



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

MACKAY EQUIPMENT, INC.

was filed in the office of the Secretary of State on the **1st** day
of **May** A.D. One Thousand Nine Hundred **Fifty-eight** and
duly recorded on Film No. **102** 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

Mackay in the County of **Custer**

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 **May**,
A.D., 19⁵⁸.

Secretary of State.

ARTICLES OF INCORPORATION

OF

MACKAY EQUIPMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each a natural person, a citizen 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 for that purpose we do hereby make, publish, acknowledge, declare and certify the following to be our Articles of Incorporation:

I.

The name of this corporation shall be
MACKAY EQUIPMENT, INC.

II.

Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which said corporation is formed are as follows, to-wit:

To manufacture, buy, acquire, own, hold, enjoy, sell, trade, venture and deal in farm machinery and farm appliances and in farm machinery repairs, and also in electrical appliances of every kind and character, including Home Electrical and other appliances;

To borrow money, issue bonds, debentures, and other obligations of the corporation, and to secure the same by mortgage or trust deed, or otherwise, on any or all of the real and personal property of the corporation, and to carry on any other lawful business which may seem to the Board of Directors capable of being conveniently carried on in any connection with the above purpose, or calculated directly or indirectly to enhance the value of or render profitable any of the corporation property rights;

To bind, hold, lease, construct, contract for the use of and exercise of privileges of ownership of such real or personal property as may be necessary and convenient for the conduct and operation of any of the business of the corporation;

To sue and be sued, appear, complain and defend, in any court of law or equity, or before any board, commission or tribunal;

To have and use a corporate seal which may be altered at pleasure;

To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation;

To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs and the certification and transfer of its stock;

To enter into any and all obligations or contracts of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation;

To particularly have all the powers and authority authorized or provided for by Section 30-114, Idaho Code;

III.

That the duration of time for which this corporation shall exist is fifty (50) years.

IV.

That the location and post office address of its registered office in this state is Mackay, County of Custer, State of Idaho.

V.

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 twenty-five thousand (25,000) in number of the par value of One and No/100 Dollars (\$1.00) each, and of the aggregate par value of Twenty-five Thousand and No/100 Dollars (\$25,000.00);

All of said stock of said corporation shall be entitled to one vote in the affairs and proceedings of the corporation for each share of stock issued and fully paid;

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

VI.

The business of this corporation shall be managed by a board of at least four (4) directors, a majority of whom shall constitute a quorum. The number, qualifications, term of office, manner of election of directors, the time, place and manner of calling meetings, and the powers and duties of the directors, including the power to fix the time for payment of dividends, fix and vary the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens upon all of the property of the corporation, or any part thereof, and to fix the salary and compensation for services to be paid all officers, agents and employees of the corporation, shall be prescribed by the by-laws; that the names and residences of such who are to serve until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Jarold J. Jennings	Mackay, Idaho
Nora C. Jennings	Mackay, Idaho
Hershel L. Ivie	Mackay, Idaho
Kathryn G. Ivie	Mackay, Idaho

VII.

That all meetings of the Board of Directors shall be held at the principal office of the corporation in Mackay, Idaho, or at such other place or places within the County of Custer, State of Idaho, for the transaction of any business of the corporation, as the directors may, by resolution, or by the by-laws, provide.

VIII.

That the Articles of Incorporation of this corporation may be amended in any respect conformable to the laws of this State by a vote representing at least a majority of the outstanding stock, at a stockholders meeting called for that purpose as provided by Section 30-146, Idaho Code; that no shareholder of this corporation shall be personally liable for any debt or liability of the corporation in any amount greater than his unpaid subscription to shares of stock made by him; provided that the original purposes of the corporation shall not be altered nor shall the personal or individual liability of the holder of fully paid stock for obligations of the corporation be changed without the consent of all stockholders.

IX.

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>Post Office Address</u>	<u>No. of Shares Sub.</u>
Jarold J. Jennings	Mackay, Idaho	Ten
Nora C. Jennings	Mackay, Idaho	Ten
Hershel L. Ivie	Mackay, Idaho	Ten
Kathryn G. Ivie	Mackay, Idaho	Ten

IN WITNESS WHEREOF, We, the above named four incorporators of said corporation and the subscribers to the stock of said corporation, hereby subscribe to this instrument, in triplicate originals, and we do hereby certify that all of said incorporators are of lawful age and are all citizens of the United States and bona fide residents of the State of Idaho, this 25th day of April, 1958, at Mackay, Custer County, Idaho.

Jarold J. Jennings
Nora C. Jennings
Hershel L. Ivie
Kathryn G. Ivie

STATE OF IDAHO,)
: ss.
County of Custer)

On this 25th day of April, 1958, before me, the undersigned,

a Notary Public in and for said State, personally appeared JAROLD J. JENNINGS, NORA C. JENNINGS, HERSHEL L. IVIE and KATHRYN G. IVIE, known to me to be the persons whose names are subscribed to the within 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 the day and year in this certificate first above written.

James B. Dorey
Notary Public for Idaho
P.O. Address: Challis, Ida.
My Com. Expires: 4-4-61