or maintain any building or buildings necessary for the housing and carrying on of the purposes of said corporation.

(c) To own, rent, lease or maintain any and all personal property incidental to the carrying on of the purposes of the corporation.

(d) To acquire, own, hold, sell, lease, purchase, mortgage, or otherwise dispose of any property, real or personal, necessary to the operation of PRATT MANUFACTURING, INC.

(e) To deal in its own corporate stock, borrow money, contract debts, make contracts and to exercise any and all such powers as a natural person can lawfully make, do, perform or exercise, which may be necessary, convenient, or expedient for the accomplishment of any of its objectives or purposes, provided the same shall not be inconsistent with the laws of the State of Idaho, and that the end enumeration of such powers shall not be deemed conclusive. Such corporation shall also have the power to own and acquire real and personal property of any and all descriptions necessary to the convenient carrying on of its business.

(f) To manufacture, design, process, repair, construct, distribute, buy, sell and generally deal in rock pickers, potato diggers and farm machinery of all kinds, character, and description, and all parts,

accessories, and incidentals connected therewith, together with all equipment incidental or necessary thereto.

(g) In the purchase or acquisition of property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured instruments by mortgage, pledge, deed of trust or otherwise.

(h) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body politic and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.

(i) In general, but in connection with the foregoing, the company may carry on any other business and have and exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the law of said State; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company.

#### V

The corporate powers, business and property of the company shall be exercised, conducted and controlled by a board of directors, who shall be elected by the stockholders in accordance with the By-Laws, and who shall have the power to repeal, amend and adopt new by-laws of and for the company, and to hold their meetings pursuant to the provisions of the By-Laws, and at such places and at such times as the said Board of Directors may, by resolution, direct, or by act of the Board fix, both within and outside of the State of Idaho.

The Board of Directors shall consist of Leslie Pratt, President; Larry Elliott as Vice-President; and L. Allan Pratt, Secretary-Treasurer, all with the addresses as set forth in Paragraph VIII of the Articles.

VI

That the amount of the authorized capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00) divided into five hundred shares of the par value of One Hundred Dollars (\$100.00) per share.

VII

That the amount of said capital stock, i.e., Fifty Thousand Shares shall be non-assessable, all common, one class, non-voting shares.

VIII

That the amount of said capital stock that has been actually subscribed is three shares, and the names and addresses of the persons who have subscribed therefor and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
Leslie Pratt	Aberdeen, Idaho	1
L. Allan Pratt	Aberdeen, Idaho	1
Larry Elliott	Aberdeen, Idaho	1

That the foregoing named incorporators are all persons of full age, and fully competent, and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this \_\_\_\_ day of February, 1981.

 (SEAL)  
LESLIE PRATT

 (SEAL)  
L. ALLAN PRATT

 (SEAL)  
LARRY ELLIOTT

STATE OF IDAHO            )  
                                  : ss  
COUNTY OF BINGHAM )

On this 29th day of March, 1982, before me, a Notary Public in and for the State of Idaho, personally appeared LESLIE PRATT, L. ALLAN PRATT and LARRY ELLIOTT, known to me to be the persons whose names are subscribed to the within 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.

(SEAL)

7-7-82

Larone L. Warner  
NOTARY PUBLIC for Idaho  
Residing at: Aberdeen