

CERTIFICATE OF INCORPORATION
OF

WESTEK DESIGNS, INC.

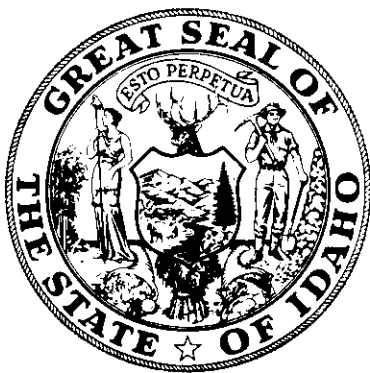
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

WESTEK DESIGNS, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **November 9, 1983**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

of

WESTEK DESIGNS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: Westek Designs, Inc.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To own and operate a manufacturing business for the production of agricultural equipment parts.

Section 2. In general to conduct in all or several departments and phases, all aspects of an agricultural equipment manufacturing business and to do everything necessary or conducive to the furtherance and the objectives and purposes herein set forth, and to transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act (IBCA).

Section 3. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 4. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 5. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures,

vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 6. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 7. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is at 4050 Lincoln Road, Idaho Falls, Idaho, the corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The Post Office address of the registered offices shall be Route 1, Box 19, Idaho Falls, Idaho 83401.

Section 2. The operation and business of this corporation shall be carried out in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

ARTICLE V.

CAPITAL STOCK

The amount of the capital stock of the corporation shall be Five Thousand and no/100 (\$5,000.00) Dollars to consist of 500 shares of common stock of the par value of Ten and no/100 (\$10.00) Dollars each.

ARTICLE VI.

MANAGEMENT

Management of this corporation shall be vested in a Board of Directors of three, five or seven directors. The directors

shall be elected at the annual meeting of the stockholders, and the number of directors to serve shall be decided at the annual meeting of the stockholders, as provided in the By-Laws and in the manner and method therein provided.

ARTICLE VII.

DIRECTORS' MEETINGS

The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII.

INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The name, post office address and number of shares subscribed by each of the incorporators who are the initial directors are as follows:

PA and R10 per Angela
John G. Stanger *[Signature]* 70 Shares
3104 Nina
Idaho Falls, Idaho 83401

Frank E. Weaver 70 Shares
Route 1, Box 102
Roberts, Idaho 83444

Jim Tarrant 70 Shares
P. O. Box 2161
Wenatchee, Washington 98801

All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the states as indicated above.

ARTICLE IX.

PARTICULAR CONTRACTS

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quo-

rum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE X.

AMENDMENTS


The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.


ARTICLE XI.

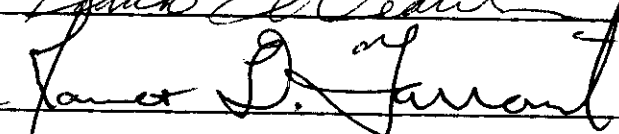
SECTION 1244 IRC

The stock of this corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 7th day of October, 1983.







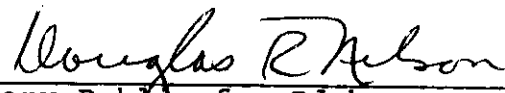
)
) ss.

STATE OF IDAHO

County of Bonneville

On this 7th day of October, 1983, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOHN G. STANGER, FRANK E. WEAVER AND ~~JIM TARRANT~~ ^{den} known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation 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.



Notary Public for Idaho
Residing at Idaho Falls, Idaho

STATE OF WASHINGTON)
 :SS.
County of Chelan)

On this 20th day of October, 1983 before me, the undersigned, a Notary Public for Washington, personally appeared JIM TARRANT, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Russell W. Richardson
Notary Public for Washington
Residing at Wenatchee