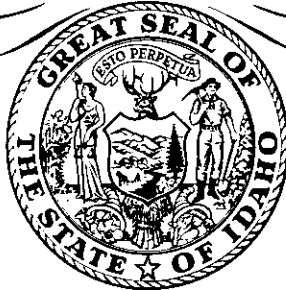


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**EMPIRE MACHINERY & SALES CO.**

was filed in the office of the Secretary of State on the **First** day  
of **November**, A.D. One Thousand Nine Hundred **Sixty-two** and  
duly recorded on Film No. **121** 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

**Fifty years** 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 **1st** day of **November**,  
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION  
of  
EMPIRE MACHINERY & SALES CO.

We, the undersigned, all citizens of the United States of America, of legal age and subscribers to shares of the corporation to be organized pursuant hereto, for the purposes of forming a corporation under the laws of the State of Idaho, do hereby adopt the following

ARTICLES OF INCORPORATION

I.

The name of the proposed corporation is **EMPIRE MACHINERY & SALES CO.**

II.

The purposes of this corporation are:

To engage in a general machinery business; to manufacture, buy, sell, export, import, lease, rent, distribute, repair, install, operate, exchange and generally deal in machinery and equipment of all kinds and descriptions and to act as agent for others for all or any of said purposes;

To process, deal in, manufacture, install, store, handle, transport or otherwise work in or with building materials of all kinds, useful in, necessary to or convenient for building, construction, engineering and maintenance;

To issue stocks and/or bonds, to raise necessary capital to carry out the effect hereof; to buy, sell, lease, mortgage, pledge and hypothecate, or in any other way to encumber real and/or personal properties; to borrow money; to buy, sell, trade or in any way deal with stock of this corporation or of any other corporation;

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of

the objects hereinbefore set forth and to exercise all the powers granted by the provisions of Chapter 30-114, Idaho Code, and to do, act and perform all of said powers for the purposes of carrying out the intent and objectives of this corporation.

III.

The duration of this corporation shall be fifty years.

IV.

The location and post office address of the registered office of this corporation in this state is P. O. Box 1241, Coeur d'Alene, Kootenai County, Idaho.

V.

The total authorized number of shares is fifty (50) having a par value of \$100 each. The aggregate par value of the total authorized number of par value shares is \$5,000, all common stock.

VI.

The holders of shares of the corporation's stock shall have the first right, during a reasonable time to be fixed by the board of directors, to purchase shares authorized for sale by the corporation, in proportion to their respective holdings of shares, at a price to be fixed by the board of directors, but to be not less than par value.

VII.

The name and address of each of the incorporators and the number and class of shares for which each subscribes is as follows:

	<u>No. of Shares Common Stock</u>
D. B. Downing Coeur d'Alene, Idaho	18
Louise L. Downing Coeur d'Alene, Idaho	7
E/ E. Washburn Portland, Oregon	25

## VIII.

The following provisions are adopted for the purpose of further defining, limiting and regulating the business of the corporation, its directors and stockholders:

(a) Both stockholders and directors shall have power, if the by-laws provide, to hold their meetings within or without the State of Idaho, to have one or more offices in addition to the principal office at Huetter, Kootenai County, Idaho, and to keep the books of the corporation (subject to statutory provisions) outside the State of Idaho at such places as they may from time to time designate.

(b) The board of directors is expressly authorized, without the assent of the shareholders, to make, alter, amend and rescind the by-laws of the corporation; provided, however, that it is not empowered to alter, amend or rescind any by-laws relative to the number of directors of this corporation, their qualifications, the method and manner of voting for their selection, the terms of their offices or their compensation and shall not abrogate the shareholders' rights to exclusive control of these matters.

(c) Additional powers may be conferred upon the board of directors of the corporation from time to time by its by-laws or by vote of a majority of the stockholders at a regular or special meeting called for that purpose, and any powers so given may be revoked in the same manner, except insofar as they may have been exercised before revocation.

(d) Directors and officers of the corporation need not be residents of the State of Idaho nor shareholders of the corporation.

IN WITNESS WHEREOF, we, being all of the incorporators above named, have hereunto set our respective hands and seals

this \_\_\_\_\_ day of \_\_\_\_\_, 1962.

D. B. Downing  
D. B. Downing

Louise L. Downing  
Louise L. Downing

E. E. Washburn  
E. E. Washburn

OREGON  
STATE OF ~~IDAHO~~ )  
Multnomah : ss.  
County of ~~Kootenai~~ )

On this 15<sup>th</sup> day of October, 1962, before me the undersigned Notary Public, personally appeared D. B. DOWNING, ~~LOUISE L. DOWNING~~ and E. E. WASHBURN, to me known to be the persons who executed the foregoing Articles of Incorporation and acknowledged to me that they signed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Oliver Glover  
Notary Public for ~~Idaho~~, residing at  
~~Portland~~ Coeur d'Alene, Oregon  
My Commission expires: May 3, 1966

STATE OF IDAHO :  
ss.  
County of Kootenai :

On this 19 day of October, 1962, before me, the undersigned Notary Public, personally appeared LOUISE L. DOWNING, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Notary Public for Idaho.  
Residing at Coeur d'Alene.  
My commission expires: 1/29/66