

## 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

MOUNTAIN VIEW EQUIPMENT COMPANY

was filed in the office of the Secretary of State on May 23rd, 19 77

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 23rd day of May, A.D., 19 77

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
MOUNTAIN VIEW EQUIPMENT COMPANY

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purpose hereinafter stated under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation is "MOUNTAIN VIEW EQUIPMENT COMPANY."

ARTICLE II

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

As principal, agent or otherwise, to do, in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could lawfully do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho,

ARTICLES OF INCORPORATION

we do expressly provide that the corporation shall have power:

(a) To engage in the business of buying selling, distributing, leasing, servicing, repairing, and otherwise dealing in agricultural and industrial implements, vehicles, materials, supplies, tools, machinery, and equipment, and in implements, vehicles, materials, supplies, tools, machinery, and equipment of allied lines; and to purchase and sell all materials, supplies and tools necessary or convenient in the operation of said business;

(b) To build, buy, sell, lease, let, mortgage, pledge, exchange or otherwise acquire or dispose of real property, hereditaments, appurtenances and personal property of all classes and description and wheresoever situated, and any rights and interest therein, to the same extent as natural persons might or could do and without limit as to amount;

(c) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of capital stock, bonds, mortgages, securities or evidence of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the owner or holder thereof

to possess and exercise with respect thereto any and all rights, powers and privileges or ownership, including the rights to vote thereon;

(d) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government, or any agent thereof;

(e) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, execute and issue bonds, debentures, promissory notes, security agreements and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law;

(f) To acquire, hold, sell, reissue or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property

for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(h) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(i) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substituted therefor;

(j) To have one or more offices to carry on all, or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which

shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, corporation or association.

#### ARTICLE III

The corporation shall have perpetual existence.

#### ARTICLE IV

The location of the registered office of the corporation is P. O. Box 703, Meridian, Ada County, Idaho 83642.

#### ARTICLE V

That amount of the capital stock of the corporation shall be and is \$5,000.00 divided into 5,000 shares with a par value of \$1.00 each and said shares of stock shall be nonassessable.

#### ARTICLE VI

The names and addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Dennis A. Lee	2817 McKinney Boise, Idaho 83704	1,250
Carl V. Nicholson	Route 1 Kuna, Idaho 83634	625

Tom T. Nicholson

10322 Estate Dr.  
Boise, Idaho 83705

625

#### ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

#### ARTICLE VIII

The number of directors shall be as specified in the By-Laws, and such number may be increased or decreased in such manner as may be prescribed in the By-Laws, provided that additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

#### ARTICLE IX

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient if the corporation is unable to meet its liabilities then matured and if it is able to meet matured liabilities then by a vote of a majority of the voting power of all

shareholders.

#### ARTICLE X

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE XI

The Board of Directors is expressly authorized to repeal




and amend the By-Laws of the corporation and to adopt new By-Laws by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by vote of two-thirds of the allotted shares at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

#### ARTICLE XII

If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement; provided, however, that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on

the face or back of each and every certificate of shares  
subject to the terms and conditions of any such agreement.

IN WITNESS WHEREOF, we have hereunto set our hands  
and seals this 20th day of May, 1977.

  
Dennis A. Lee

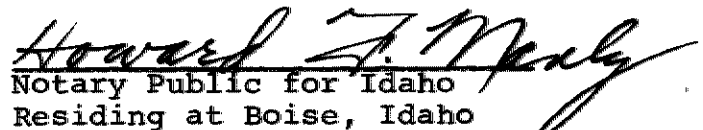
  
Carl V. Nicholson

  
Tom T. Nicholson

STATE OF IDAHO     )  
                              :    ss.  
County of Ada     )

On this 20th day of May, 1977, before me, the under-  
signed, a Notary Public in and for said State personally  
appeared DENNIS A. LEE, known to me to be the person whose  
name is subscribed to the within instrument, and acknowledged  
to me that he 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

STATE OF IDAHO     )  
                              :   ss.  
County of Ada

On this 23<sup>rd</sup> day of May, 1977, before me, the under-  
signed, a Notary Public in and for said State personally  
appeared CARL V. NICHOLSON, known to me to be the person  
whose name is subscribed to the within instrument, and  
acknowledged to me that he executed the same.

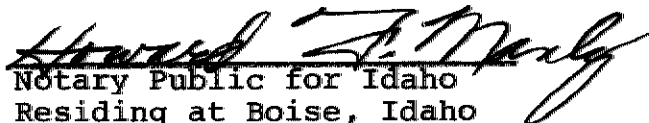
IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF IDAHO     )  
                              :   ss.  
County of Ada     )

On this 20<sup>th</sup> day of May, 1977, before me, the under-  
signed, a Notary Public in and for said State personally  
appeared TOM T. NICHOLSON, known to me to be the person  
whose name is subscribed to the within instrument, and  
acknowledged to me that he 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