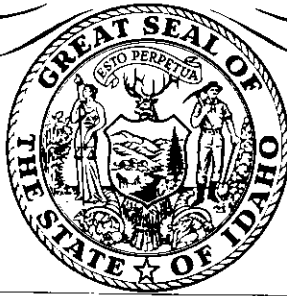


# State of Idaho



## 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

#### GRACE EQUIPMENT CO., INC.

was filed in the office of the Secretary of State on the **Seventeenth** day of **October** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **125** 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 **perpetual existence** from the date hereof, with its registered office in this State located at

**Grace**

in the County of

**Caribou.**

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 **17th** day of **October**, A.D., 19 **63**

Secretary of State.

ARTICLES OF INCORPORATION

OF

GRACE EQUIPMENT CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being <sup>full-age</sup>/citizens of the United States of America, and of the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt articles of incorporation as follows:

1. The name of said corporation shall be, "Grace Equipment Co., Inc."
2. The purposes of the corporation are as follows: To conduct a wholesale and retail farm tractor and implement, truck and automotive, and hardware business, and for the sale and service of such items and of household appliances, feed, seed, fertilizer, and other farm and industrial supplies; to own and operate such stores, buildings, and equipment as are appropriate or useful to the carrying out of the other purposes of the corporation, to buy or sell for cash or on credit; to borrow money for the purpose of carrying out any of the other purposes of the corporation, and to carry on such financing operations as may be necessary to more effectively execute the other purposes of the corporation; and to do any other act not inconsistent with the foregoing powers, and to have such other powers and purposes as are usually had and exercised or as may be needful to the proper conduct of any business, including , specifically, but not limited to, the power to borrow money on credit, to extend credit, to buy, sell, lease, rent, mortgage, or otherwise deal with property, both real and personal, as may be necessary or convenient in carrying out the general purposes of said corporation.

3. The duration of said corporation shall be and is perpetual.

4. The location and post-office address of the registered office of said corporation is: Grace, Idaho.

5. The capital stock of said corporation shall consist of 10,000 shares of common stock, having a par value of \$10.00 per share, the total proposed capitalization of said corporation being \$100,000.00.

6. The name and post office address of each of the incorporators, and the number of shares of stock for which each has subscribed, is as follows:

James A. Benson	Grace, Idaho	4,900
J. Warren King	Grace, Idaho	900
Venice A. Benson	Grace, Idaho	100
Ruth Llanorma King	Grace, Idaho	100

7. The above named incorporators shall serve as the first board of directors, and as the officers of said corporation, in the capacities hereinafter set forth, until the election and qualification of their successors at the next annual stockholders' meeting, to be held in accordance with the bylaws of said corporation:

James A. Benson, President and Chairman, Board of Directors.  
J. Warren King, Vice President and Director.  
Venice A. Benson, Secretary-Treasurer.  
Ruth Llanorma King, Director.

IN WITNESS WHEREOF, we have hereunto set our hands this 15th day of October, 1963.

James A. Benson  
JAMES A. BENSON  
J. Warren King  
J. WARREN KING  
Venice A. Benson  
VENICE A. BENSON  
Ruth Llanorma King  
RUTH LLANORMA KING

STATE OF IDAHO )  
: ss.  
County of Caribou )

On this 15th day of October, 1963, before me, the undersigned, a Notary Public in and for said State of Idaho, personally appeared James A. Benson, J. Warren King, Venice A. Benson, and Ruth Llanorma King, known to me to be the persons whose names are subscribed to the above and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal and say and give in said Certificate that above written

Leonard O. Fingsford  
Notary Public for Idaho, residing at  
Bear Springs, Idaho. My commission  
expires: August 14, 1965.