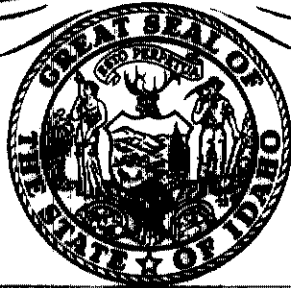


State of Idaho



Department of State

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

LANDVAITER MOTORS, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day of **December**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** 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 **Aberdeen** in the County of **Bingham**

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 **27th** day of **December**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

LANDVATTER MOTORS, INC.

We, the undersigned, all natural persons of full age and all of whom are citizens of the United States and of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, under, and pursuant to the provisions of Title 30, Chapter 1, Idaho Code, and all acts amendatory and supplementary thereto, do hereby adopt the following Articles of Incorporation:

I.

That name of this corporation shall be LANDVATTER MOTORS, INC.

II.

This corporation, when formed, shall have perpetual existence.

III.

The location and post office address of the registered office of the corporation shall be the City of Aberdeen, Bingham County, Idaho, or such other place as the Board of Directors may from time to time determine.

IV.

In addition to the powers granted to corporations generally and by the provisions of said Title 30, Chapter 1, and acts amendatory or supplementary thereto, the corporation shall have the following general and specific powers:

1. To manufacture, buy, sell, lease, finance and deal in motors, automobiles, motor trucks, motor buses, water borne craft, marine engines, airplanes, bicycles and vehicles of all kinds and descriptions however propelled and of all kinds and descriptions and all parts and accessories, and all parts and supplies used in connection therewith, and to deal in all kinds and form of motor fuels and petroleum

products.

2. To operate, own, rent and maintain garages and service stations and to store, repair, rent and lease motors, motor vehicles, automobiles, motor trucks, motor buses, marine craft, airplanes and other vehicles, and all parts, supplies and accessories incidental thereto.

3. To manufacture, construct, buy, sell, license, lease, repair, finance, deal in and with machinery of every kind and description, particularly, but not limited to, agricultural machinery, farm machinery and implements, hardware, dairy equipment and machinery, heavy construction machinery, road building equipment and machinery, excavation equipment and machinery, transmission machinery, elevating and conveying machinery, and all parts thereof and any and all supplies, parts and accessories incidental thereto.

4. The cultivation and improvement of farms, gardens and agricultural lands, the raising and improving of livestock, and incidentally to own and control under lease, or otherwise, such lands, buildings and personal property necessary or desirable to the conduct and operation of such business.

5. Buying, owning, improving, platting, rental, selling and dealing in motels, hotels, apartment houses, dwelling houses, business buildings, office buildings, housing subdivisions, bowling lanes, amusement resorts, and all lands, tenements and hereditaments incidental thereto.

6. To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease real and personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and otherwise dispose of and deal in shares

bonds, securities and debentures, and other evidences of indebtedness of other corporations, domestic or foreign; to engage in the financing of contracts, whether conditional sales, chattel mortgages or trust receipts, the lending of money, including but not limited to, small loans.

7. And to exercise any and all other powers that may be necessary or incidental to the complete fulfillment of the foregoing enumerated powers, and to engage in business in other states as the Board of Directors may from time to time determine.

V.

The amount of the capital stock of this corporation shall be ^{\$50,000.00 divided into} ~~50,000~~ shares of \$1.00 par value, common stock, and, the rights pertaining thereto shall, in all respects, be equal, and may be increased or decreased as provided by the laws of the State of Idaho.

VI.

The names of the persons forming this corporation, together with their post office addresses and the amount of shares actually subscribed by them are as follows:

Ernest J. Landvatter	Aberdeen, Idaho	One Share
E. W. Landvatter	Aberdeen, Idaho	One Share
LaVon L. Warner	Aberdeen, Idaho	One Share

VII.

The annual meeting of the shareholders shall be held on the second Wednesday in January of each year in the registered office of the corporation and at all meetings of stockholders cumulative voting shall be allowed and each stockholder may vote by written proxy.

VIII.

The Board of Directors of this corporation shall consist of three persons all of whom must be shareholders of this corporation and shall hold office for one year or until their

successors are elected and qualified. The annual directors' meeting shall be held immediately following the meeting of the shareholders of the corporation and at the same place. Until the organizational or next meeting of the Board of Directors and until their successors are elected and qualified, the following persons shall serve as directors of this corporation: Ernest J. Landvatter, E. W. Landvatter and LaVon L. Warner.

IX.

The executive officers of this corporation shall be a president, vice-president, secretary and treasurer, which such officers shall be elected from the Board of Directors and the president, when elected, shall be the chairman of the board for the next ensuing year; provided, that the offices of secretary and treasurer may be held by one and the same person. The Board of Directors shall have power to fill any vacancies in the Board of Directors or any other office and shall have power to appoint an assistant secretary and an assistant treasurer, neither of whom need be shareholders of this corporation.

X.

The directors of this corporation shall serve without compensation unless otherwise expressly provided by the unanimous vote of the Board of Directors and compensation, if any, of the executive officers, shall, at the discretion of the Board of Directors, be fixed and determined and from time to time altered, modified or changed.

XI.

The corporation shall have a seal, circular in shape, the design of which shall be fixed by the Board of Directors, and which shall contain the following words, "Landvatter Motors, Inc., an Idaho Corporation, Organized 1962." The Secretary

of said corporation shall have custody of the official seal of said corporation and shall affix the same to all documents requiring the same.

IN WITNESS WHEREOF, we have hereunto set our hands this 24th day of December, 1962.

Ernest J. Landvatter
Ernest J. Landvatter

E. W. Landvatter
E. W. Landvatter

LaVon L. Warner
LaVon L. Warner

STATE OF IDAHO)
 : ss.
County of Bingham)

On this 24th day of December, 1962, before me, the undersigned, a Notary Public for Idaho, personally appeared Ernest J. Landvatter, E. W. Landvatter and LaVon L. Warner, known to me to be the persons whose names are subscribed to the within and foregoing 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.

Blaine Tucker
Notary Public for Idaho
Residing at Blackfoot, Idaho
My Commission Expires: 1-1-66