

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

THOMPSON EQUIPMENT CO.

was filed in the office of the Secretary of State on the **6th** day
of **January** 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

Boise 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 **6th** day of **January**,
A.D., 19**58**.

Secretary of State.

ARTICLES OF INCORPORATION

of

THOMPSON EQUIPMENT CO.

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are full age, citizens of the United States of America, and residents of the State of Idaho, 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 purposes hereinafter stated.

I.

The name of this corporation shall be "Thompson Equipment Co."

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, Ada County, Idaho.

IV.

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

A. To engage in the business of engineering, designing,

manufacturing, servicing, repairing, maintaining, buying, selling, leasing, dealing in, operating, storing and distributing machinery, automobiles, motor trucks, motor busses, motors, airplanes, appliances, fuels, accessories, and parts and all other devices, products and materials used or useful in connection with said purposes; to operate and maintain shops, garages, service stations and retail and wholesale stores, store houses, and freight terminals and terminal freight points.

B. To organize, maintain, and operate for hire a transportation service in all parts of the world for the purpose of transporting passengers, baggage, merchandise, commodities, and freight of every description whatsoever by means of automobiles, motor busses, motor trucks, airplanes and vehicles of every kind however propelled; and to do generally all and every other thing necessary and incident to the business of a trucking or bus company or necessary and incident to the enjoyment of the powers and privileges herein granted.

C. To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodelling and otherwise engage in any work upon buildings, roads, sidewalks, highways, bridges or manufacturing plants and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry, and earth construction and to execute contracts or to receive assignments of contracts therefor, or relating thereto; also to manufacture and furnish the building materials and supplies connected therewith.

To operate any and all machinery, trucks, loaders, logging

and lumbering equipment, buildings, mills, factories, repair shops and machinery, dwellings, restaurants, stores, places of entertainment, railways and railway equipment, and all other works or businesses as may be proper or necessary in connection with the above objects and purposes or any of them.

D. To manufacture, buy, sell, deal in and with goods, wares, merchandise and other personal property of all kinds and descriptions, without limitations, at such places and locations as may be determined by the Board of Directors of this corporation.

E. To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States of America, or in any other part of the world; to sell, let, or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same; to register any patent, or patents, for any invention, or inventions, or obtain exclusive or other privileges in respect to the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with, or turn to account any patent rights, concessions, monopolies, or other rights or privileges, either in the United States or in any other part of the world.

F. To purchase, lease, or otherwise acquire real and personal property of all kinds in the United States or elsewhere, and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights; and generally to do anything or perform any act which, in the judgment of the directors or stockholders of the company, shall be necessary or proper and conducive to the best interests of said company in accomplishing any of the objects or purposes herein set out.

G. To purchase or otherwise acquire, lease, assign, mortgage, pledge, or otherwise dispose of any trade-names, trade-marks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, either of the United States or of any foreign countries, and to accept and grant licenses thereunder.

H. To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, Deeds of Trust, debentures, securities, obligations, notes, and other evidences of indebtedness of any corporation, stock company, or association, now or hereafter existing, and whether created by or under the laws of the State of Idaho, or otherwise, and while owners of any such shares of the capital stock or bonds or other property to exercise all the rights, powers, and privileges of ownership of every kind and description, including the right to vote thereon, with

power to designate some person for that purpose from time to time, to the same extent as natural persons might or could do.

I. To purchase, hold, sell, and re-issue the shares of the stock of this corporation.

J. To buy, lease, or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, and assets of any persons, firm, association, or corporation, either foreign or domestic, engaged in any business in which this corporation would have the right to engage under these Articles of Incorporation.

K. To engage in manufacturing or mercantile business, of any kind or character whatsoever, and to that end to acquire, hold, own, and dispose of any and all property, assets, stocks, bonds, and rights of any and every kind, without limitation.

L. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the foregoing purposes, or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Idaho, and to have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the Act pursuant to and under which this corporation is formed.

M. To purchase, or lease, hold, improve, sell, and convey such real estate, and to construct, lease and maintain thereon such buildings, warehouses, workshops, manufacturing plants, or other improvements, as shall be necessary or

proper, in the judgment of the directors or stockholders, for conducting the business of this corporation, either within or without the State of Idaho.

N. To borrow money and otherwise incur indebtedness, without limit as to amount, and to draw, make, accept, indorse, transfer, assign, guarantee, execute, and issue bonds, debentures notes, drafts, bills, of exchange, negotiable instruments, and all other evidence of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

O. For the purpose of securing all or any of its contracts, obligations, or liabilities, to convey, transfer, assign, deliver, mortgage, pledge, or otherwise hypothecate, all or any part of the property or assets at any time held or owned by this corporation.

P. To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other State, territory, or colony of the United States, the District of Columbia, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone, or in association with others, and at its option to have one or more offices or places of business outside the State of Idaho, and such offices or places of business as shall be determined by its Board of Directors within the State of Idaho, in addition to its registered and principal place of business as set out in these Articles.

Q. It is the intention of the incorporators of this Company that the foregoing clauses shall be construed both

as objects and powers and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated, or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

V.

The business of this corporation shall be managed and conducted by a Board of at least three directors, the first Board to be elected at the first meeting of the stockholders of this corporation and the entire Board to be elected annually thereafter at the annual meeting of the stockholders of this corporation.

VI.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be designated by resolution of the Board of Directors.

VII.

This corporation shall have a total authorized capital stock of FIFTY THOUSAND DOLLARS (\$50,000) divided into FIVE

HUNDRED (500) shares of the par value of ONE HUNDRED DOLLARS
(\$100.00) per share.

VIII.

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

Name	Post Office Address	No. of Shares	Par Value
Leo E. Thompson	3310 State Street Boise, Idaho	1	\$100.00
Harold J. Thompson	3310 State Street Boise, Idaho	1	\$100.00
L. R. Cannon	3310 State Street Boise, Idaho	1	\$100.00

IN WITNESS WHEREOF, We have hereunto set our hands and
seals, this 6th day of January, 1958.

Leo E. Thompson
Harold J. Thompson
L. R. Cannon

STATE OF IDAHO)
)
County of Ada)

On this 6th day of January, 1958, before the under-
signed, a Notary Public in and for said State, personally
appeared Leo E. Thompson, Harold J. Thompson, and L. R.
Cannon, known to me to be the persons whose names are sub-
scribed 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.

(SEAL)

Paula Wallin

Notary Public for Idaho
Residing at Boise