

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

VALLEY IMPLEMENT, INC.

was filed in the office of the Secretary of State on the 28th day
of February A.D. One Thousand Nine Hundred Fifty-eight and
duly recorded on Film No. 101 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

Meridian 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 28th day of February ,
A.D., 1958 .

Secretary of State.

ARTICLES OF INCORPORATION

OF

VALLEY IMPLEMENT, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of legal age, and citizens of the United States and bona fide residents of the State of Idaho, do hereby associate ourselves together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

I.

The name of the corporation shall be "Valley Implement, Inc."

II.

The nature, objects and purposes for which this corporation is formed shall be:

(a) To manufacture, buy, sell, lease, rent, and dispose of all kinds of agricultural and farm implements, and machinery and parts of every description used in connection with mechanically propelled vehicles, and other kinds of machinery including cars, trucks and all kinds of farm machinery; to buy and sell gasoline, oil, electrical equipment, spare parts, and all other materials and devices necessary to fully supply and propel and repair automobiles, mechanically propelled vehicles and machinery of all kinds; to maintain and operate garages for the care, safe-keeping, and repair of all such automobiles, mechanically propelled vehicles and farm and agricultural machinery of all kinds.

(b) To manufacture, buy, sell, lease, rent, and dispose of all kinds of appliances, tools, parts, equipment and fixtures for business, farm and home use.

(c) To carry on and conduct a general merchantile business for the buying, selling, manufacturing, leasing, renting and disposing of all kinds of merchandise, both wholesale and retail.

(d) To buy, sell and deal in all kinds of contracts, notes, bills of sale, mortgages and other evidences of debt, and the security for the payment of the same; to buy and sell all forms of insurance and to act as an agent for insurance companies; to discount or negotiate notes, bills and other evidence of debt; to buy, sell, own and hold shares of capital stock of other corporations.

(e) To acquire by purchase, subscription or otherwise, and to hold or hypothecate, or to dispose of stocks, bonds, or any other obligation of all kinds; and to sell, trade in and exchange the same, and all classes of stock, bonds, notes, bills of sale and other securities;

(f) To buy, hold purchase, sell, mortgage, lease or exchange real or personal property of all kinds.

(g) To carry into effect the object and purpose aforesaid, this corporation is authorized to do all and singular the things necessary and convenient to carry out the general purposes for which it is organized.

(h) All the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which a corporation formed under the laws of the State of Idaho now or hereafter existing may not, at the time, lawfully carry on or do. It is the intention that the purpose, objects and powers specified in each of the paragraphs of this Article II shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in these Articles contained or of any other provisions of these Articles of Incorporation.

III.

The duration of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of the corporation is and shall be Meridian, Ada County, Idaho.

V.

The total authorized number of shares which may be issued by this corporation is Five Hundred Shares of common stock with a par value of One Hundred and No/100 (\$100.00) Dollars per share, and non-assessable.

VI.

All shares of this corporation are the same class with equal rights and voting power and without preference or priority of any share over any other share.

VII.

The names and post office addresses of the incorporators and the number of share subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
T. J. Keithly	4901 Spaulding, Boise, Idaho	1
J. A. STEWART	Route #3,ampa, Idaho	1
Perry Kasel	Route #6,ampa, Idaho	1
Dale Bates	38 East State, Meridian, Idaho	1

IN WITNESS WHEREOF, We, the undersigned, being each one of the original incorporators of VALLEY EQUIPMENT, INC., have hereunto set our hands and seals and caused these Articles of Incorporation to be executed in triplicate this 28th day of February, 1956.

T. J. Keithly
T. J. Keithly
J. A. Stewart
J. A. Stewart
Perry Kasel
Perry Kasel
Dale Bates
Dale Bates

STATE OF IDAHO)
 : ss.
County of Ada)

On this 28th day of February, 1958, before me, the undersigned,
a Notary Public in and for said State, personally appeared T. J.
KEITHLY, J. A. STEWART, PERRY KASEL and DALE DATES, known to me to
be the persons whose names are subscribed to the within and fore-
going 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 in this certificate first above
written.

Lathrop L. McPeak
Notary Public for Idaho
Residence: Meridian, Idaho.