



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

UNITED INDUSTRIAL PRODUCTS ASSOCIATION, INC.

was filed in the office of the Secretary of State on the **Twenty-second** day
of **June,** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~ duly recorded on ~~film~~ ~~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

Pocatello in the County of **Bannock.**

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 **22nd** day of **June**,
A.D., 19 **65.**

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
UNITED INDUSTRIAL PRODUCTS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are of full age, and citizens of the United States of America, have this day voluntarily associated ourselves together, and do hereby, and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation, under the laws of the State of Idaho, for the lawful purposes hereinafter stated.

I.

The name of this Corporation shall be UNITED INDUSTRIAL PRODUCTS ASSOCIATION, INC.

II.

The location and post office address of this Corporation shall be in the City of Pocatello, County of Bannock, State of Idaho, at 409 South Arthur Street.

III.

That this Corporation shall have perpetual existence.

IV.

That the purposes for which this Corporation is formed are generally to engage in the pursuit of all lawful activities and business as provided by the laws of the State of Idaho, and particularly:

- (a) To buy, sell, distribute and manufacture oil, grease, farm equipment and supplies, paint, building supplies, shop equipment and other goods of any kind and nature.
- (b) To buy or hold, sell, and to lease, rent, occupy and use all kinds and classes of real and personal property within and outside of the State of Idaho.

(c) To mortgage, pledge, hypothecate, issue deeds of trust, or otherwise use, real and personal property as security for the purpose of borrowing money, obtaining credits, or dealing in real or personal property, and to make, execute and deliver and issue securities, stocks, bonds, debentures, mortgages, notes or other collaterals created or issued by this corporation or any corporation wherever organized in the United States or organized by the United States or any state thereof, and to buy, sell, negotiate or otherwise deal in securities, stocks, bonds, mortgages, notes, assignments, or other collaterals or securities issued by any state of the United States, or by any county, city, town, village, municipality, or district therein, or any political subdivision thereof, to the fullest extent permitted by the laws of the State of Idaho, and to exercise all rights, powers and privileges of ownership.

(d) To incur indebtedness without limit, to borrow money, and to receive payment of money loaned in any manner consistent with the laws of the State of Idaho or of other states of the United States, and to issue its capital stock in payment for or exchange for cash, real and/or personal property, choses in action, or any other thing of value, including shares in any other corporation, firm, or association.

(e) To enter into, make and perform contracts of every sort and kind with any person, association or corporation, and to draw, make, accept, endorse, discount and execute promissory notes, bills of exchange and other instruments that are evidences of indebtedness.

(f) To build, construct, erect, purchase and sell all types of buildings.

(g) To engage in any and all types of manufacturing,

assembling, and producing of products of all kinds including furniture, equipment, industrial and commercial machinery and attachments to other equipment and machinery and to engage in the production and sale of chemical products; to lease, rent, buy own, sell and acquire any and all necessary machinery to the carrying out of these purposes and to employ and use all necessary aid and assistance including research and experimental equipment; to contract in any legal manner for the promotion of said aims and objects and to acquire other corporations or their assets and to assume such corporations liabilities all in the promotion of the objectives mentioned herein and to do so with cash, shares in this corporation or shares in other corporations owned by this corporation and in general to manufacture, develop, promote and sell products of the corporation produced under this purpose.

(h) To engage in the warehousing business under the laws of Idaho and to take advantage of any and all laws of said state with respect to distribution of inventory and products acquired for re-shipment and to issue and deliver any and all necessary documents to carry out this purpose.

(i) To own patents or licenses to manufacture, produce, promote and sell, any products or items of personal property whatsoever so long as the same may be done by lawful means and to issue limited or unlimited franchises to other persons, firms, or corporations and to receive cash, shares of stock, royalties or any other things of value in exchange therefor whether the same be tangibles or intangibles and/or real or personal property.

(j) To own shares in and to vote same and control or manage other corporations either profit or non-profit and

particularly to organize or cause to be organized, and manage a non-profit agricultural association cooperative, insurance, banking, commercial, manufacturing, producing and sales corporations as subsidiaries of this corporation at which times or in which places as may be in the sole judgment of the Directors for the best interests and welfare of this corporation but this power may be exercised only where and when the exercise thereof is legal and lawful under the laws of the United States, Idaho, all other States and territories and/or possessions of the United States and any foreign countries.

(k) To promote, establish, operate and conduct any other lawful business which is within the purposes and powers of the corporation or which may be incidental to the exercise of any such powers or which may be necessary to protect, preserve and enhance the value of the corporation's franchises, property and business, and to pay all taxes, state, federal, municipal or other.

V.

The capital stock of this corporation shall be TWO HUNDRED FIFTY THOUSAND (\$250,000.00) DOLLARS divided into One Million Shares (1,000,000) all of one class namely, common, non-assessable, each share to have a par value of Twenty-five (\$.25) Cents.

VI.

The business, corporate powers and authority of the corporation shall be exercised, conducted and controlled by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) who shall be owners of at least one share of the common stock of this corporation. The Board of Directors shall have the power to repeal, amend and adopt new By-Laws of and for the company and to hold regular meetings

in accordance with the By-Laws and at such times and places as the Directors may fix both within and outside of the State of Idaho.

VII.

That the first Board of Directors is fixed at three (3) and shall hold office for one year from the date hereof, and until their successors are elected and qualified, and their names and post office addresses are as follows:

NAME	ADDRESS	POSITION
A. Wayne Robinson	353 E. Elm Pocatello, Idaho	President
Blaine Fisher	257 Meadow Brook Lane Pocatello, Idaho	Vice-President
John R. Black	1436 E. Lander Pocatello, Idaho	Secretary-Treasurer

VIII.

That the name and post office address and shares subscribed by each of the Incorporators signing the Articles of Incorporation are as follows:

NAME	ADDRESS	NO. SHARES
Lois Thomas	American Falls, Idaho	One
Max Mayer	American Falls, Idaho	One
W. E. Moss	Fernwood, Idaho	One
Chester S. Cochrane	Cataldo, Idaho	One
Clarence Seidel	Frontage Road American Falls, Idaho	One
Robert Simplot	Declo, Idaho	One
John Spanbauer	Rt. 1. Box 82 Pocatello, Idaho	One
Weldon Golde	1422 Young Coeur d' elene, Idaho	One
Farold Helson	Rockland, Idaho	One
Ronald Capell	Arimo, Idaho	One
George Osborn	Box 155 American Falls, Idaho	One

Paul Kendall	American Falls, Idaho	One
Ralph Woodworth	Rockland, Idaho	One
Pearl Robinson	Rockland, Idaho	One
Kay Hunt	Box 103 American Falls, Idaho	One
Donald Wright	Box 852 Shelley, Idaho	One
Mark Schwendiman	Newdale, Idaho	One
Frank Hofert	1154 1/2 Yellowstone Ave. Pocatello, Idaho	One
Gale Neville	American Falls, Idaho	One
Blaine Fisher	257 Meadowbrook Lane Pocatello, Idaho	One
Mark Fehringer	Aberdeen, Idaho	One
Arnold Fehringer	Aberdeen, Idaho	One
Melvin Fehringer	Aberdeen, Idaho	One
Gerald Fehringer	Aberdeen, Idaho	One
Edward Fehringer	Aberdeen, Idaho	One
Kenneth Harten	51 Riverside Pocatello, Idaho	One
A. Wayne Robinson	353 E. Elm Pocatello, Idaho	One
John R. Black	1436 E. Lander Pocatello, Idaho	One

the undersigned, a Notary Public in and for said County and State, personally appeared A WAYNE ROBINSON, BLAINE FISHER AND JOHN R. BLACK 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 first above written.

(SEAL)

Julian E. Egan
Julian E. Egan
Notary Public for Idaho
Residence: Pocatello, Idaho