



**CERTIFICATE OF INCORPORATION
OF**

SPS & S 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 the above named corporation, 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: **March 29, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

M. H. Hinson

MAR 29 8 53 AM '89

ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

SPS & S COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of legal age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

NAME

The name of the corporation shall be SPS & S COMPANY.

II.

REGISTERED OFFICE

The location and post office address of the registered office of the corporation shall be P. O. Box 6, Nampa, Idaho 83653-0006. Physical address: 1002 Front Street, Nampa, Idaho 83651.

III.

REGISTERED AGENT

The name of the registered agent of the corporation is
JERRY L. BROWN.

IV.

DURATION

The period of existence and duration of the corporation shall be perpetual.

V.

CORPORATE PURPOSES

A. To engage in a general wholesale and retail business of selling hardware and farm implements, including pumps, pipe and well supplies and related items.

B. To manufacture, own, buy, sell, export, import and deal in, both at wholesale and retail, all kinds of goods, merchandise, commodities, machinery, instruments, tools, building or construction supplies and products, building or construction equipment, and generally engage in any mercantile, fabricating, manufacturing, trading or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to such business.

C. To acquire by purchase or lease, or otherwise, real property and interest in real property, and to own, hold, prove, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild,

enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any real property or interests in real property and in buildings or other structures at any time owned or held by the corporation.

D. To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease personal property; to dispose of, sell lease and assign, transfer, mortgage or convey any rights, privileges, franchises, or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge or otherwise dispose of and deal in the shares of stock, or bond, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and within or without the United States of America.

E. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity, domestic or foreign, either within or without the United States of America.

F. To generally engage in the business of buying, selling, or otherwise dealing in notes, open accounts or other similar evidences of debt, and any and all other forms of real, personal or mixed property choses in action; to receive and accept transfers, pledges, mortgages and conditional sales contracts and to deal with the same as owner, lender, assignee, factor, or otherwise as a means of security or of recovering money or property advanced, invested or loaned; to conduct investigations and credit or business researches; and to repossess by legal process or otherwise for the enforcement of any property rights, liens, or interest in property.

G. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or nonnegotiable, and whether secured or unsecured.

H. To conduct business in this state, other states, District of Columbia, territories or colonies of the United States and in foreign countries, and to have one (1) or more offices and places of business out of this state, and to acquire, receive, purchase, lease, mortgage, dispose of and convey real or personal property situated therein.

I. To acquire the good will, rights and property; and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this corporation or bonds of this corporation or otherwise, or by undertaking the whole or any part of the liabilities of the transferror; to hold or in any manner to dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all powers necessary or convenient in the conduct and management of such business.

J. To apply for, purchase, register or in any manner to acquire, and hold, own, use, operate and introduce, and to sell, lease, assign, pledge or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other rights, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly promote these objects or any of them.

K. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor to receive dividends.

L. To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of contractors, subcontractors or other persons.

M. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

N. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the objects and purposes of the corporation. To appoint agents, subagents and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

O. All of the foregoing provisions of this Article V are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general 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 to do any act which corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article V of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

VI.

AUTHORIZED CAPITAL STOCK

The corporation shall have FIVE HUNDRED THOUSAND (500,000) shares of common stock authorized with a par value of ONE DOLLAR (\$1.00) per share. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred A. Christensen	316 Davis Avenue. Nampa, Idaho 83651
Richard G. Street	494 North Bellin Road Idaho Falls, Idaho 83402

VIII.

DIRECTORS

There shall be more than one (1) director of the corporation, but the number of directors may be increased or decreased from time to time as provided by the By-Laws. The names and addresses of the initial directors, named by the incorporators, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred A. Christensen	316 Davis Avenue Nampa, Idaho 83651
Richard G. Street	494 North Bellin Road Idaho Falls, Idaho 83402
Phyllis J. Phillips	213 Mountain View West Jerome, Idaho 83338
Howard W. Kreiman	Route 5 Box 277A Caldwell, Idaho 83605

Maurice Wildman

1541 Shoestring Road
Gooding, Idaho 83330

Jerry L. Brown

5001 Arabian Acres Lane
Meridian, Idaho 83642

The initial directors shall serve until the first election of directors.

IX.

BY-LAWS

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

X.

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way 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 such 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 that the fact that he or such firm is so interested shall be disclosed or shall have been known to

the Board of Directors; and the director of the corporation who is also 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 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.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have hereunto set their hands and seals this 28th day of March, 1989.



FRED A. CHRISTENSEN



RICHARD G. STREET

STATE OF IDAHO)
) ss.
County of Canyon)

On this 28th day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared FRED A. CHRISTENSEN, known to me to be the person whose name is subscribed to the within and foregoing 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.

Dellan L. Stoolman
NOTARY PUBLIC FOR IDAHO
Residence: Nampa
My Commission Expires: 2-3-95

*SEAL

STATE OF IDAHO)
) ss.
County of Canyon)

On this 28th day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD G. STREET, known to me to be the person whose name is subscribed to the within and foregoing 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.

Dellan L. Stoolman
NOTARY PUBLIC FOR IDAHO
Residence: Nampa
My Commission Expires: 2-3-95

*SEAL