



## 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

ELLIOTT INDUSTRIAL CO.

was filed in the office of the Secretary of State on the 10th day of March A.D., One Thousand Nine Hundred seventy-five and will be ~~microfilm~~ microfilm 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 Butley, Idaho in the County of Cassia

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 10th day of March, A.D., 19 75.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

RECEIVED

'75 MAR 10 AM 8 30

ARTICLES OF INCORPORATION  
SECRETARY OF  
STATE  
ELLIOTT INDUSTRIAL CO.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, all citizens of the United States of America, each being over the age of 18 years, do hereby associate themselves together for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following Articles, and do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME OF CORPORATION: The name of the Corporation shall be: ELLIOTT INDUSTRIAL CO.

ARTICLE 2: PURPOSES: The Corporation is organized for the purposes of:

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, all types of new and used industrial equipment and machinery, attachments, tools, apparatus, engines, and motors, such as but not limited to lawn and garden equipment, loaders, buckets, scrapers, graders, bulldozers, shredders, trenchers, grapples, sidebooms, forklifts, rakes, mowers, excavators, sweepers, rollers, trailers, diggers, post drivers, crawlers, earth movers, rippers, winches, plows, backhoes, lifts, cranes, rotobooms, crawler backhoes, wheel backhoes, forestry loaders, snow plows, brush and rock rakes, hydraulic equipment, utility loader and similar types of equipment that replace existing equipment or are new inventions or innovations.

(b) To generally deal in the repairing, renovating, and servicing all types of industrial equipment. and machinery, including, but not limited to those items specified in paragraph (a) hereof.

(c) To engage in the business of purchasing, acquiring,

owning, selling and generally dealing in all types of parts or accessories and supplies used in connection with industrial equipment, as specified heretofore but not limited thereby.

(d) To purchase, improve, develop, exchange, sell, operate, lease, mortgage and generally deal in real estate for the purpose of the corporation.

(e) To act as a partner or a joint venturer in any transaction with any other person, firm, corporation, partnership, or other business entity.

ARTICLE 3: TERM: The Corporation is to have perpetual existence.

ARTICLE 4: LOCATION: The location and post office address of the registered office in the State of Idaho shall be 111 Overland Avenue, Box 70, Burley, in the County of Cassia, State of Idaho.

ARTICLE 5: CORPORATE STOCK: The total number of shares which the Corporation is authorized to issue is Two Thousand Five Hundred (2,500) shares, all of which shall be without par value. The Board of Directors may from time to time, fix the consideration for which such shares, without par value, shall be issued and sold. The capital stock when fully paid, shall be non-assessable, shall be one class of which all shall be voting. Voting of the stock may be cumulative.

ARTICLE 6: INCORPORATORS: The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

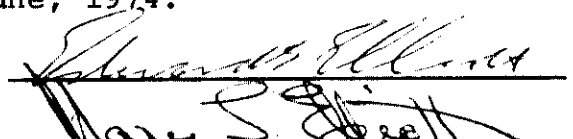
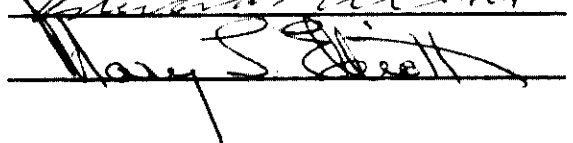
Edward G. Elliott 1418 Burton Ave. Burley, Idaho	1 share
Mary L. Elliott 1418 Burton Burley, Idaho 83318	1 share
William A. Parsons Box 910 Burley, Idaho 83318	1 share

1           ARTICLE 7: DIRECTORS: The Board of Directors shall  
2 consist of not less than three (3) nor more than five (5) directors.  
3 During the term of their office, or thereafter, the number of  
4 directors may be increased or decreased from time to time as provid-  
5 ed by the By-Laws.

6           ARTICLE 8: AMENDMENTS: The power to repeal and amend  
7 the By-Laws and adopt new By-Laws is hereby conferred upon the  
8 directors as well as the shareholders, provided, however, that  
9 the same shall not be less than a majority of the directors as  
10 may be fixed by the By-Laws.

11           ARTICLE 9: CONTRACTS: No contract or other transaction  
12 between the Corporation or any other corporation, whether or not  
13 a majority of the shares of capital stock of such other corporation  
14 is owned by the Corporation, and no act of the Corporation shall  
15 be in any way affected or invalidated by the fact that any of  
16 the directors of the Corporation are pecuniarily or otherwise  
17 interested in or are directors or officers of such other corporation.  
18 Any director individually may be a party to or may be pecuniarily  
19 or otherwise interested in a contract or transaction of the corpora-  
20 tion and any directors of the Corporation who are so interested  
21 may be counted in determining the existence of a quorum at any  
22 meeting of the Board of Directors of the Corporation which shall  
23 authorize such contract or transaction and may vote thereon to  
24 authorize such contract or transaction with the same right, force  
25 and effect as if he were not such director or officer of such  
26 corporation and not so interested therein. The same shall apply  
27 if any officer or director of this corporation shall be interested  
28 in any other form of business entity dealing with this corporation.

29           IN WITNESS WHEREOF, we have executed these Articles  
30 of Incorporation this 1st day of June, 1974.

31   
32 

William A. Parsons

STATE OF IDAHO )  
 ) ss  
County of Cassia )

On this 28<sup>th</sup> day of June, 1974, before me, the undersigned, a Notary Public in and for said State, personally appeared EDWARD G. ELLIOTT, MARY L. ELLIOTT, and WILLIAM A. PARSONS, known to me to be the persons whose names are subscribed to the within 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.

Robert H. Hulse  
Notary Public for Idaho  
Residing at Burley, Idaho

PARSONS, SMITH & PEDERSEN  
LAWYERS  
BURLEY, IDAHO