

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

HOWITT, INC.

was filed in the office of the Secretary of State on the **Fifth** day
of **June** A.D. One Thousand Nine Hundred **Sixty-four** and
duly recorded on Film No. **129** 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
Idaho Falls in the County of **Bonneville.**

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 **5th** day of **June**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

HOWITT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, HOWARD MILLS, RUBY MILLS and JOHN D. HANSEN, all of Idaho Falls, Bonneville County, Idaho, and all being of legal age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

I.

That the name of said corporation is:

HOWITT, INC.

II.

That the purposes for which said corporation is formed are as follows:

1. To operate, engage in and carry on a general retail and wholesale business; to own, hold, lease, construct, exchange, assign, transfer, import, export, invest, trade, mortgage, buy, sell, repair, service or otherwise deal in, at wholesale and retail, all kinds of electric and gas motors, pumps, devices, apparatus, sprinkler systems for irrigation purposes, machinery, parts, tools, equipment, accessories, general hardware, automobiles, trucks, trailers, boats, motorcycles, motor scooters, airplanes and other vehicles of transportation, appliances, housewares, general merchandise and all other kinds of personal property of every class and description; to engage in and conduct any and all kinds of manufacturing businesses.
2. To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interests therein, necessary or incident to the carrying on of any of the objects or things enumerated herein.
3. To act as agent for any manufacturer or distributor of all kinds of personal property covered by or enumerated in these Articles, and to enter into contracts with any of such manufacturers or distributors relative to such agency or agencies.

4. To acquire, hold, use, sell, assign, lease, grant licenses with respect to, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and tradenames, relating to or useful in connection with any business of this corporation.
5. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates with respect to the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision, or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.
6. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government, or colony or dependency thereof.
7. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly and shall not be entitled to receive dividends.
8. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.
9. To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation, to hold or in any manner

dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

10. To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith, to grant collateral or other security either alone or jointly with any other person, firm or corporation and to make, execute, draw, accept, endorse, discount, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the board of directors, to the extent permitted under the laws of the State of Idaho; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.
11. To have, exercise and enjoy all 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, Title 30, Idaho Code, and present and/or future amendments thereto, and to do any act or other thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes.
12. To exercise and perform any and all of the hereinabove mentioned and described powers, both within and without the State of Idaho.

III.

That the duration of said corporation shall be perpetual.

IV.

That the location and post office address of the registered office of said corporation in Idaho shall be in Idaho Falls, Bon-neville County, Idaho.

V.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be Two Thousand Five Hundred (2,500) in number, of the par value of Ten and No/100 Dollars (\$10.00) each, and of the aggregate par value of Twenty-five Thousand and No/100 Dollars (\$25,000.00).

That the said shares of stock shall be fully paid up before being issued and after issuance shall be non-assessable.

VI.

That the names and post office addresses of each of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

	<u>Name</u>	<u>Post Office Address</u>	<u>No. Shares Subscribed</u>
P.O. Box 1814	Howard Mills	Idaho Falls, Idaho	One (1) Share
P.O. Box 1814	Ruby Mills	Idaho Falls, Idaho	One (1) Share
P.O. Box 96	John D. Hansen	Idaho Falls, Idaho	One (1) Share

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of January, 1964.

Howard Mills (SEAL)

Ruby Mills (SEAL)

John D. Hansen (SEAL)

STATE OF IDAHO)
County of Bonneville)

ss.

ON THIS 30th day of January, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared HOWARD MILLS, RUBY MILLS and JOHN D. HANSEN, known to me to be the persons whose names are subscribed to the within and foregoing 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.

Shirley M. Hearn
Notary Public for Idaho
Residing at Idaho Falls, Idaho