



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

BELL EQUIPMENT, INC.

was filed in the office of the Secretary of State on *October 24*, 19 *77*

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 *Nezperce, Idaho* in the county of *Lewis*

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 *24th* day of *October*, A.D., 19 *77*.

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

ARTICLES OF INCORPORATION

STATE

OF

BELL EQUIPMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, SHERMAN L. STAPLETON, GARY C. STAPLETON, KAREN A. STAPLETON, and JOYCE STAPLETON, each being a natural person of full age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the provisions of Title 30, Idaho Code, and we do hereby certify as follows:

ARTICLE I.

That the corporate name of this corporation shall be:

BELL EQUIPMENT, INC.

ARTICLE II.

That the purposes and objects for which said corporation is formed are as follows:

(a) To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in agricultural implements, vehicles, materials, machinery, equipment, and parts and accessories thereof, and in implements, vehicles, materials, machinery, and equipment of allied lines, and parts and accessories thereof.

(b) To engage in and operate a general hardware store and to deal in, buy, and sell general hardware, electrical and gas appliances, housewares, general merchandise, including paints and painting supplies, but not excluding any other articles of merchandise sometimes dealt in by hardware establishments.

(c) To acquire, own, use, operate, rent, lease, mortgage, convey and otherwise dispose of, and in every manner deal with real and personal property, or either real or personal property, or any interest therein.

(d) To acquire, own, develop, subdivide and sell real property or any

interest therein.

(e) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, including this corporation.

(f) To purchase, lease, or otherwise acquire in whole or in part, the business, assets, rights, franchises and property of every kind, and to take over the whole or any part of such assets and/or liabilities of any firm, person, association, or corporation engaged in, or authorized to engage in the same general type of business authorized to be conducted by this corporation, or any property, either real or personal, necessary or suitable for its purposes, and to pay for the same in cash, or in stock, notes, debentures, or bonds of this corporation, or otherwise; and to hold, or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all of the powers necessary or incidental to the carrying on of such business.

(g) To buy, sell, exchange, contract for, own and hold real and personal property of every character and description, and to sell, mortgage, lease or otherwise dispose of the same.

(h) To borrow money for the purposes of the corporation and to issue bonds, notes or debentures, or other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property, executed in trust or otherwise.

(i) To enter into any contract, pension trust, cooperative agreement, profit sharing plan, or stock ownership plan, with its officers and/or employees which the corporation may deem advantageous or expedient, or to otherwise reward or pay such persons for their services as the directors of the corporation may deem fit.

(j) To redeem or otherwise purchase or acquire, in whole or in part,

capital stock of this corporation owned by any shareholder thereof.

(k) To enter into and make all necessary contracts for such business with any person, entity, co-partnership, association, corporation, domestic or foreign, and to perform and carry out, assign, cancel and extend any such contracts.

(l) To exercise generally the powers customarily exercised by a general business corporation, and particularly the powers provided by the laws of the State of Idaho, referring especially to Section 30-114, Idaho Code.

(m) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote such objects and purposes.

The foregoing clauses, by reason of the specific enumeration of such powers, shall not be held to restrict the power of the corporation to do any act or thing within the purview of its general purposes.

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and postoffice address of the registered office of this corporation in the State of Idaho, and its principal place of business shall be as follows:

Nezperce, Idaho 83543

ARTICLE V.

That the capital stock of this corporation shall consist of TWO HUNDRED FIFTY THOUSAND (250,000) shares of common stock, having a par value of ONE (\$1.00) DOLLAR per share, and an aggregate par value of TWO HUNDRED FIFTY THOUSAND (\$250,000) DOLLARS; each of such shares shall be non-assessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock; and each share of stock shall be entitled to one vote in all matters wherein the shareholders of the corporation shall

be entitled to vote, and each share shall in all respects be equal to every other share.

The capital stock shall be transferred only in accordance with such rules and regulations as are established by the By-Laws of the corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be noted on the stock certificates issued by the corporation.

ARTICLE VI.

That the name and postoffice address of each of the incorporators, and the number of shares of the capital stock of this corporation described in the preceding Article, subscribed to by each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
SHERMAN L. STAPLETON	12004 S. E. 92nd, Renton, Washington 98055	1
GARY C. STAPLETON	Star Route, Box 88 Nezperce, Idaho 83543	1
KAREN A. STAPLETON	12004 S. E. 92nd, Renton, Washington 98055	1
JOYCE STAPLETON	Star Route, Box 88 Nezperce, Idaho 83543	1

ARTICLE VII.

That the right and power to adopt, repeal, alter, rescind, and amend the By-Laws of this corporation, and to adopt new By-Laws, is hereby expressly conferred

upon the Board of Directors of this corporation as provided in Section 30-132(7), Idaho Code.

WITNESS our hands this 17th day of October, 1977.

Sherman L. Stapleton
SHERMAN L. STAPLETON

Gary C. Stapleton
GARY C. STAPLETON

Karen A. Stapleton
KAREN A. STAPLETON

Joyce Stapleton
JOYCE STAPLETON

STATE OF Idaho)
) ss.
County of Blaine)

On this 15th day of October, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared SHERMAN L. STAPLETON, known to me to be one of the persons whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Sherman L. Stapleton
Notary Public in and for the State of Idaho,
Residing at Blaine, Idaho therein.

STATE OF Idaho)
) ss.
County of Lewis)

On this 20th day of October, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared GARY C. STAPLETON, known to me to be one of the persons whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Paul Z. Vogel
Notary Public in and for the State of Idaho,
Residing at Boise, Idaho therein.

STATE OF Washington)
) ss.
County of King)

On this 17th day of October, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared KAREN A. STAPLETON, known to me to be one of the persons whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

[Signature]
Notary Public in and for the State of Washington
Residing at Seattle, Washington therein.

STATE OF Idaho)
) ss.
County of Lewis)

On this 30th day of October, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared JOYCE STAPLETON, known to me to be one of the persons whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

[Signature]
Notary Public in and for the State of Idaho
Residing at NEZPERCE therein.