

# CERTIFICATE OF INCORPORATION OF

#### TETON MACHINE COMPANY

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 \_\_\_\_\_\_

# TETON MACHINE COMPANY

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 16, 1981



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SECRETARY OF STATE

by:\_\_\_\_\_

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## ARTICLES OF INCORPORATION

## TETON MACHINE COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be: TETON MACHINE COMPANY.

II.

That the purposes and objects for which this corporation is formed are as follows:

- (a) To manufacture machine parts for businesses.
- (b) To purchase all inventory and equipment necessary to operate the business.
- (c) To borrow money for the purpose of this corporation to issue bonds, notes and debentures and other evidences of indebt-edness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.
- (d) To build any or all buildings, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the conduct of the business of the corporation, or to remove or to waste any and all real property held or issued by the corporation as may become necessary, essential or merely convenient for the conduct of said corporation.
  - (e) To enter into any contract, co-operative agreement,

ARTICLES OF INCORPORATION

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profit sharing plan, retirement plan with its officers and employees as the corporation may deem advantageous or expedient, or enter into any relationship or contract for compensation of said officers or employees, or otherwise to reward or pay such persons for their services as the Directors may deem fit.

- (f) To exercise generally the powers customarily exercised by business corporations, and particularly to exercise all powers provided by the laws of the State of Idaho, referring more specifically to Section 30-114 of the Idaho Code, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in any State in the United States or any country throughout the world.
- To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be essential, necessary, proper, expedient, or merely convenient for the corporation to accomplish successfully or promote the said objects and purposes of the corporation. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the powers of the corporation to do any of the things within the purview of its general purposes.

III.

This corporation shall have perpetual existence.

IV.

The principal place of business shall be Star Route, Payette, Idaho, and the location and mailing address of the registered office in this state shall be Star Route, Payette, Idaho 83661 and the registered agent shall be THOMAS McADOW, of the same address.

v.

That the authorized capitalization of this corporation shall consist of one class of 5,000 shares of voting par class "A" common stock, which shall have a stated value of ONE DOLLAR (\$1.00)

per share.

The corporate powers of said corporation shall be vested in the Board of Directors, one (1) in number, which may be increased by a majority vote of the Board. The Articles and the By-Laws of this corporation may be amended by a simple majority of the Board, or a simple majority of the Shareholders. The names and addresses of the first Board of Directors are as follows:

VI.

#### C. RICHARD RUPP

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

#### VIII

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows:

#### 5,000 shares to C. RICHARD RUPP

After an inventory and final accounting showing an exact contribution by all shareholders, stock will be issued to all parties to reflect said parties' actual equity. The Directors of the corporation shall authorize the issuance and sale of the 5,000 shares of stock of this corporation in an offering not to exceed two (2) years and in a manner which will allow the stock to qualify the resulting Stockholders thereof for tax benefits under Section 1244 of the internal Revenue Code. There shall be no preemptive rights. The Incorporators are as follows, to-wit:

C. RICHARD RUPP
P.O. Box 1908
Jackson, Wyoming 83001

C. Richard Rupp

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