



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

NORTHWEST EQUIPMENT COMPANY

was filed in the office of the Secretary of State on the **seventh** day of **December** A.D., One Thousand Nine Hundred **seventy** 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 **Boise, Idaho** in the County of **Ada**

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 **7th** day of **December**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
NORTHWEST EQUIPMENT COMPANY

The undersigned natural persons of the age of twenty-one years or more, and citizens of the United States of America, acting as incorporators of a corporation (hereinafter referred to as the "Corporation"), and under the provisions of the Idaho Business Corporations Act (hereinafter referred to as the "Act"), adopt Articles of Incorporation and certify as follows:

ARTICLE I.

Name

The name of this Corporation is NORTHWEST EQUIPMENT COMPANY.

ARTICLE II.

Purposes and Powers

SECTION 1. The purposes for which the Corporation is organized are as follows:

Clause (a). General Purposes. The manufacture, sale, and distribution of goods and services of whatever kind and nature, and to carry on and conduct the business of the development, construction, sale, rental, leasing and management of real property and real property improvements, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the purposes and powers herein mentioned.

Clause (b). Ancillary Purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Clause (c). To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in any such state, territory, district or possession of the United States, or foreign country.

SECTION 2. Statutory Powers. The Corporation shall have and exercise the statutory powers specified in Section 30-114, Idaho Code, as the same now exists or may hereafter be amended.

SECTION 3. Additional Powers. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purpose, the Corporation shall have the following additional powers:

Clause (a). Directly, or through ownership of stock in any corporation, to purchase, lease, exchange or otherwise acquire real estate in property, either improved or unimproved, and interest therein; to own, hold, control, manage, maintain and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, remodel, manage, operate and control all kinds of buildings, offices, warehouses, mills, shops, factories, machinery and plants and all structures and erections of any description on any lands owned, held or leased by the Corporation, or upon any other lands; to lease or sublet offices and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any such real estate in property, and any interest therein.

Clause (b). Directly, or through ownership of stock in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of machinery, implements, equipment, accessories, parts and supplies and other personal and real property of every kind, and any interest therein.

Clause (c). To employ engineers, architects, builders, contractors, and any other person, partnership, or corporation, for the purpose of or in connection with the furtherance or the carrying out of the powers and purposes herein mentioned.

Clause (d). Directly, or through ownership of stock in any corporation, to purchase, or otherwise acquire, hold, exchange,

pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate.

Clause (e). Directly, or through ownership of stock in any corporation, to borrow or raise monies for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures and any other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the Corporation, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

Clause (f). Directly, or through ownership of stock in any corporation, to purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize and in any manner dispose of the right to property so acquired.

Clause (g). To make any guaranty respecting dividends, stocks, securities, indebtedness, interest, contracts or other obligations so far as the same may be permitted to be done by corporations organized under the Act.

Clause (h). To enter into any lawful arrangements or sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

Clause (i). To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government or governmental authority, or of any political, or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

Clause (j). To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein, or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement, to develop, improve, stabilize, strengthen, or extend the property or commercial interest thereof, and to aid, assist or participate in any lawful enterprises in connection therewith or incidental to such agency, representation or service, and to render any service or assistance insofar as it lawfully may under the Act.

Clause (k). To purchase, hold, sell and transfer the shares of its own capital stock, of any class or designation; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital. As used herein the phrase "impairment of its capital" shall mean a condition arising by reason of a payment of corporate funds to purchase shares of its capital stock which payment is in excess of the earned surplus or paid in surplus of the Corporation. Any shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly.

ARTICLE III.

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV.

Registered Office

The location of the Corporation's registered office in this state is
138 E. Braemere Road, Boise, Idaho.

ARTICLE V.

Authorized Shares

SECTION 1. General. The Corporation shall be authorized to issue two classes of stock to be designated as "(5.25%) Redeemable Convertible Cumulative Preferred Stock" (hereinafter called "preferred stock" or "preferred shares") and "No Par Common Stock" (hereinafter called "no par common shares" or "common shares").

SECTION 2. Number. The total authorized number of shares that may be issued is 1,020,000 of which 20,000 shares shall have a par value of \$100.00 each and 1,000,000 shares shall be without par value.

SECTION 3. Classes of Stock. The shares shall be divided into 20,000 preferred shares having a par value of \$100.00 each and 1,000,000 common shares without par value.

(a) Preferred Shares. The preferred shares authorized to be issued by the Corporation shall be subject to the following terms, conditions, rights and restrictions:

(1) Each preferred share issued shall be entitled to one (1) vote at each meeting of shareholders.

(2) Each preferred share issued shall bear a stated cumulative dividend of 5.25% (\$5.25) per annum per share, and no more, payable on the last day of December of each year if declared by the Board of Directors of the Corporation. If in any year the Board of Directors of the Corporation fails to declare and/or pay a dividend, such dividend shall accumulate and shall be paid prior to any cash dividends paid on common shares. After declaration and payment of an annual dividend on the preferred shares, and provided there are no unpaid accumulated dividends in favor of the preferred shares, all remaining profits which the Board of Directors of the Corporation may determine to apply in payment of dividends shall be distributed among the holders of the common shares exclusively.

(3) Upon dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive,

out of the net assets of the Corporation, the par value of their shares plus unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares.

(4) The Corporation shall have the right, at any time, and upon thirty (30) days' written notice, to call (redeem) all or any portion of its preferred shares issued and outstanding. The call (redemption) of preferred shares by the Corporation shall be pursuant to resolution of the Board of Directors of the Corporation and shall be at the call (redemption) price of \$100.00 (par value) plus any unpaid accrued dividends.

The Board of Directors of the Corporation shall have full power and discretion to select from the preferred shares outstanding particular shares for call (redemption), and its proceedings in this connection shall not be subject to attack except for actual and intentional fraud. In all instances the Board of Directors of the Corporation shall have complete authority to determine upon and take the necessary proceedings fully to effect the purchase or call (redemption) of the preferred shares selected for call (redemption), and the cancellation of the certificates representing such shares upon the completion of such proceedings, the rights of holders of the preferred shares which have been called (redeemed) shall in all respects cease, except that such holders shall be entitled to receive the redemption price for their respective shares.

Whenever preferred shares of the Corporation are purchased or called (redeemed) as herein authorized, the Corporation may, by resolution of its Board of Directors,

retire such shares, and thereupon this Corporation shall, in connection with the retirement of such shares, cause to be filed an Amendment to these Articles, if deemed necessary, or required by law.

(5) All or any portion of the preferred shares of the Corporation may, at the option of the holder thereof, at any time prior to December 31, 1975, be converted into common shares on the basis of one (1) preferred share for one (1) no par common share.

The holder of any of the preferred shares desiring to avail himself of the option for conversion of his shares as herein provided shall, on or before December 31, 1975, deliver, duly endorsed in blank, the certificate(s) representing the shares to be converted to the Secretary of the Corporation at its office and at the same time notify the Secretary in writing over the holder's signature that he desires to convert his preferred shares into no par common shares pursuant to these provisions. Upon receipt by the Secretary of the certificate(s) representing preferred shares and a notice that the holder thereof desires to convert the same, the Corporation shall forthwith cause to be issued to the holder of the preferred shares surrendering same one (1) share of no par common shares for each preferred share surrendered and shall deliver to such holder a certificate in due form for such no par common shares.

At such time as the conversion is effected as herein provided all rights and benefits accruing or accrued to the

holder as a holder of preferred shares of the Corporation shall be terminated.

Preferred shares which have been converted hereunder shall revert to the status of unissued shares and shall not be reissued. Such shares may be eliminated as provided by law. These provisions for conversion of preferred shares of the Corporation shall be subject to all applicable statutory limitations and restrictions.

(6) At any time upon six (6) months' written notice the holder of preferred shares of the Corporation may, at his option, require the Corporation to redeem all or any portion of his preferred shares for cash. As determined by the date when the written notice of the holder's election to require the Corporation to redeem as herein provided is delivered to the Secretary of the Corporation, the total redemption price for each share shall be as follows:

January 1, 1971, to December 31, 1973, inclusive	\$ 50.00
January 1, 1974, to December 31, 1976, inclusive.	\$ 65.00
January 1, 1977, to December 31, 1979, inclusive	\$ 80.00
After January 1, 1980	\$100.00

At such time as the redemption as herein provided is effected all rights and benefits accruing or accrued to the holder as a holder of preferred shares of the Corporation shall be terminated.

SECTION 4. Voting Rights. All holders of shares of stock authorized and issued by the Corporation, common and preferred, shall be entitled to one (1) vote for each share owned.

At all elections of Directors of the Corporation each holder of preferred shares and each holder of common shares shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would then be entitled to cast for the election of Directors with respect to his shares multiplied by the number of Directors upon whose election he is then entitled to vote, and he may cast all of such votes for a single candidate or may distribute them among some or all of the candidates, as he may choose.

SECTION 5. Denial of Preemptive Right to Shareholders. No shareholder of the Corporation shall, because of his ownership of shares, have a preemptive or other right to purchase, subscribe for, or take any part of any shares or any part of any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase shares of stock of the Corporation authorized by these Articles or by any amendment hereto duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such shares of stock or securities or any part thereof to existing shareholders.

ARTICLE VI.

Stock Nonassessable

The capital stock, preferred and common, shall be nonassessable; and the private property of the shareholders shall not be subject to assessment

or be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE VII.

Incorporators

The names and post office addresses of the incorporators of the Corporation and the number of shares of common stock subscribed for by each, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Robert J. Ennis	P. O. Box 1617, Boise, Idaho	1
Jayleen A. Ullman	P. O. Box 1617, Boise, Idaho	1
Sharon E. Anderson	P. O. Box 1617, Boise, Idaho	1

ARTICLE VIII.

Interests of Directors in Contracts

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or shareholders, members, directors, officers or employees, or in which they are interested shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transactions, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, and in calculating the

majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE IX.

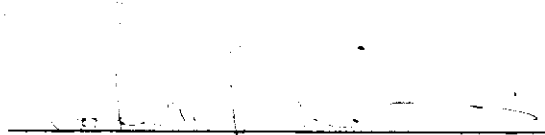
Board of Directors

The initial Board of Directors shall consist of three members. The number of Directors may be increased or decreased from time to time by amendment of the By-Laws provided that no decrease shall reduce the number of Directors to less than three, nor shall any decrease have the effect of shortening the term of an incumbent Director. In the absence of a By-Law fixing the number of Directors, the number shall be three.


ARTICLE X.

The power to amend, alter or repeal the code of By-Laws or to adopt a new code of By-Laws for the government of this Corporation shall be vested in the Board of Directors. The code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

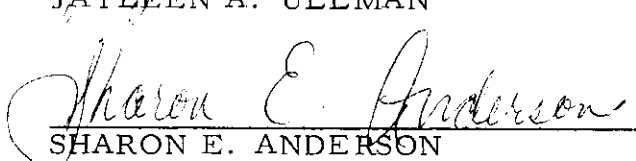
IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 7th day of December, 1970.



ROBERT J. ENNIS



JAYLEEN A. ULLMAN

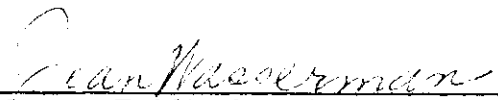


SHARON E. ANDERSON

STATE OF IDAHO)
) ss.
County of Ada)

On the 7th day of December, 1970, before me, the undersigned, a Notary Public in and for said state, personally appeared ROBERT J. ENNIS, JAYLEEN A. ULLMAN and SHARON E. ANDERSON, 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.



Notary Public for Idaho
Residing at Boise, Idaho