

# 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

**FALLS TRACTOR, INC.**

was filed in the office of the Secretary of State on the **ninth** day of **January**, A.D. One Thousand Nine Hundred **sixty-three** and duly recorded on Film No. **122** 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 **Idaho Falls** in the County of **Bonneville**

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 **9th** day of **January**, A.D., 19 **63**.

*Arnold Williams*  
Secretary of State

ARTICLES OF INCORPORATION

OF

FALLS TRACTOR, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, B. A. WACKERLI, LUEVA WACKERLI, KEITH S. DOUGLASS and IMOGENE W. DOUGLASS, of Idaho Falls, Bonneville County, Idaho, all being of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I.

Name and Purposes

That the name of this corporation is FALLS TRACTOR, INC., and that the purposes for which said corporation are formed are as follows:

1. To carry on generally a farm equipment sales and service business which shall constitute a general business of purchasing and selling farm supplies of all kinds, dealing principally in farm machinery, accessories, tools, hardware, and in addition to deal in road equipment, both heavy and small, and to engage in the renovation and repair of all equipment and parts in which the corporation is dealing, and in the event it becomes necessary, profitable or feasible, to manufacture such equipment and parts.  
  
To buy, sell and generally deal in all kinds of fertilizers, lime, stock feeds and foods, sacks, canvasses and other accessories to a general farm supply business.
2. To acquire by purchase, lease or otherwise and to improve and develop real property; to erect buildings and to buy, sell, mortgage, exchange, lease, let, hold for investments or otherwise, real estate of all kinds, improved or unimproved, and any right or interest therein.
3. To buy, sell, own, mortgage, convey, hypothecate, lease, rent, transfer, assign, deliver or pledge real and personal property of all kinds and nature, including but not limited to such property as is or may be handled, used or employed in and about such business.
4. To acquire, hold, possess and own patents, improvements and franchises, or to acquire licenses under such patents for the manufacture and sale of any and all unpatented articles of merchandise, machinery or improvements thereon, or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights or licenses thereunder.
5. To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations.

6. To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and to organize, or cause to be organized, incorporate and reorganize subsidiary corporations and associations for any purpose permitted by law, to the same extent as a natural person might or could do; to act as agent, factor or consignee of any person, firm or corporation and to carry out all or any of the objectives and purposes herein specified, as principal, factor, agent, contractor, consignee, or otherwise.
7. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly and shall not be entitled to receive dividends.
8. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director of this corporation is a party to, or is interested in, such contract, act, or transaction, or in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.
9. To enter into restrictive agreements with its stockholders for the re-purchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; to enter into deferred compensation plans to include profit sharing plans with its employees.
10. To particularly have all of the powers and authority authorized and provided for by Section 30-114 of the Idaho Code for 1947.
11. To exercise and perform any and all of the hereinbefore mentioned and described powers and matters within and without the State of Idaho.

**ARTICLE II.**  
**Duration**

That the duration of said corporation shall be perpetual.

ARTICLE III.  
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That the location and Post Office address of the registered office of said corporation in Idaho shall be Idaho Falls, Bonneville County, Idaho.

ARTICLE IV.  
Stock

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be 300 in number, of the par value of \$100.00 each, and of the aggregate par value of \$30,000.00.

That said shares of stock shall be fully paid up before being issued, and after issuance shall be non-assessable.

ARTICLE V.  
Incorporators

That the names and Post Office addresses of each of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>Name</u>	<u>P. O. Address:</u>	<u>No. of Shares Subscribed</u>
B. A. Wackerli	Idaho Falls, Idaho	One (1)
Lueva Wackerli	Idaho Falls, Idaho	One (1)
Keith S. Douglass	Idaho Falls, Idaho	One (1)
Imogene W. Douglass	Idaho Falls, Idaho	One (1)

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

31<sup>st</sup> day of December, 1962. (In triplicate originals).

B. A. Wackerli (SEAL)

Lueva Wackerli (SEAL)

Keith S. Douglass (SEAL)

Imogene W. Douglass (SEAL)

STATE OF IDAHO )

ss.

County of Bonneville )

ON THIS 31<sup>st</sup> day of December, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared B. A. WACKERLI, LUEVA WACKERLI, KEITH S. DOUGLASS and IMOGENE W. DOUGLASS, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, 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.

Della T. O'Clair  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho