

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

CLARENCE W. FORD TRACTOR SALES & SERVICE, INC.

was filed in the office of the Secretary of State on the **Fifth** day
of **March** A.D. One Thousand Nine Hundred **Fifty-five** and
duly recorded on Film No. **89** 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 (50) Years from the date hereof, with its registered office in this State located at
Twin Falls in the County of **Twin Falls**

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

5th day of **March,**
A.D., 19 **55**

Secretary of State.

ARTICLES OF INCORPORATION

of

CLARENCE W. FORD TRACTOR SALES & SERVICE, INC.

KNOW ALL MEN BY THESE PRESENTS That we, Clarence W. Ford, James S. Ford, Clarence W. Ford Jr., John I. Ford and Wayne A. Ford, all of Twin Falls, Twin Falls County, State of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit, under the laws of the State of Idaho, and we do hereby certify and state:

ARTICLE I

That the name of this corporation is CLARENCE W. FORD TRACTOR SALES & SERVICE, INC.

ARTICLE II

That the purposes for which it is formed are:

(a) To take, purchase, lease, hire or otherwise acquire; to own, hold, occupy, use and enjoy; to build, erect, construct, alter, repair, renew and equip; to manage, improve, develop, operate and work; and to grant, sell, let, demise, exchange and otherwise dispose of sales and display rooms, sales buildings and lots for the sale, purchase, exchange, lease, hire, repair, renewal of new and used farm tractors, farm machinery and equipment and other personal property hereinafter referred to and described, repair shops, garages, service stations, stores, factories and other structures and improvements of every kind and description and every right, interest or estate therein, without limit as to the cost, amount or value thereof and wheresoever the same may be situated, as well outside as within the State of Idaho; and to make, enter into or assume any and every kind of contract, agreement and obli-

gation by or with any person, firm or corporation for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management, operation or control, in whole or in part, of such structures or improvements or any of them.

(b) To take, purchase, lease, hire or otherwise acquire; to hold, own, occupy, use and enjoy; to manage, improve, develop, subdivide and operate; and to grant, sell, let, demise, exchange and otherwise dispose of real estate, and every right, interest or estate therein, wheresoever the same may be situated as well within as without the State of Idaho.

(c) To purchase or otherwise acquire; to hold, own, enforce and otherwise enjoy; and to sell, assign, exchange or otherwise transfer or dispose of leases of lands, buildings, improvements and other structures, and of any estate or interest therein, and to assume, keep and perform all covenants, conditions or other obligations in or in respect of said leases, whether to prevent the forfeiture thereof or the impairment of any right, privilege, interest or estate thereunder or therein.

(d) To purchase, lease, hire, or otherwise acquire; to own, hold, use and enjoy; to sell, let, hire, assign, transfer, deal in and deal with, personal property of every kind and description, at wholesale or retail, particularly including, without limiting the generality of the foregoing description, farm tractors and any and all kinds of agricultural machinery, implements and tools and necessary or useful parts and accessories therefor and all other articles pertaining to agriculture, automobiles, trucks, tractors, aeroplanes, boats, road and highway equipment, tires and tubes, electrical appliances, machinery parts, hardware, lumber, furniture and furnishings, refrigerators, washing machines, household appliances, farm products, machinery and building materials, without limit as to the amount, cost or value thereof and wheresoever the same may be situated, as well outside as within the State of Idaho.

(e) To organize, acquire, operate, conduct, manage and supervise stores, salesrooms and sales lots, advertising agencies, automobile parking stations, display rooms, gasoline and oil filling stations, lumber yards, warehouses, garages for repair of land, air and water vehicles, repair shops for repair, renovation and renewal of farm tractors, farm equipment, tools and machinery of every kind and character, and such other businesses and associations as may be necessary, useful, convenient for or auxiliary or incidental to the purposes of the corporation herein set forth, as well outside as within the State of Idaho, and to do each and every act and thing necessary, convenient or useful for or auxiliary to the proper conduct of said businesses, associations or any of them.

(f) To apply for, purchase, take assignments of or otherwise acquire, accept, receive, hold, develop, use, control, transfer and dispose of distributing agencies, dealerships, franchises, franchise rights, privileges, licenses, contracts, permits, which may be necessary, useful, convenient for or auxiliary or incidental to the purposes of the corporation herein set forth;

(g) To apply for, purchase, acquire, hold, use, develop, license and dispose of and otherwise deal in inventions, improvements, patents, processes, trade-marks and copyrights which may be necessary, useful, convenient for or incidental or auxiliary to the purposes of the corporation herein set forth;

(h) To lend and advance money or give credit upon, with or without interest, and with or without security for the repayment thereof, and on such terms as may seem expedient, and to give guaranties or become surety for any person, firm or corporation;

(i) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, own, hold, sell, assign, transfer, exchange, distribute and otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebt-

edness, notes, good will, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, and also shares, rights, units, or interest in or in respect of any trust estate now or hereafter existing, whether created by or under the laws of the State of Idaho or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporations, associations and trust estates, or the trustees thereof, or in the name of this corporation, and while the owner thereof to exercise all the rights, powers and privileges of ownership thereof of every kind respecting the same, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(j) To issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) To guarantee the payment of dividends or interest upon and of the par amount or principal of any shares of stock, debentures, bonds, promissory notes, or other securities or evidences of indebtedness, contracts and obligations of this corporation or of any other corporation, firm or person, or of the trustee or trustees of any trust estate.

(l) To insure the corporation against any detriment to be suffered by it arising out of or caused, whether prodimately or otherwise, by any loss of, or damage or injury to, its property, or the default, incapacity, sickness or death of, or any accident or injury to any of its officers, agents, servants or employees while in its employment.

(m) To transact and carry on any other lawful business, and to do any and all other acts and things and to exercise any and all other powers, that a copartnership or a natural person may transact, carry on, do or exercise, and that now or hereafter may

be authorized by law.

(n) To pay to the directors, as remuneration or compensation for their services as such officers, such sums as may be authorized by the by-laws, the same to be divided among them in such proportions and in such manner, as the directors may determine.

(o) To engage in joint ventures and to enter into contracts of partnership with other corporations, associations or with individuals, for the carrying on of any business or the performance of any act herein authorized, or any business or act incidental thereto.

(p) To purchase and cancel upon its books and restore to the status of authorized but unissued shares any of its outstanding shares from surplus available for cash dividends and when authorized by vote or written consent of the holders of two-thirds of the shares outstanding, exclusive of the shares to be purchased.

(q) Without in any particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more or all of the acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated, directly or indirectly, to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights as such a corporation may lawfully do; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers that a natural person or association of individuals could do or exercise, and which now or hereafter might be authorized by law, and either as or by or through principals, agents, contractors, factors, lessors, lessees, or otherwise, and either alone or in conjunction with others, and in any part of the world; and in addition to have and exercise all of the rights, powers and privileges now or hereafter belonging

to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers on the part of the stockholders of the corporation wherever herein so expressed or implied, as well as on the part of the corporation, and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III

That the term for which this corporation shall exist is fifty years.

ARTICLE IV

That the location and postoffice address of the registered office of the corporation in this state is Twin Falls, Twin Falls County, Idaho.

ARTICLE V.

That the total number of shares which may be issued is One Hundred Thousand (100,000) and the par value of each share is One Dollar (\$1.00); and the aggregate par value of all shares is One Hundred Thousand (\$100,000.00) Dollars.

ARTICLE VI

That the total number of shares actually subscribed is five shares and the names of the incorporators and subscribers and the number of shares, respectively, for which they have subscribed and the amount to be paid by them respectively for such shares are as follows:

<u>Name of Subscriber and Postoffice Address</u>	<u>Number of Shares</u>	<u>Amount to be paid</u>
Clarence W. Ford, Twin Falls, Idaho	1	\$1.00
James S. Ford Twin Falls, Idaho	1	\$1.00

Clarence W. Ford Jr. Twin Falls, Idaho.	1	\$1.00
John I. Ford, Twin Falls, Idaho	1	\$1.00
Wayne A. Ford Twin Falls, Idaho	1	\$1.00

ARTICLE VII

That the number of its directors is five, and the names and residences of the persons who are appointed to act until the first meeting of the shareholders or until the selection and qualification of their successors are as follows:

Clarence W. Ford, Twin Falls, Idaho;
James S. Ford, Twin Falls, Idaho;
Clarence W. Ford Jr., Twin Falls, Idaho;
John I. Ford, Twin Falls, Idaho; and
Wayne A. Ford, Twin Falls, Idaho.

IN WITNESS WHEREOF, We have hereunto subscribed our names this 3rd day of March, 1955.

Clarence W. Ford
James S. Ford
Clarence W. Ford Jr.
John I. Ford
Wayne A. Ford

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 3rd day of March, 1955, before me, the undersigned, a Notary Public in and for said County and State, personally appeared CLARENCE W. FORD, JAMES S. FORD, CLARENCE W. FORD, JR., JOHN I. FORD and WAYNE A. FORD, 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.

(SEAL)

Harry Lee
Notary Public for the State of Idaho,
Residing at Twin Falls, Idaho.