



CERTIFICATE OF INCORPORATION  
OF

**HARVEY'S MACHINE COMPANY, INC.**

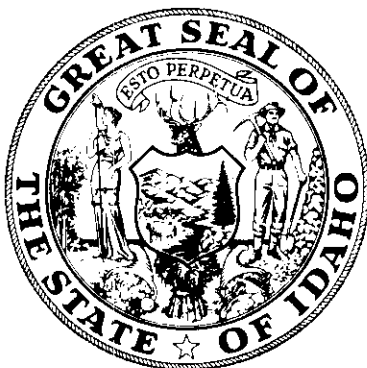
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**HARVEY'S MACHINE COMPANY, INC.**

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: **June 2, 1963**



SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
OF  
SECRETARY OF STATE  
HARVEY'S MACHINE COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, that RALPH HARVEY and VIVIAN HARVEY, being over the ages of eighteen (18) years, and for the purposes of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt in duplicate the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be "HARVEY'S MACHINE COMPANY, INC.", and its existence shall be perpetual.

ARTICLE II

The purpose and objects of this corporation are as follows:

1. The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which the corporation is incorporated.

2. In furtherance of, and without limitation to the general powers conferred by the laws of the State of Idaho, it is expressly provided this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for the purchase of shares of its own

stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any share of its own stock which it may hold.

(b) To acquire, by purchase or otherwise, and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

(c) To borrow money and give security therefore.

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, and any firm, association, corporation, or with any government, municipality, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment and the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its properties or rights.

(f) To do any and all things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principles, agents, contractors, trustees, or otherwise, either

alone or in the company with others. PROVIDED, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Idaho Business Corporation Act, or any amendment thereto, or substitute therefore, may not at the same time lawfully carry on or do.

#### ARTICLE III

Shareholders of this corporation shall have preemptive rights within each class of shares to acquire additional shares of that same class offered for sale by the corporation.

#### ARTICLE IV

1. The location and post office address of the registered office of the corporation in this state shall be:

501 North Greenferry Road  
Post Falls, Idaho 83854

2. The registered agent of the corporation shall be Ralph Harvey, whose address is 501 North Greenferry Road, Post Falls, Idaho 83854.

#### ARTICLE V

This corporation shall be authorized to issue shares of stock of two classes, as follows:

1. COMMON STOCK. The total number of shares of common stock authorized and which may be issued by this corporation is twenty-five thousand (25,000) shares, each with a par value of

one dollar (\$1.00). Each share of said stock shall be entitled to one (1) vote.

2. PREFERRED STOCK. The total number of preferred shares authorized and which may be issued by this corporation is five thousand (5,000) shares, each with a par value of one hundred dollars (\$100.00). The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of five percent (5%), payable as may be authorized by the directors before any dividends shall be set apart or paid on the common stock. The dividends upon the preferred stock shall be cumulative, so that if in or for any year dividends amounting to five percent (5%) shall not be paid on the preferred stock, the deficiency shall be a charge upon the net earnings of the corporation, and be payable subsequently, before any dividends shall be set apart or paid upon the common stock. The holders of preferred stock shall not be entitled to any further dividend or share of profits beyond the cumulative yearly dividend of five percent (5%).

In the case of liquidation or dissolution of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par value of their shares and the accrued dividend charge before any amount shall be paid to the holders of common stock.

3. The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not

be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable for assessment for any purpose.

#### ARTICLE VI

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these articles of incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

#### ARTICLE VII

1. The number of directors of the corporation shall be fixed as provided by the bylaws and may be changed from time to time by amending the bylaws as therein provided, but the number of directors shall not be less than three (3) nor more than nine (9), unless all the shares of common stock of the corporation are owned beneficially and of record by one (1) or two (2) stockholders, in which case the number of directors may be less than three (3) but not less than the number of stockholders.

2. In furtherance of and not in limitation of the powers confirmed by the laws of the State of Idaho, the board of directors is expressly authorized to make, alter, and repeal the bylaws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such bylaws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors, officers and stockholders and with corporations,

associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members, or otherwise, as freely as if such adverse interest did not exist, even though vote, action or presence of such directors, officers or stockholders may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, or for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or the extent thereof be disclosed or known to the board of the directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation

or of the directors or of any of the officers of the corporation which shall be ratified by a majority of the quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The first directors of this corporation shall be two (2) in number and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ralph Harvey	501 North Greenferry Road Post Falls, Idaho 83854
Vivian Harvey	501 North Greenferry Road Post Falls, Idaho 83854

6. The term of the first directors shall be until the first annual meeting of stockholders of the corporation to be held on the 1st day of July, 1983, and until their replacements are elected and qualified.

#### ARTICLE VIII

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ralph Harvey	501 North Greenferry Road Post Falls, Idaho 83854
Vivian Harvey	501 North Greenferry Road Post Falls, Idaho 83854

IN WITNESS WHEREOF, the incorporators herein above-named have hereunto set their hands in duplicate this 23rd day of



May, 1983.

Ralph Harvey  
RALPH HARVEY

Vivian D. Harvey  
VIVIAN HARVEY