



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

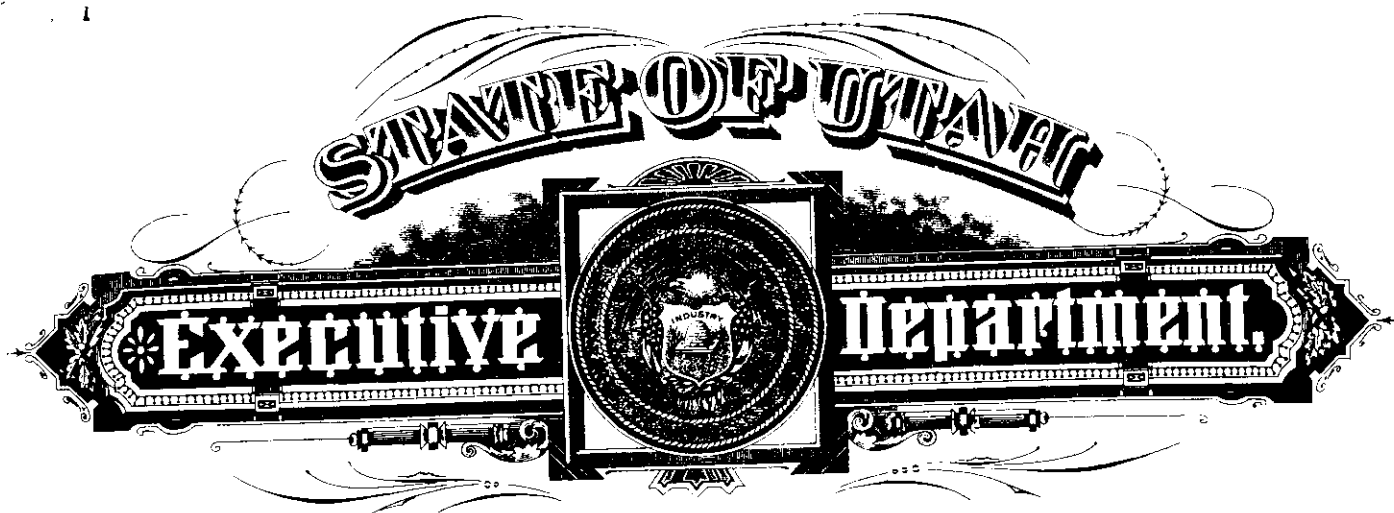
**MACHINERY CENTER, INC.**

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **15th** day of **July** 19 **58**, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **July** 19 **58**, a designation of **Cope R. Gale** in the County of **Latah** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **July**, A.D. 19 **58**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the  
Articles of Incorporation and all Amendments thereto of MACHINERY CENTER, INC.,

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

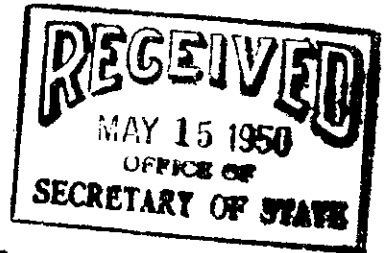
AT SALT LAKE CITY, THIS SEVENTH DAY OF

JULY 19 58

Lamont F. Toronto  
SECRETARY OF STATE

BY Hendell E. Catbrell  
DEPUTY

26939



ARTICLES OF INCORPORATION  
OF  
ROGER PIERCE EQUIPMENT SALES COMPANY

WE, the undersigned, for the purpose of forming a corporation under the statutes of the State of Utah relating to private corporations and associations, do hereby associate and for that purpose agree as follows, to-wit:

ARTICLE I - NAME:

The name of the corporation hereby formed is ROGER PIERCE EQUIPMENT SALES COMPANY.

ARTICLE II - WHERE ORGANIZED:

This corporation is organized at Salt Lake City, in the County of Salt Lake, State of Utah.

ARTICLE III - NAMES AND PLACES OF RESIDENCE OF INCORPORATORS:

The names of the incorporators and their respective places of residence are as follows:

Roger Pierce	Salt Lake City, Utah
Donald O. Anderson	Salt Lake City, Utah
Jud Manson	Murray, Utah
Catherine Pierce	Salt Lake City, Utah
C. Jay Parkinson	Salt Lake City, Utah

ARTICLE IV - DURATION:

This corporation shall continue and endure for a period of Ninety-Nine (99) years from the date of its incorporation, unless sooner dissolved by operation of law or by act of its stockholders.

ARTICLE V - PURSUIT OR BUSINESS AGREED UPON:

The nature of the business of this corporation and the objects and purposes to be transacted, promoted or carried on by it are:

- (a) To engage in sales, service, rental and repair of new and used equipment and machinery of every kind, character and description.
- (b) To act as manufacturers' and distributors' agents for the sale, rental, service and dealing in and with machinery, equipment, devices and facilities of every kind, character and description; to manufacture, rent,

lease and otherwise deal in and with respect to such machinery, equipment, devices and facilities, including also accessories and supplies relating thereto.

(c) To make and enter into contracts for the building, repair or development of roads, buildings, structures, tunnels, openings, mines and other projects and to erect, construct, alter, improve and maintain houses, buildings, roads, tunnels, excavations, works and improvements of every kind and description.

(d) To acquire, buy, hold, own, develop, sell, convey, lease, mortgage and otherwise encumber and to deal in and with respect to real estate and property of every kind and character.

(e) To purchase, produce, hold, sell, exchange and otherwise to acquire, deal in and dispose of personal property, chattels and choses in action of every name and nature, including also stocks, bonds, mortgages, debentures, bills of exchange, securities and obligations of every kind and character, including the capital stock, bonds and securities of this corporation.

(f) To acquire, hold, own and operate patents, inventions, trademarks and copyrights and any business relating thereto.

(g) To borrow and lend money, with or without security.

(h) To engage in any business and to exercise all the powers open to a natural person and permitted by law.

The foregoing clauses shall be construed both as objects and powers and the corporation shall have all the powers and may engage in any and all business that may be incidental or necessary to the exercise of the foregoing powers or for the attaining of any of the foregoing objects, and the business of the corporation may be carried on and its powers may be exercised in any of the states, territories, or dependencies of the United States and offices may be established and maintained in such place or places as the Board of Directors may decide and meetings may be held within or without the State of Utah.

#### ARTICLE VI - PRINCIPAL PLACE OF BUSINESS:

The principal place of business and the place of general business of this corporation shall be in Salt Lake City, Salt Lake County, State of Utah; however, the principal place of business and the general place of business of this corporation may be changed by action of the Board of Directors

of this corporation by a majority vote of said Board of Directors at any regularly or specially held meeting thereof.

ARTICLE VII - LIMIT OF CAPITAL STOCK:

The total authorized capital stock of this corporation is hereby fixed and declared to be as follows: This corporation shall have but one class of stock; namely, common stock, consisting of 10,000 shares of the par value of \$5.00 per share, amounting to the fixed sum of \$50,000.00.

ARTICLE VIII - SUBSCRIPTIONS FOR CAPITAL STOCK:

Subscriptions for the capital stock of this corporation have been received and accepted as follows:

Roger Pierce	5,100 shares
Donald O. Anderson	1,000 shares
Jud Manson	1,000 shares
Catherine Pierce	1 share
C. Jay Parkinson	1 share
Total: .....	7,102 shares

The balance of said stock herein authorized, namely 2,898 shares which has not been subscribed shall be held by said corporation and may be disposed of by said corporation by sale or otherwise as may be authorized and directed by the Board of Directors of said corporation, but said stock shall not be sold or otherwise disposed of by said corporation at less than the par value thereof.

If, at any time, any original stockholder shall desire to sell or dispose of his stock, said stockholder shall first offer it for sale to the remaining stockholders, it being the intention hereof to give such stockholder a preference in the purchase of the same, and any attempted sale in violation of this provision shall be null and void. A stockholder so desiring to sell his stock shall file notice in writing of his intention to do so with the Secretary of the corporation, who shall immediately notify the other stockholders that they have a preferential right for a period of thirty (30) days to purchase said interest proportionate to their then stock ownership for cash and at the book value thereof. Book value shall be determined by the last audit made by the corporation's accountants if there is such an audit, otherwise by the corporation's records. Unless any such stockholder or stockholders elect to purchase said stock or their proportionate amount thereof within said thirty (30) days' period and at said price they shall be deemed to have waived their privilege of purchasing, and the stockholder desiring to sell shall be at

liberty to sell to anyone else.

Upon the death of any of the original stockholders hereof the survivors of such original stockholder shall have a preferential right and option to purchase from the heirs, administrator or executor of such deceased party the interest of such deceased party in said business. Such right may be exercised within a period of thirty (30) days after the death of such original stockholder and may be exercised pro rata by the surviving parties in interest. If the survivors as a group do not elect to exercise such right any one may do so. The price for such interest shall be at the highest rate offered by any surviving party in interest for such stock and shall be paid in cash. Such price shall, however, in no event be less than the book value of such interest. If such right is not exercised within thirty (30) days after the death of any deceased party, the heirs, administrator or executor of such party shall be free to sell said interest to any third person. It is agreed that Catherine Pierce, in the event of the death of Roger Pierce, may retain his interest in said corporation and business during her lifetime but that upon her death the provisions hereof shall become operative as to such interest.

#### ARTICLE IX - OFFICERS:

The officers of this corporation shall consist of a Board of Directors of not less than three nor more than five, a President, a Vice-President and a Secretary and Treasurer. The position of Secretary and Treasurer may be held by one and the same person. Until otherwise determined by resolution or by-laws of the stockholders or Board of Directors, the Board of Directors shall consist of five members. Except as to the first directors and directors appointed to fill vacancies, the directors and officers shall be elected by the stockholders at the annual stockholders' meeting.

To hold any office in the corporation or to be a member of the Board of Directors of said corporation, a person must be the owner as shown by the books of the corporation of at least One (1) share of its capital stock. Officers may resign and shall be subject to removal and any vacancy shall be filled in the manner subscribed by law. The same person may hold more than one office.

Until the first annual meeting of the stockholders and until the election and qualification of successors, the following shall be the directors

and officers of this corporation:

Roger Pierce	President and Director
Donald O. Anderson	Vice-President and Director
Jud Manson	Secretary, Treasurer and Director
Catherine Pierce	Director
C. Jay Parkinson	Director

The Board of Directors shall have the power to create such other offices and positions as the board shall determine to be necessary and advisable for conducting the business of the corporation.

ARTICLE X - QUORUM OF BOARD:

A majority of the directors elected or appointed and duly qualified, shall be authorized to transact all of the business and exercise all of the corporate powers of this corporation and for such purpose shall form and constitute a quorum. The Board of Directors may appoint agents, fix their salaries and duties and remove them at pleasure. The Board of Directors shall have the further power to make, alter and repeal the by-laws; provided, however, that such by-laws shall not be in conflict with this agreement nor with the laws of the State of Utah. Said board shall have the power to borrow money on the credit of the corporation and for such purpose shall have the right to mortgage, pledge and hypothecate the property of the corporation as they in their judgment see fit and without the consent of the stockholders. The Board of Directors shall have the further power, without the consent of the stockholders, to sell and convey from time to time any part or all of the real or personal property of the corporation in such amounts and upon such terms and conditions as they shall see fit. A meeting of the Board of Directors may be called at any time by one or more directors or by any one of the officers of said corporation by the giving of at least five days' notice of such meeting and the time and place thereof. A meeting attended by all directors or business transacted by all directors shall be lawful and shall be binding on the corporation without any notice or other formality.

ARTICLE XI - INDIVIDUAL EXEMPTION:

The capital stock of the corporation shall be and is non-assessable and the private property of the stockholders of this corporation shall not be liable for the debts of the corporation.

ARTICLE XII - ANNUAL AND SPECIAL STOCKHOLDERS' MEETINGS:

The annual stockholders' meeting of the corporation for the election of officers and for the transaction of any other business shall be held in the office of the corporation at Salt Lake City, State of Utah, on the second Monday of the month of June of each year, at 10 o'clock A.M. of said day commencing with the year 1950, and annually thereafter. The failure for any cause to hold the annual meeting shall cause an automatic postponement of the same for periods of seven days until said meeting is held, provided, however, that the Secretary shall give five days' notice by mail of the time and place of holding such adjourned meeting.

Special meetings of the stockholders may be called by the President, Secretary, Board of Directors, or by any person or persons holding a majority of the stock of said corporation. Such special meeting may be held by sending notice by mail to each stockholder of the corporation directed to the address of such stockholder as shown by the stock register of the corporation at least five days before the time of holding such meeting, which notice shall state the time and place of holding the same and the business to be considered. Meetings of stockholders, whether annual or special, may be lawfully held by the stock represented at such meeting and entitled to vote whatever its amount, and every question or election thereat shall be decided by a majority of the votes cast.

ARTICLE XIII - PAYMENT FOR CAPITAL STOCK:

The stock of the corporation issued as hereinabove set forth has been paid for partly in property and partly in cash. The property so received by the corporation consists of all of the inventory, machinery, equipment, parts and stock on hand acquired by the stockholders from the Sunnyside contract and other like equipment and facilities, and the good will and assets of the business conducted by the stockholders in connection therewith; said property is necessary to the pursuits agreed upon in these articles of incorporation and is fairly worth in cash the sum of \$30,000.00 for which sum it has been and hereby is sold and assigned to and accepted by this corporation.

ARTICLE XIV - AMENDMENTS:

The Articles of Incorporation of this company may be amended in any

respect, or any of the foregoing articles may be repealed or new provisions adopted at any regular or special meeting of the stockholders duly called and held, by a majority vote of the outstanding capital stock.

IN WITNESS WHEREOF, we have hereunto set our hands this 13<sup>th</sup> day of May, 1950.

Roger Pierce  
ROGER PIERCE

Donald O. Anderson  
DONALD O. ANDERSON

Jud Manson  
JUD MANSON

Catherine Pierce  
CATHERINE PIERCE

C. Jay Parkinson  
C. JAY PARKINSON

STATE OF UTAH                    )  
                                      : ss  
COUNTY OF SALT LAKE        )

ROGER PIERCE, DONALD O. ANDERSON and CATHERINE PIERCE, being severally duly sworn depose and say: That they are three of the incorporators of the Roger Pierce Equipment Sales Company, a corporation; that it is bona fide the intention of said incorporators and of said corporation to commence and carry on the business mentioned in the foregoing Articles; that all of the subscriptions and more than ten per cent of the authorized capital of the corporation have been paid to the corporation in lawful money

Roger Pierce  
ROGER PIERCE

Donald O. Anderson  
DONALD O. ANDERSON

Catherine Pierce  
CATHERINE PIERCE

Subscribed and sworn to before me this 13<sup>th</sup> day of May, 1950

A. J. [Signature]  
Notary Public  
Residing at Salt Lake City, Utah

My Commission Expires:  
8/30/51

STATE OF UTAH                    )  
                                      :    88  
COUNTY OF SALT LAKE        )

ROGER PIERCE, President and Director, DONALD O. ANDERSON, Vice-President and Director, JUD MANSON, Secretary, Treasurer and Director, CATHERINE PIERCE, Director, and C. JAY PARKINSON, Director, being first duly sworn, each for himself or herself, depose and say: Having been elected to the office and offices above specified of the Roger Pierce Equipment Sales Company, a Utah corporation, for a term expiring with the first annual meeting of said corporation, or until a successor is elected and qualified, I will well and faithfully do and perform the duties of such office and offices to the best of my judgment, skill and ability, and that I will not do nor consent to the doing of any matter or thing relating to the business of said corporation with intent to defraud any stockholder therein or creditor thereof, or the public.

*Roger Pierce*  
ROGER PIERCE

*Donald O. Anderson*  
DONALD O. ANDERSON

*Jud Manson*  
JUD MANSON

*Catherine Pierce*  
CATHERINE PIERCE

*C. Jay Parkinson*  
C. JAY PARKINSON

Subscribed and sworn to before me this 15<sup>th</sup> day of May, 1950

*[Signature]*  
Notary Public  
Residing at Salt Lake City, Utah

My Commission Expires:

1-28-51

STATE OF UTAH                    )  
                                      : ss  
COUNTY OF SALT LAKE        )

ROGER PIERCE, DONALD O. ANDERSON and JUD MANSON, three of the incorporators above named being each duly sworn upon oath depose and say: That they are well acquainted with the property conveyed to the corporation by said incorporators and described in Article XIII of the foregoing Articles of Incorporation and taken and accepted by said corporation in payment to the extent therein referred to of the capital stock of Roger Pierce Equipment Sales Company; that said property is reasonably worth the sum of \$30,000.00, for which it was accepted by said corporation for said subscriptions to said capital stock, and that the fair cash value of said property is the sum of \$30,000.00.

*Roger Pierce*  
ROGER PIERCE

*Donald O. Anderson*  
DONALD O. ANDERSON

*Jud Manson*  
JUD MANSON

Subscribed and sworn to before me this 25<sup>th</sup> day of May, 1950.

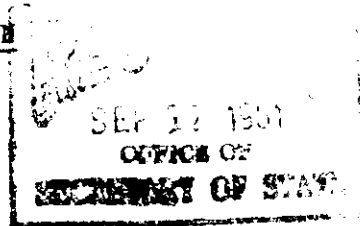
*[Signature]*  
Notary Public  
Residing at Salt Lake City

My Commission Expires:  
6/30/51

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

ROGER PIERCE EQUIPMENT SALES COMPANY  
A UTAH CORPORATION



The undersigned, ROGER PIERCE and JUD MANSON, do hereby certify that they are respectively the duly elected, qualified and acting President and Secretary of Roger Pierce Equipment Sales Company, a Utah corporation, and further declare and certify as follows:

1. That the time and place of the meeting of shareholders of said company for the purpose of considering the amendment to the Articles of Incorporation of the above-named company was on the 11th day of August, 1951, at 10 o'clock A. M. at 811 Kearns Building, Salt Lake City, Utah, at which time and place, and pursuant to the attached Call, Waiver and Consent, said meeting was held and the following resolution amending said Articles of Incorporation was unanimously adopted:

RESOLUTION

BE IT RESOLVED, that the Articles of Incorporation of Roger Pierce Equipment Sales Company, a Utah corporation, be amended by striking the first two paragraphs of Article VIII entitled "Subscriptions for Capital Stock", which two paragraphs read as follows:

"Subscriptions for the capital stock of this corporation have been received and accepted as follows:

Roger Pierce	5,100 shares
Donald O. Anderson	1,000 shares
Jud Manson	1,000 shares
Catherine Pierce	1 share
C. Jay Parkinson	1 share
Total:	<u>7,102 shares</u>

The balance of said stock herein authorized; namely 2,898 shares which has not been subscribed shall be held by said corporation and may be disposed of by said corporation by sale or otherwise as may be authorized and directed by the Board of Directors of said corporation, but said stock shall not be sold or otherwise disposed of by said corporation at less than the par value thereof."

And by substituting in lieu and in place thereof the following two paragraphs:

"Subscriptions for the capital stock of this corporation have been received and accepted as follows:

Roger Pierce	4,000 shares
Donald O. Anderson	1,000 shares
Jud Manson	1,000 shares
Catherine Pierce	1 share
C. Jay Parkinson	1 share
Total:	<u>6,002 shares</u>

The balance of said stock herein authorized; namely 3,998 shares which has not been subscribed shall be held by said corporation and may be disposed of by said corporation by sale or otherwise as may be authorized and directed by the Board of Directors of said corporation, but said stock shall not be sold or otherwise disposed of by said corporation at less than the par value thereof."

2. That the foregoing Resolution of stockholders was adopted by the unanimous vote of the outstanding issued stock of said corporation.

3. A true counterpart of the Call, Waiver and Consent aforesaid is attached hereto marked EXHIBIT "A" and by this reference incorporated herein.

IN WITNESS WHEREOF, the Roger Pierce Equipment Sales Company has caused this certificate to be executed by its President and its corporate seal to be affixed by its Secretary, this 11<sup>th</sup> day of August, 1951.

Roger Pierce  
ROGER PIERCE, President of  
Roger Pierce Equipment Sales Company

Jud Manson  
JUD MANSON, Secretary of  
Roger Pierce Equipment Sales Company

STATE OF UTAH           )  
                              : ss  
COUNTY OF SALT LAKE )

The above instrument was duly acknowledged before me, a Notary Public in and for said County and State this 11<sup>th</sup> day of August, 1951, by Roger Pierce, President, and Jud Manson, Secretary, of Roger Pierce Equipment Sales Company, both of whom acknowledged to me that he executed said instrument on behalf of said company for the purposes therein expressed and did declare that the statements contained therein are true to their own knowledge.

C. Jay Parkinson  
Notary Public, residing at  
Salt Lake City, Utah.

My Commission Expires:

3/7/54

CALL, WAIVER AND CONSENT

THE UNDERSIGNED, being all of the stockholders of Roger Pierce Equipment Sales Company, a Utah corporation, hereby consent and agree that a meeting of the stockholders of said corporation shall be held at 811 Kearns Building, Salt Lake City, Utah, on the 11th day of August, 1951, at 10 o'clock A. M. for the purpose of considering and acting upon the following matters:

1: To consider the amendment of the Articles of Incorporation of said company, and particularly Article VIII entitled "Subscriptions for Capital Stock", so as to eliminate the first two paragraphs thereof reading as follows:

"Subscriptions for the capital stock of this corporation have been received and accepted as follows:

Roger Pierce	5,100 shares
Donald O. Anderson	1,000 shares
Jud Manson	1,000 shares
Catherine Pierce	1 share
C. Jay Parkinson	1 share
Total:	<u>7,102 shares</u>

The balance of said stock herein authorized; namely 2,898 shares which has not been subscribed shall be held by said corporation and may be disposed of by said corporation by sale or otherwise as may be authorized and directed by the Board of Directors of said corporation, but said stock shall not be sold or otherwise disposed of by said corporation at less than the par value thereof".

And to amend said two paragraphs eliminated and substitute in their place and stead the following two paragraphs:

"Subscriptions for the capital stock of this corporation have been received and accepted as follows:

Roger Pierce	4,000 shares
Donald O. Anderson	1,000 shares
Jud Manson	1,000 shares
Catherine Pierce	1 share
C. Jay Parkinson	1 share
Total:	<u>6,002 shares</u>

The balance of said stock herein authorized; namely 3,008 shares

EXHIBIT "A"

which has not been subscribed shall be held by said corporation and may be disposed of by said corporation by sale or otherwise as may be authorized and directed by the Board of Directors of said corporation, but said stock shall not be sold or otherwise disposed of by said corporation at less than the par value thereof.

2: To transact any and such further business as may be desired or required.

We, the undersigned, being all of the stockholders of said company do hereby waive the call, notice and publication of notice of such meeting and hereby agree and consent to any business transacted at such meeting to be as valid and effective as though held after notice duly given.

*Roger Pierce*  
ROGER PIERCE

*Donald O. Anderson*  
DONALD O. ANDERSON

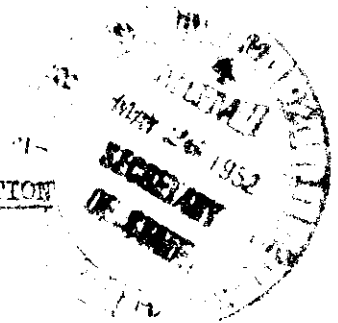
*J. W. Jud Manson*  
JUD MANSON

*Catherine Pierce*  
CATHERINE PIERCE

*C. Jay Parkinson*  
C. JAY PARKINSON

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26939



CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
ROGER PIERCE EQUIPMENT SALES COMPANY  
A UTAH CORPORATION

The undersigned, ROGER PIERCE and JUD MANSON, do hereby certify that they are respectively the duly elected, qualified, and acting President and Secretary of Roger Pierce Equipment Sales Company, a Utah corporation, and further declare and certify as follows:

1. That the time and place of the meeting of shareholders and directors of said company for the purpose of considering the amendment to the Articles of Incorporation of the above-named company was on the 22nd day of April 1952, at 2:30 o'clock P.M. at 811 Kearns Building, Salt Lake City, Utah, at which time and place, and pursuant to the attached Call, Waiver and Consent, said meeting was held and the following resolution amending said Articles of Incorporation was unanimously adopted:

RESOLUTION

BE IT RESOLVED, that the Articles of Incorporation of Roger Pierce Equipment Sales Company, a Utah corporation, be amended by deleting and striking the last two paragraphs of ARTICLE VIII entitled "SUBSCRIPTIONS FOR CAPITAL STOCK", and by substituting in lieu and in place of said two deleted paragraphs the following paragraph, to-wit:

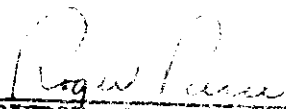
"If, at any time, any original stockholder, or the wife of any original stockholder, shall desire to sell, transfer, or otherwise dispose of any part, or all, of his or her stock, said stockholder shall first offer said stock for sale to the other stockholders of record at the book value thereof as hereinafter defined; in such event, said other stockholders of record shall have a preferential right to purchase said shares of stock offered for sale as hereinafter more fully set forth. Said stockholder desiring to sell, or otherwise dispose of, any part or all of said stock shall make said offer of sale of said stock to each of the other stockholders in writing, and a copy of such written offer shall be served upon the Secretary of the corporation. Each of said stockholders to whom said written offer is made, as aforesaid, shall have thirty (30) days after service of said written offer within which to elect to purchase from said selling party a fraction of said stock so offered for sale of which the denominator shall be the aggregate number of shares standing of record in the name of the stockholders to whom said offer is made and the numerator shall be the number of shares then standing of record in the name of each of the stockholders to whom said offer is made. If, within said thirty (30) day period, one or more of said stockholders to whom said offer aforesaid is made fails or elects not to purchase all of the stock which said stockholder would be entitled to purchase hereunder, then the shares not so purchased shall

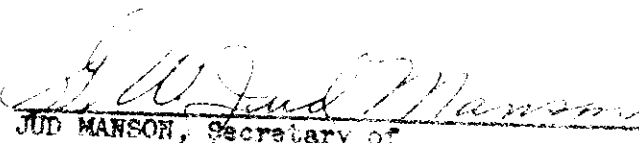
be offered proportionately by said selling stockholder to the stockholders who elect to purchase their proportionate part of said stock, and said stockholders shall have an additional ten (10) day period within which to accept or reject said additional offer. If none of said stockholders to whom said offers are made shall purchase all of said stock offered by said selling party at a cash price per share based upon the then Book Value thereof, as above set forth, then said selling stockholder may sell and transfer said stock free and clear of the above restrictions. The Book Value of said stock shall be determined from the last audit made by the corporation's accountants provided said audit was made not longer than six (6) months prior to said offer of sale; otherwise, said Book Value shall be determined by a special audit made by the corporation's accountants from the books and records of said corporation. The above restrictions upon the sale, transfer, or disposal of the stock of any original stockholder shall in no event prevent the wife of said original stockholder from acquiring her deceased husband's stock in this corporation by descent or devise, but the restrictions and preferential rights hereinbefore set forth shall apply and be operative in the event that said original stockholder's wife desires to sell, transfer, or otherwise dispose of said stock."

2. That the foregoing resolution of stockholders was adopted by the unanimous vote of the outstanding issued stock of said corporation at a meeting duly called and held at which all of the stockholders, directors and officers of said company were present, participated, and voted.

3. A true counterpart of the Call, Waiver and Consent aforesaid is attached hereto marked EXHIBIT "A" and by this reference incorporated herein.

IN WITNESS WHEREOF, the Roger Pierce Equipment Sales Company has caused this certificate to be executed by its President and its corporate seal to be affixed by its Secretary this 23 day of April, 1952.

  
\_\_\_\_\_  
ROGER PIERCE, President of  
Roger Pierce Equipment Sales Company

  
\_\_\_\_\_  
JUD MANSON, Secretary of  
Roger Pierce Equipment Sales Company

STATE OF UTAH )

COUNTY OF SALT LAKE )

The above instrument was duly acknowledged before me, a Notary Public in and for said County and State this 23 day of April, 1954, by Roger Pierce, President, and Jod Hanson, Secretary, of Roger Pierce Equipment Sales Company, both of whom acknowledged to me that he executed said instrument on behalf of said company for the purposes therein expressed and did declare that the statements contained therein are true to his own knowledge.

C. J. [Signature]  
Notary Public, residing at  
Salt Lake City, Utah

My Commission Expires:

2/7/54

EXHIBIT "A"

CALL, WAIVER AND CONSENT

THE UNDERSIGNED, being all of the stockholders, directors, and officers of the Roger Pierce Equipment Sales Company, a Utah corporation, hereby consent and agree to a meeting of all of the stockholders of said corporation and a meeting of the directors and officers of said corporation to be held jointly at 811 Kearns Building, Salt Lake City, Utah, on the 22 day of April, 1952, at 2:30 o'clock P.M. for the purpose of considering and acting upon the following matters in addition to such other business as may properly come before said joint meeting:

1. To consider the amendment of the Articles of Incorporation of said company and particularly ARTICLE VIII entitled "SUBSCRIPTIONS FOR CAPITAL STOCK", so as to eliminate and strike the last two paragraphs thereof and to substitute in place and instead of said two last paragraphs so eliminated the following paragraph:

"If, at any time, any original stockholder, or the wife of any original stockholder, shall desire to sell, transfer, or otherwise dispose of any part, or all, of his or her stock, said stockholder shall first offer said stock for sale to the other stockholders of record at the book value thereof as hereinafter defined: in such event, said other stockholders of record shall have a preferential right to purchase said shares of stock offered for sale as hereinafter more fully set forth. Said stockholder desiring to sell, or otherwise dispose of, any part or all of said stock shall make said offer of sale of said stock to each of the other stockholders in writing, and a copy of such written offer shall be served upon the Secretary of the corporation. Each of said stockholders to whom said written offer is made, as aforesaid, shall have thirty (30) days after service of said written offer within which to elect to purchase from said selling party a fraction of said stock so offered for sale of which the denominator shall be the aggregate number of shares standing of record in the name of the stockholders to whom said offer is made and the numerator shall be the number of shares then standing of record in the name of each of the stockholders to whom said offer is made. If, within said thirty (30) day period, one or more of said stockholders to whom said offer aforesaid is made fails or elects not to purchase all of the stock which said stockholder would be entitled to purchase hereunder, then the shares not so purchased shall be offered proportionately by said selling stockholder to the stockholders who elect to purchase their proportionate part of said stock, and said stockholders shall have an additional ten (10) days within which to accept or reject said additional offer. If none of said stockholders to whom said offers are made shall purchase all of said stock offered by said selling party at a cash price per share based upon the then book value thereof, as

above set forth, and said original stockholder may sell and transfer said stock free and clear of the above restrictions. The "book value" of said stock shall be determined from the last audit made by the corporation's accountants provided said audit was made not longer than six (6) months prior to said offer of sale; otherwise, said book value shall be determined by a special audit made by the corporation's accountants from the books and records of said corporation. The above restrictions upon the sale, transfer, or disposal of the stock of any original stockholder shall in no event prevent the wife of said original stockholder from acquiring her deceased husband's stock in this corporation by descent or devise, but the restrictions and preferential rights hereinbefore set forth shall apply and be operative in the event that said original stockholder's wife desires to sell, transfer, or otherwise dispose of said stock.

2. To discuss and study the financial condition of the company and to take action with respect to the proposed purchase of a parcel of ground on the west side of Salt Lake City for storage and other purposes.

3. To transact any such further business as may be desired or required.

We, the undersigned, being all of the officers, directors, and stockholders of said company do hereby waive the call, notice and publication of notice of such meeting, and hereby agree and consent to any business transacted at such meeting to be as valid and effective as though held after notice duly given.

Robert Pierce  
ROBERT PIERCE, Stockholder, Director and President

Donald O. Anderson  
DONALD O. ANDERSON, Stockholder, Director and Vice-President

Ed Hanson  
ED HANSON, Stockholder, Director and Secretary-Treasurer

Catherine Pierce  
CATHERINE PIERCE, Stockholder and Director

C. Jay Parkinson  
C. JAY PARKINSON, Stockholder, Director and Assistant Secretary

26939  
June 18, 1953  
8 11/10/53  
CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

ROGER PIERCE EQUIPMENT SALES COMPANY  
A UTAH CORPORATION

The undersigned, ROGER PIERCE and C. JAY PARKINSON, do hereby certify that they are respectively the duly elected, qualified and acting President and Assistant Secretary of ROGER PIERCE EQUIPMENT SALES COMPANY, a Utah Corporation, and further declare and certify as follows:

1. That the time and place of the meeting of shareholders and directors of said company for the purpose of considering the amendment to the Articles of Incorporation of the above-named company was on the 27th day of May, 1953, at 9 o'clock A.M. at 811 Kearns Building, Salt Lake City, State of Utah, at which time and place all stockholders and all directors and officers of said company were present and signed a Waiver and Consent to the holding of said meeting and said meeting was duly held and the following resolution amending said Articles of Incorporation was unanimously adopted:

RESOLUTION

BE IT RESOLVED: that the name of this corporation be legally changed from ROGER PIERCE EQUIPMENT SALES COMPANY to MACHINERY CENTER, INC., and that the officers and the company attorney be immediately authorized and directed to take all the necessary steps to effect such change of name as soon as possible, but without otherwise affecting any other change whatsoever. That said officers and attorney are also authorized and directed to take all necessary action to have the name of this corporation changed as aforesaid in all states where the corporation has qualified to do business as a foreign corporation.

2. That the foregoing resolution of stockholders and directors was adopted by the unanimous vote of all of the outstanding, issued stock of said corporation at a meeting duly called and held at which all of the stockholders, directors and officers of said company were present, participated, and voted in favor thereof.


IN WITNESS WHEREOF, the ROGER PIERCE EQUIPMENT SALES COMPANY has caused this certificate to be executed by its President and its corporate seal to be affixed by its Assistant Secretary, this 16th day of JUNE, 1953.

Roger Pierce  
ROGER PIERCE, President of  
Roger Pierce Equipment Sales Company

C. Jay Parkinson  
C. JAY PARKINSON, Assistant Secretary of  
Roger Pierce Equipment Sales Company

STATE OF UTAH                    )  
                                      :   SS  
COUNTY OF SALT LAKE        )

The above instrument was duly acknowledged before me, a Notary Public in and for said County and State this 17<sup>th</sup> day of June, 1953, by ROGER PIERCE, President, and C. JAY PARKINSON, Assistant Secretary, of ROGER PIERCE EQUIPMENT SALES COMPANY, both of whom acknowledged to me that he executed said instrument on behalf of said company for the purposes therein expressed and did declare that the statements contained therein are true to his own knowledge.

  
\_\_\_\_\_  
Notary Public, residing at  
Salt Lake City, Utah

My Commission Expires:  
August 30<sup>th</sup> 1955