

ARTICLES OF INCORPORATION

OF

STANNARD ARNOLD MACHINERY COMPANY, INC.

THIS AGREEMENT made at Salt Lake City, Salt Lake County, State of Utah, this 4th day of January, 1929, by and between F. C. STANNARD, L. E. ARNOLD, C. E. PAINTER, CLYDE W. SIMPSON and J. E. GATHERUM, all of Salt Lake County, State of Utah, WITNESSETH:

That said persons for the purpose of forming a corporation under the laws of the State of Utah, hereby agree with each other as follows:

I.

The name of this corporation is
STANNARD ARNOLD MACHINERY COMPANY, INC.

II.

This corporation shall exist for a period of one hundred years.

III.

The pursuit and business of this corporation and the objects or purposes proposed to be transacted or carried on by it are as follows, to-wit:

(a) To do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the United States and territories and insular possessions, Canada and Mexico.

(b) As principal, agent, ~~com~~mission merchant or consignee to manufacture, acquire, by purchase or otherwise, own, hold, take by lease or exchange, mortgage, lease, sell or otherwise dispose of and generally deal in all kinds of machinery, engineering and hardware specialties, engines and motors, boilers, vehicles and appliances and accessories.

(c) To contract for the construction of public or private railroads, highways, or otherworks, and to carry out such contracts; to contribute to subsidize or otherwise assist or take part in the construction of such works.

(d) To acquire, by purchase or otherwise, own, hold, lease, take by lease or exchange, mortgage, lease, sell, or otherwise dispose of any and all real and personal property rights and privileges suitable or convenient for any of the purposes and business of the company, and to erect, construct, enlarge, improve and to aid to subscribe towards the construction, acquisition or improvement of any factories, shops, storehouses, buildings and manufacturing and commercial establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary or incidental to, or connected with, any of the purposes or businesses of the company.

(e) To acquire the good will, rights, trade marks, business assets or property of any person, firm, association or corporation, and to pay for the same in the shares of stock, bonds or other securities of this corporation, or otherwise, and to assume all or any of the liabilities of any business so acquired;

to carry on and conduct in any lawful manner the whole or any part of any business so acquired; to exercise all the powers necessary or convenient in or about the conduct and management of any business so acquired, and to hold, manage, deal in or with, or sell or dispose of the whole or part of any business, rights or property so acquired.

(f) To apply for, obtain, register, lease, purchase or otherwise to acquire, and to hold, use, own, operate and introduce, and to sell, assign or otherwise dispose of any trade marks, trade names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States or elsewhere, or otherwise; and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any such trade mark, patent, license, process and the like, or any such property or right.

(g) To acquire by purchase, subscription or otherwise and to the fullest extent to which the same may be permitted by law, to issue its stock, bonds or other obligations in exchange for, and to hold, own or dispose of the shares of stock, bonds or any other obligations or evidences of indebtedness, of any corporation or corporations whatever, domestic or foreign, then or theretofore engaged in or pursuing any one or more of the kinds of business above indicated, or owning or holding any property of any kind herein mentioned, or of any corporation owning or holding the stock or the obligations of any such corporation; to acquire or hold for investment, or otherwise to acquire and use, and to sell,

assign, transfer, mortgage, pledge or otherwise dispose of, any shares of stock, bonds, or other obligations of any other corporation, and while the owner of any such stock, bonds or other obligations, to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting power thereon.

(h) To purchase, retire, redeem, hold, re-issue and otherwise dispose of the shares of the stock, bonds or other obligations of the Company in such amounts and in such manner upon such terms, as the Board of Directors may deem expedient, except as herein otherwise expressly provided and insofar as may be permitted by law, and it is hereby expressly declared and provided that the Company shall have power to issue its shares of stock or notes or other obligations, in payment for property purchased or acquired by it, or for any other object in or about its business; and shall have power to authorize and cause to be executed, mortgages and liens upon the real or personal property of the Company, or both, and upon all or any part or portion of the same, provided only that a majority of the Board of Directors concur therein.

(i) To borrow or raise money for any of the purposes of the corporation; to make, accept and endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, purchase contracts, or other obligations from time to time for moneys so borrowed or in payment of or in exchange for any property right or service acquired or received by the corporation, or for any purpose in or about the business of the corporation, and to secure the payment thereof by pledge or mortgage under deed of trust or

otherwise, of or upon any property of the corporation, and to sell, pledge or discount such bonds or other obligations for its proper corporate purposes.

The enumeration herein of certain specific objects or purposes of the corporation shall not be construed as a limitation in any manner of the general objects or purposes or powers of the corporation as otherwise provided or as otherwise granted by law.

IV.

The principal office and place of business of this corporation shall be at Salt Lake City, Salt Lake County, State of Utah. Meetings of the Board of Directors, however, may be held for the transaction of any business of the corporation at such place or places outside of the State of Utah or elsewhere within the State of Utah than at its principal office as the Directors may by resolution or by-law provide.

V.

The total authorized capital of the corporation is 500 shares of preferred stock of the par value of \$100.00 per share amounting in the aggregate to \$50,000.00, and 1000 shares of common stock without nominal or par value.

The preferred stock may be issued as and when the Board of Directors may determine and shall entitle the holders thereof to receive out of the surplus or out of the net earnings of the Company available for dividends, dividends at the rate of eight percent

per annum, and no more, which dividends shall be cumulative but without interest on such cumulations, before any dividends shall be paid on or set apart for the common stock, so that if in any year dividends amounting to eight per cent per annum shall not have been paid on the preferred stock the deficiency shall be payable and declared paid or set apart before any dividends shall be paid upon or set apart for the common stock.

In case of liquidation, dissolution, winding up or distribution of the assets of the corporation whether voluntary or involuntary, the holders of the preferred stock then outstanding shall be paid in full the amount of dividends then accrued and unpaid thereon and ~~110%~~ of the par value of their shares and no more before any amount shall be payable or paid to or set apart for the holders of the shares of common stock and after the holders of the preferred stock are so paid the remaining assets of the corporation shall be divided pro rata among the holders of the common stock.

The whole or any part of the preferred stock may be redeemed at any time after January, 1932, at the option of the Board of Directors upon three months' written or published notice to the holders of record thereof given in such manner as may be prescribed by resolution of said Board by paying therefor in cash \$110.00 per share, and all unpaid accrued dividends thereon at the date fixed for such redemption. If at any time the Board of Directors shall determine to redeem less than the whole amount of the preferred stock outstanding the particular stock so to be redeemed shall in

every instance be determined by lot in such manner as the Board of Directors shall prescribe. If, however, any of the preferred stock so called for redemption shall not be presented at the place specified on or before the date fixed in said notice then the Company shall have the right to pay the amount due on said stock, to-wit \$110.00 per share, and all dividends accrued and unpaid thereon to any reputable trust company in Salt Lake City, Utah, that the Board of Directors may elect, and the amount so paid to said trust company shall be received and held by said company for and on account of the registered owner of said stock so called for redemption, and the title to said stock and all benefits thereon shall thereupon pass and become vested in the company free from all claims of every kind and nature on the part of the registered holder of said stock or of any other person entitled either in law or in equity to said stock, or any part thereof, and the right to receive dividends on said stock shall cease and determine as of the date fixed for redemption thereon.

The corporation may at any time in the discretion of its Board of Directors call for tenders of all or any part of the outstanding preferred stock and may in such case purchase any preferred stock tendered at any price not in excess of \$110.00 per share, and the dividends accrued and unpaid thereon; provided, however, that the preferred stock so retired shall be purchased on lowest tender.

The said common stock without nominal or par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors

thereof and as permitted by law.

In no event shall any dividend whatsoever be paid or declared on the common stock until

(a) The current dividend as well as all accumulated and defaulted dividends upon the preferred stock, if any thereon shall have been paid or declared and set apart, and

(b) A sum or amount equal to the actual depreciation of the property or assets of the corporation shall be deducted from the profits or earnings in any year and actually charged off against the then actual book value of said property or set aside as a reserve fund or otherwise applied so as to cover such depreciation in full, and

(c) Such excess earnings shall have been set aside to create a reserve or surplus in such amount as the Board of Directors may deem necessary for the proper conduct of such business.

Subject to the foregoing provisions and not otherwise such dividends as may be determined by the Board of Directors may be declared and paid on the common stock from time to time out of the remaining surplus or profits of the Company; and the preferred stock shall not be entitled to participate in any such dividend, whether payable in cash, common stock, or otherwise; the Board of Directors, however, have power from time to time to fix and determine and to vary the amount of the working capital of the Company and to direct and determine the use and disposition of any surplus or profits of the Company.

The holders of the preferred stock shall have no voting power except upon the happening of the contingency herein-after provided for in this paragraph, nor shall they participate in the management and control of the corporation, all the voting rights, except as aforesaid, being vested exclusively in the holders of the common stock. In the event, however, of default by the corporation in the payment of dividends on the preferred stock for three consecutive years and thereafter so long as dividends equal to 24% or more of the par value of the outstanding preferred stock shall remain in default, the holders of the preferred stock shall have equal voting rights with the holders of the common stock.

Each and every holder of the capital stock of the Company, whether preferred or common, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any increase in the stock of the Company, and the Board of Directors may dispose of such increased stock at such times and in such manner and for such consideration as they may determine and so far as they may be permitted by law.

All shares of stock of the Company when issued shall be fully paid and non-assessable.

The number of shares with which this corporation will commence business is 55 shares of preferred stock and 557 shares of common stock.

VI.

The names and places of residence of the incorporators and the amount of stock subscribed for by each are as follows:

<u>Name</u>	<u>Residence</u>	<u>Number of Shares</u>	
		Preferred	Common
F. C. Stannard	Salt Lake City, Utah	14	264
L. E. Arnold		20	20
Waterworks Equipment Co.		20	270
C. E. Painter		1	1
Clyde W. Simpson			1
J. E. Gatherum			1

VII.

The officers of this corporation shall be: (1) a Board of three Directors; (2) a President; (3) a Vice-President; (4) a Secretary; (5) a Treasurer, and such other officers as the Board of Directors may from time to time appoint. A director must hold at least one share of common stock to qualify him as such. The President and Vice-President must be Directors. The other officers may or may not be stockholders or Directors. Any person properly qualified may hold one or more offices. The term of office of the officers and of the directors shall be one year and until their successors are elected and qualified. The Directors shall be elected by ballot at the annual meeting of stockholders hereinafter provided for. The other officers shall be chosen by the Directors. Any director may be removed in the manner provided for by the statutes of Utah and any other officer in the manner as may be provided by the by-laws. Any Director or other officer may resign by filing a written resignation with the Secretary or President of the corporation. If the office of any Director or of any officer or agent, one or more, becomes vacant by reason of death, resignation, retirement,

disqualification, removal from office, or otherwise, the directors then in office although less than a quorum, by majority vote may fill such vacancy for the unexpired term in respect of which such vacancy occurred or exists. The names of the directors and other officers to serve until the first general election which will be in the month of January, 1930, as hereinafter provided are:

L. E. Arnold, F. C. Stannard, C. E. Painter, *Directors*

L. E. Arnold, President, F. C. Stannard, Vice President, C. E. Painter, Treasurer, and J. E. Gatherum, Secretary.

VIII.

The annual meeting of stockholders for the election of directors and for the transaction of such other business as shall properly come before it, shall be held on the fourth Tuesday of January in each year at 4 o'clock P.M. of said day at the general office of the corporation. The first regular annual meeting of the stockholders shall be held in the month of January in the year 1930. No notice need be given for the holding of an annual meeting.

Should the day fixed for such meeting of the stockholders fall on a holiday said meeting shall be held upon the next succeeding business day at the same hour. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business but a less number may adjourn any such meeting from time to time. At every meeting of the stockholders

each holder of stock entitled to vote thereat shall be entitled to one vote for every share of voting stock held by them as shown by the books of the corporation and such votes may be given in person or by proxy appointed by an instrument in writing. A failure to hold any meeting of the stockholders at the time appointed shall not forfeit or impair any of the rights acquired by this agreement, but such meeting may be held at any subsequent time by giving such notice as the laws of the State of Utah may require or such notice as the by-laws may provide.

Special meetings of the stockholders may be held at any time upon such call and notice as the by-laws may provide and if no provision is made therein then as the laws of the State of Utah may now or may hereafter at the time of the calling of said meeting provide.

IX.

A majority of the entire Board of Directors shall be necessary to form a quorum and be authorized to transact the business and exercise the corporate powers of the corporation.

X.

The private property of the stockholders shall not be liable for the debts or obligations of the corporation.

XI.

The Directors shall have the power to make, alter, amend and rescind the by-laws of this corporation .

XII.

The Directors at their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering such act or contract, and any act or contract that shall be approved or ratified by the vote of the holders of the majority of the stock of the Company which is represented in person or by proxy or at such meeting and entitled to vote thereat shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved and ratified by every stockholder of the corporation.

XIII.

These Articles of Incorporation may be amended in any respect by a vote representing a majority in amount of the outstanding capital stock of the corporation entitled to vote at a stockholders' meeting called for that purpose in accordance with the provisions of the Statutes of the State of Utah, provided, however, that no amendment creating any class of stock having priority in the payment of dividends or distribution of capital upon liquidation over the preferred stock hereinabove authorized shall become effective until the same shall have been authorized or ratified in writing by the holders of at least a majority in amount of such preferred stock then outstanding, and provided further, that no amendment making any class of stock assessable for any purpose shall become effective until the same shall have been authorized or ratified in writing by the holders of at least a majority of the stock of each class then outstanding.

XIV.

Subject to the express limitations imposed by these articles or by statute, this corporation may in its by-laws confer powers additional to the foregoing upon the Directors and may also confer upon them powers in addition to the powers and authority expressly conferred upon them by statute.

XV.

This corporation does hereby take, purchase and receives in full payment for the capital stock subscribed for by F. C. Stannard, to-wit, 14 shares of preferred stock of the par value of \$1400.00 and 264 shares of common stock without par value, the following described property and property right, to wit: One Hupmobile Sedan Automobile, Motor No. A-21031, Serial No. A-20910, office furniture, and all agencies or contracts which he now has or may hereafter acquire while he is an officer of this corporation for the doing of any business being done or hereafter to be done by this corporation, being of a fair value in excess of \$1400.00, and necessary or convenient to the corporation in the transaction of the business and pursuits herein agreed upon.

IN WITNESS HEREOF, the parties hereto have hereunto set their hands the day and year first above written.

/s/ L. E. ARNOLD

/s/ F. C. STANNARD

/s/ C. E. PAINTER

/s/ CLYDE W. SIMPSON

/s/ J. E. GATHERUM

STATE OF UTAH)
 : SS
COUNTY OF SALT LAKE)

F. C. Stannard, L. E. Arnold and C. E. Painter,
being first duly sworn, depose and say: That they are three of
the incorporators who entered into and signed the foregoing agree-
ment incorporating Stannard Arnold Machinery Company, Inc. That
it is bona fide the intention of all of the incorporators named
in said agreement to commence and carry on the business mentioned
in said agreement. That the affiants verily believe that each
party to the agreement has paid, or is able to pay and will pay
the amount of stock subscribed for by him. That at least ten per
cent of the capital stock subscribed by each, and not less than
ten per cent of the entire capital stock of the corporation has
been paid in.

/s/ L. E. Arnold
/s/ F. C. Stannard
/s/ C. E. Painter

Subscribed and sworn to before me this 4th day
of January, 1929

(Seal)

My commission Expires:

/s/ Walter W. Critchlow
Notary Public, Residing at:

MAY 4, 1931

Salt Lake City, Utah

STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

F. C. Stannard, L. E. Arnold and J. E. Gatherum,
being first duly sworn, depose and say: That they are acquaint-
ed with the property described and referred to in the above and
foregoing agreement and transferred to the above named corpora-
tion in full payment of 264 shares of common stock and of 14 shares
of preferred stock of said corporation; that said property is reason-
ably worth in excess of \$1400.00 in cash.

/s/ L. E. ARNOLD

/s/ F. C. STANNARD

/s/ J. E. GATHERUM

Subscribed and sworn to before me this 4th day of January, 19 29.

My Commission Expires:

(*Seal*)

/s/ Walter W. Critchlow
Notary Public, residing at:

May 4, 1931.

Salt Lake City, Utah

STATE OF UTAH)
 :SS
COUNTY OF SALT LAKE)

L. E. Arnold, F. C. Stanard, and C. E. Painter
being first duly sworn, depose and say: That having been named
in the Articles of Incorporation of Stannard Arnold Machinery Com-
pany, Inc., as Directors and as President, Vice-President and Treas-
urer respectively, of said corporation, they will discharge the du-
ties of their respective offices to the best of their judgment, and
that they will not do nor consent to the doing of any matter or thing
relating to the business of said corporation with intent to defraud
any stockholder or creditor thereof or the public.

/s/ L. E. ARNOLD

/s/ F. C. STANNARD

/s/ C. E. PAINTER

Subscribed and sworn to before me this 4th day of January, 1929.

My Commission Expires:

(*Shal*)

May 4, 1931

/s/ Walter W. Critchlow
Notary Public, residing at:

Salt Lake City, Utah

STATE OF UTAH)
 : SS
COUNTY OF SALT LAKE)

J. E. GATHERUM, being first duly sworn, deposes and says: That having been named in the Articles of Incorporation of Stannard Arnold Machinery Company, Inc., as Secretary of said corporation, he will discharge the duties of his office to the best of his judgment, and that he will not do nor consent to the doing of any matter or thing relating to the business of said corporation with the intent to defraud any stockholder or creditor thereof or the public.

/s/ J. E. GATHERUM

Subscribed and sworn to before me this 4th day
of January, 19 29.

(Seal)

/s/ Walter W. Critchlow
Notary Public, residing at:

My Commission Expires:

Salt Lake City, Utah

May 4, 1931

Statement of Domestic Corporation

Chapter 41, Laws of Utah, 1925
Required by ~~Title 18, Utah Code, Annotated, 1943~~

We, the president (~~or vice-president~~) and secretary (~~or treasurer~~) of

STANNARD ARNOLD MACHINERY COMPANY, INC.

a corporation being organized under the laws of the State of Utah, do hereby certify and declare:

1. That the principal office and place of business in Utah will be at
Salt Lake City, Salt Lake County, Utah.

2. That the general nature of the business of said corporation to be transacted in the State of Utah is sale of machinery

3. That the names and addresses of the principal officers of said corporation are as follows:

Name	Address
L. E. Arnold	President 149 W. 2nd So. St. Salt Lake City, UT.
F. C. Stannard	Vice-President Salt Lake City, Utah
J. E. Gatherum	Secretary " " " "
C. E. Painter	Treasurer " " " "
F. C. Stannard	General Manager " " " "

4. The amount of the authorized capital stock of said corporation is
1000 shares with par value and Fifty Thousand (\$50,000.00) Dollars.

Common \$ 1000 shares without par value

Preferred \$ 50,000.00

5. The amount of capital stock subscribed is

Dollars.

Common \$ 557 shares with par value

Preferred \$ 5500.00

6. The amount of capital stock actually paid in, in cash or property is

Five hundred fifty-seven shares without par value and \$5500.00 Dollars.

7. The proportion and amount of the capital stock of said corporation represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is

100%

Dollars.

ENDORSED

NUMBER 11761

ARTICLES OF INCORPORATION OF
STANNARD ARNOLD MACHINERY COMPANY.

Filed in the Clerk's office,
Salt Lake County, Utah.
Jan. 5, 1929.

Alonzo Mackay, County Clerk
By Flora B. Jones, Deputy Clerk.

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Alonzo Mackay, Clerk in and for the County of Salt Lake in the State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the Articles of Incorporation and Oath of Incorporators, duly acknowledged, of STANNARD ARNOLD MACHINERY COMPANY, INC. #11761 as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal this 7th day of
January A. D. 1929

ALONZO MACKAY, Clerk

(SEAL)

By /s/ Flora B. Jones, Deputy Clerk

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Alonzo Mackay, County Clerk in and for the County of Salt Lake, State of Utah, do hereby certify that the STANNARD ARNOLD MACHINERY COMPANY. #11761 has duly filed in my office the Agreement of Incorporation, duly acknowledged, together with the oath of the incorporators and oath of office of each officer, as required by Compiled Laws of Utah, 1917.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal, this 7th day of
January A. D. 1929

ALONZO MACKAY, County Clerk

(SEAL)

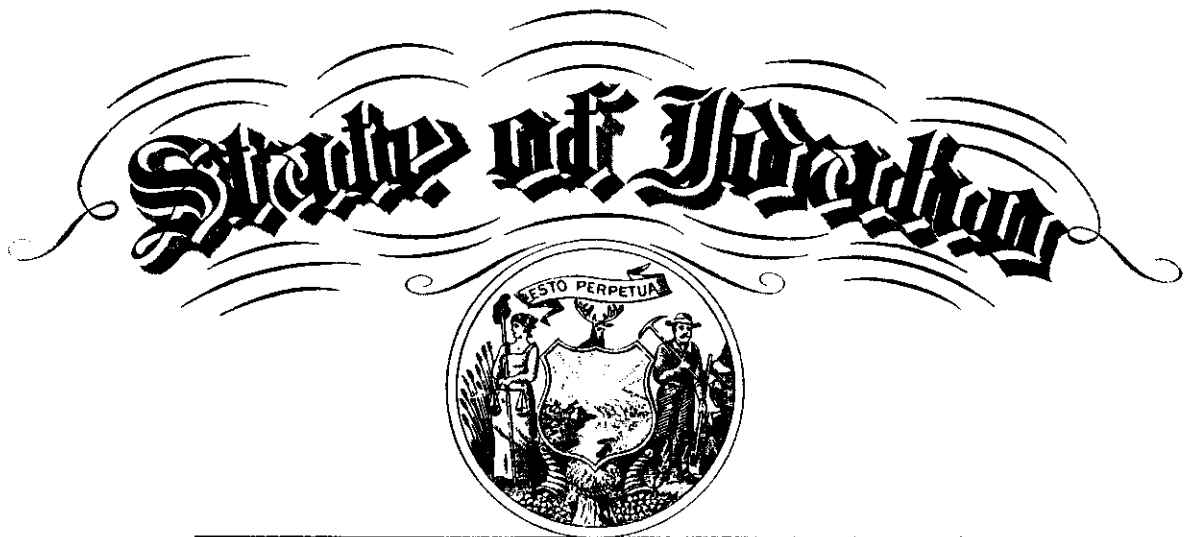
By /s/ Flora B. Jones, Deputy Clerk

Filed and Certificate issued

this 6th day of Jan. 1929

H. E. Crockett, Secretary of

State



Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, J. D. (CY) PRICE, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that **ARNOLD MACHINERY COMPANY, INC.**

a corporation duly organized and existing under the laws of **Utah** *has fully complied with Section 10 Article II of the Constitution, and with Sections 29-501 and 29-502, Idaho Code, Annotated, by filing in this office on the* **8th** *day of* **July** *19* **50** *, a properly authenticated copy of its articles of incorporation, and on the* **8th** *day of* **July** *19* **50** *, a designation of* **T. R. Payne** *in the County of* **Madison** *as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.*

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 29, Idaho Code, Annotated, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **eighth** *day of* **July** *, in the year of our Lord one thousand nine hundred* **fifty** *, and of the Independence of the United States of America the One Hundred* **Seventy-fifth** *.*

Secretary of State.



Secretary of State's Office

I, HEBER BENNION, JR., SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of
The Articles of Incorporation and all Amendments thereto of ARNOLD MACHINERY
COMPANY, INC..

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH
AT SALT LAKE CITY, THIS 29th DAY OF
June 1950

Heber Bennion, Jr. SECRETARY OF STATE
BY Wayne Christofferson DEPUTY

CERTIFICATE OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
STANNARD ARNOLD MACHINERY COMPANY, INC.

STATE OF UTAH

COUNTY OF SALT LAKE

)
)
) ss

We, L. E. Arnold, President, and J. E. Gatherum, Secretary
of Stannard Arnold Machinery Company, Inc., do hereby certify:

That at a special meeting of the stockholders of said
corporation, duly called and held at its office, #149-51 West
Second South Street, Salt Lake City, Utah, on December 28,
1932, at 11:00 o'clock A.M. at which the holders of all of
the issued and outstanding common stock of the corporation, being
the stock entitled to vote, were present, a resolution was adopted,
all stockholders voting in favor thereof, to amend the Articles of
Incorporation, and specifically Article I thereof, so as to read
as follows:

ARTICLE I.

The name of this Corporation is

ARNOLD MACHINERY COMPANY, INC.

We do, therefore, further certify that said Articles and
specifically Article I thereof have been amended as above set out.

IN WITNESS WHEREOF, we have hereunto set our names as
President and Secretary respectively of said Corporation and have
affixed the seal thereof hereto.

L. E. ARNOLD
President

J. E. GATHERUM
Secretary

Corporate Seal

ENDORSED

NUMBER 11716

Amendment to Articles of Incorporation
of the
STANNARD ARNOLD MACHINERY COMPANY, INC.
Changing the name to
ARNOLD MACHINERY COMPANY, INC.

Filed in the Clerk's office,
Salt Lake County, Utah
Dec. 30, 1932.
Alonzo Mackay, County Clerk,
By Flora B. Jones, Deputy Clerk.

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Alonzo Mackay, Clerk in and for the County of Salt Lake in the State
of Utah do hereby certify that the foregoing is a full, true and correct copy of
the original AMENDMENT TO ARTICLES OF INCORPORATION OF THE STANNARD ARNOLD MACHINERY
COMPANY, INC. Changing the name to ARNOLD MACHINERY COMPANY, INC. #11716 as appears
of record in my office.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal, this 30th day of
Dec. A. D. 1932.

ALONZO MACKAY, Clerk

(SEAL)

By /s/ Flora B. Jones, Deputy Clerk

Filed and Certificate issued
on the 3rd day of January, 1933
M. H. WELLING, SECRETARY OF STATE

IN WITNESS WHEREOF we hereunto set our names as
President and Secretary respectively of said Corporation and
have affixed the seal thereof hereto.

/s/ L. E. ARNOLD
President

/s/ J. E. GATHERUM
Secretary

of Arnold Machinery Company, Inc.

(Seal)

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
ARNOLD MACHINERY COMPANY, INC.

STATE OF UTAH)
COUNTY OF SALT LAKE) ss

We, L. E. ARNOLD, the President and J. E. GATHERUM,
the Secretary of Arnold Machinery Company, Inc. do hereby
certify:

That at a special meeting of the stockholders of said
Corporation, duly called and held at its office, 149-51 West
Second South Street, Salt Lake City, Utah, on December 23 1936,
at 5 P. M. at which the holders of all of the issued and out-
standing Common Stock of the Corporation, being the stock entitled
to vote and all of the previously issued and outstanding Pre-
ferred Stock having been theretofore acquired by the Corporation
and retired, were present, a Resolution was adopted, all stock-
holders voting in favor thereof, to amend the Articles of
Incorporation, and particularly Article V. and XIII. thereof
so as to do away with the Corporation's right to issue preferred
stock and to eliminate all reference in said Articles to preferred
stock, said Articles V. and XIII as so amended, to read as
follows:

ARTICLE V.

The total authorized capital of the Corporation
is One Thousand (1000) shares of Common Stock without
nominal or par value. Said stock may be issued by
the Corporation from time to time for such considera-
tion as may be fixed from time to time by the board
of Directors thereof and as permitted by law. The
board of Directors shall have power to fix and de-
termine and vary the amount of the capital of the Com-
pany and to direct and determine the use and disposition
of any surplus or profits of the Company.

Each and every holder of the capital stock of the
Company, by the acceptance of his certificate therefor,
irrevocably waives and releases any and all rights to
subscribe to any increase in the stock of the Company,
and the board of Directors may dispose of such increase
stock at such times, in such manner and for such con-
sideration as they may determine and as they may be
permitted by law.

The shares of stock of the Company when issued
shall be fully paid and non assessable.

ARTICLE XIII

These Articles of Incorporation may be amended
in any respect by a vote representing a majority in
amount of the outstanding capital stock of the corpora-
tion at a stockholders meeting called for that purpose
and in accordance with the provisions of the statute
of the State of Utah.

And we do further certify that said Articles of
Incorporation and specifically Articles V. and XIII. thereof
have been amended as above set out.

Statement of Domestic Corporation

Required by Title 18 of the Revised Statutes of Utah, 1933

We, the president (~~or vice president~~) and secretary (~~or treasurer~~) of
Arnold Machinery Company, Inc.

a corporation being organized under the laws of the State of Utah, do hereby certify and
declare:

1. That the principal office and place of business in the State of Utah will be at
149-51 West Second South Street
Salt Lake City, Utah
2. That the general nature of the business of said corporation to be transacted in
the State of Utah is sale of road machinery and equipment and allied
products

3. That the names and addresses of the principal officers of said corporation are
as follows:

Name		Address
L. E. ARNOLD	President	Salt Lake City, Utah
J. W. Plant	Vice-President	Salt Lake City, Utah
J. E. Gatherum	Secretary	Salt Lake City, Utah
R. L. Arnold	Treasurer	Salt Lake City, Utah
	General Manager	

4. The amount of the authorized capital stock of said corporation is
1000 shares of no par Common Stock
Stock now issued is 169 shares Dollars.
shares having book value of Common \$ 8450.00
Preferred \$ none

5. The amount of capital stock ~~subscribed~~ is issued is
169 shares Common \$ 8450.00 book value
Preferred \$ none

6. The amount of capital stock actually paid in, in cash or property is
Eight Thousand Four Hundred and Fifty (\$8450.) Dollars.

7. The proportion and amount of the capital stock of said corporation represented
by its property located in Utah or to be acquired therein and by its business to be
transacted therein is

Eight Thousand Four Hundred and Fifty (\$8450.00) Dollars.

ENDORSED

NUMBER 11761

STATE OF UTAH
SALT LAKE COUNTY CORPORATION
AMENDMENT TO THE
ARTICLES OF INCORPORATION OF

Arnold Machinery Company, Inc.

Filed in the Clerk's office,
Salt Lake County, Utah

December 23, 1936

WILLIAM J. KORTH, COUNTY CLERK

BY Geneva Caldwell, Deputy Clerk

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

I, William J. Korth, Clerk in and for the County of Salt Lake and Ex-officio Clerk of the District Court of the Third Judicial District in and for Salt Lake County, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original Certificate of Amendment to the Articles of Incorporation of ARNOLD MACHINERY COMPANY, INC. Number 11761 as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal, this 23
day of December A. D. 1936.

William J. Korth, Clerk

By /s/ Geneva Caldwell, Deputy Clerk

(SEAL)

Filed and Certificate issued
this 23rd day of December, 1936
M. H. WELLING, SECRETARY OF STATE

less than a quorum, by majority vote may fill such vacancy for the unexpired term in respect of which such vacancy occurred or exists. The names of the directors and other officers to serve until the first annual meeting hereafter are: Directors, L. E. Arnold, R. L. Arnold; J. W. Plant; J. E. Gatherum; J. A. Horsley, A. D. Byerline and A. G. Arnold. Officers, L. E. Arnold Chairman of the Board; R. L. Arnold President; J. W. Plant and A. D. Byerline Vice-Presidents and J. E. Gatherum Secretary and Treasurer.

And we do further certify that said Articles of Incorporation have been amended in the particulars above set out.

IN WITNESS WHEREOF we have hereunto set our names as President and Secretary respectively of said Corporation and have affixed the Seal thereof hereto on this 27 day of August 1945.

/s/ R. L. ARNOLD

President

/s/ J. E. GATHERUM

Secretary

of Arnold Machinery Company, Inc.

(Seal)

CERTIFICATE OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
ARNOLD MACHINERY COMPANY, INC.

STATE OF UTAH)
 : SS
COUNTY OF SALT LAKE)

We, R. L. ARNOLD President and J. E. GATHERUM Secretary of Arnold Machinery Company, Inc. do hereby certify that at a special meeting of Stockholders of said Corporation duly called and held at its office 149-51 West 2nd South Street, Salt Lake City, Utah, on August 27, 1945 at 2: 00 o'clock P.M. at which the holders of all of the issued and outstanding capital stock of said Corporation were present in person or represented by appropriate proxy, a Resolution was adopted, all stockholders voting in favor thereof, to amend the Articles of Incorporation and particularly Articles V. and VII. thereof so that the same shall read as follows:

ARTICLE V.

The total authorized capital of the Corporation is Two Hundred Fifty Thousand (\$250,000.) Dollars divided into twenty-five thousand (25,000) shares of common stock of the par value of Ten (\$10.00) Dollars per share. Said stock may be issued by the Corporation at such times and for such consideration as the Board of Directors may determine and as permitted by law.

Each and every holder of the capital stock of the Company, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any increase in the authorized or issued stock of the Company; and the Board of Directors may dispose of such increase of stock at such times, in such manner and for such consideration as they may determine and as may be permitted by law.

The shares of stock of the Company when issued shall be fully paid and non-assessable.

ARTICLE VII.

The officers of this Corporation shall be: A Board of Seven Directors of which any three shall constitute a quorum; a Chairman of the Board; a President; Two Vice-presidents; a Secretary-Treasurer; and such other officers as the Board of Directors may from time to time appoint. A director must hold at least one share of stock to qualify him as such. The President and Vice-Presidents must be Directors. The other officers may or may not be stockholders or Directors. Any person properly qualified may hold one or more offices. The term of office of the officers and of the directors shall be one year and until their successors are elected and qualified. The Directors shall be elected by ballot at the annual meeting of stockholders hereinafter provided for. The other officers shall be chosen by the Directors. Any director may be removed in the manner provided for by the statutes of Utah and any other officer in the manner as may be provided by the by-laws. Any Director or other officer may resign by filing a written resignation with the Secretary or President of the Corporation. If the office of any Director or of any officer or agent, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office although

Statement of Domestic Corporation

Required by Title 18 of the Revised Statutes of Utah, 1933

We, the president (~~xxxxxx~~) and secretary (~~xxxxxx~~) of
ARNOLD MACHINERY COMPANY, INC.

a corporation ~~being~~ organized under the laws of the State of Utah, do hereby certify and
declare:

1. That the principal office and place of business in the State of Utah will be at
Salt Lake City, Salt Lake County, Utah

2. That the general nature of the business of said corporation to be transacted in
the State of Utah is Distribution and sales of industrial and other
machinery, equipment parts and supplies

3. That the names and addresses of the principal officers of said corporation are
as follows:

Name		Address
L. E. Arnold	Chairman of the Board	Salt Lake City, Utah
R. L. Arnold	President	Salt Lake City, Utah
J. W. Plant	Vice-President	Salt Lake City, Utah
A. D. Byerline	" "	Salt Lake City, Utah
J. E. Gatherum	Secretary and Treasurer	Salt Lake City, Utah
	General Manager	

4. The amount of the authorized capital stock of said corporation is
Two Hundred Fifty Thousand Dollars.

Common \$ 250,000.00

Preferred \$

5. The amount of capital stock subscribed is

Common \$ 86,900.00

Preferred \$

6. The amount of capital stock actually paid in, in cash or property is
Eighty-six Thousand Nine Hundred (\$86,900.)-- Dollars.

7. The proportion and amount of the capital stock of said corporation represented
by its property located in Utah or to be acquired therein and by its business to be
transacted therein is \$86,900.00

Dollars.

ENDORSED

NUMBER No. 11761

STATE OF UTAH
SALT LAKE COUNTY CORPORATION
Certificate of Amendment to
ARTICLES OF INCORPORATION OF

Arnold Machinery Company, Inc.

Filed in the Clerk's office,
Salt Lake County, Utah.

August 27, 1945

ALVIN KEDDINGTON, COUNTY CLERK.
By Betty L. Boner, Deputy Clerk

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

I, Alvin Keddington, Clerk in and for the County of Salt Lake and Ex-Officio Clerk of the District Court of the Third Judicial District in and for Salt Lake County, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original Certificate of Amendment to Articles of Incorporation of the Arnold Machinery Company, Inc. No. 11761 as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal, this 27
day of August, A. D. 1945

Alvin Keddington, Clerk

(SEAL)

By /s/ Betty L. Boner, Deputy Clerk

Filed and Certificate issued

this 29 day of August, 1945

E. E. MONSON, SECRETARY OF

STATE

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
ARNOLD MACHINERY COMPANY, INC.

STATE OF UTAH)
 : ss
COUNTY OF SALT LAKE)

R. L. ARNOLD the President and J. E. GATHERUM, the Secretary of Arnold Machinery Company, Inc. a corporation of Utah do hereby certify that at a special meeting of the stockholders of said corporation, duly called and held at its office in Salt Lake City, Utah, on September 25, 1946, at 4:30 o'clock P.M. at which meeting the holders of all of the issued and outstanding capital stock of the corporation were present in person or represented by proxy, a Resolution was adopted, all stockholders of the Company voting in favor thereof, to amend the Articles of Incorporation of the Company and particularly Article V. thereof, so that the same shall read as follows:

ARTICLE V. The total authorized capital of the Corporation shall be Three Hundred Fifty Thousand (\$350,000.) Dollars divided into one thousand (1000) shares of preferred stock of the par value of One Hundred (\$100.00) Dollars, per share and twenty-five thousand (25,000) shares of common stock of the par value of Ten (\$10.00) Dollars per share. Either class of said stock may be issued and sold by the corporation at such times and for such consideration as the board of Directors may determine and as permitted by law.

The holders of preferred stock shall be entitled to receive out of the surplus or net earnings of the corporation available for dividends, dividends at the rate of 5% per annum on the par value of said preferred stock, which dividends shall be cumulative, before any dividends shall be paid on or set apart for the common stock. In case of liquidation, dissolution, winding up or distribution of the assets of the corporation, whether voluntary or involuntary, the holders of the preferred stock then outstanding shall be paid in full, all dividends then accrued and the par value of their shares of preferred stock before any amount shall be payable or paid to or set apart for the holders of the shares of common stock.

The whole or any part of the preferred stock so issued by the corporation may, at the option of the corporation, and upon ninety days written or published notice to the holders of record thereof, be called and redeemed. If such redemption is made prior to January 1, 1952 the redemption price for said stock shall be \$105.00 per share. If such redemption is to be made on or after January 1, 1952, the redemption price therefor shall be \$103.00 per share. If less than the whole amount of the preferred stock then outstanding shall be called and redeemed, the particular stock so to be called and redeemed shall be determined by lot, in such manner as the Board of Directors shall prescribe. After the date so fixed

for redemption no further dividends on the preferred stock so redeemed shall accrue and the right of the holder to receive further dividends thereon shall cease and terminate. The holders of preferred stock shall have no right to vote until and unless cumulative dividends for their stock shall not have been paid for for a total period of two years. When such dividends shall have so accrue and not been paid for said two year period holders of preferred stock shall be entitled to vote, each share of said preferred stock being entitled to one vote.

The holders of the common stock shall have full voting rights in all matters pertaining to the affairs of the corporation and, subject to the rights of the holders of the preferred stock as hereinabove set out, may receive such dividends as may from time to time be declared on the common stock and shall likewise participate in its assets upon liquidation, dissolution, winding up or distribution of the assets of the corporation pro rata after the holders of the preferred stock shall have been paid therefrom all dividends then accrued and the par value of their preferred stock.

Each and every holder of the capital stock of the Company, by the acceptance of his certificate therefor, irrevocably waives and releases any and all rights to subscribe to any increase in the authorized or issued stock of the Company.

The capital stock of the Company, whether preferred or common, when issued shall be fully paid and non-assessable.

And we do further certify that the Articles of Incorporation have been amended in the respect above set out.

IN WITNESS WHEREOF we have hereunto set our names as President and Secretary respectively of said Corporation and have affixed the corporate seal thereof hereto this 25th day of September, 1946.

/s/ R. L. Arnold

President

/s/ J. E. GATHERUM

Secretary

of Arnold Machinery Company, Inc. (Seal)

Statement of Domestic Corporation

Required by Title 18 of the Revised Statutes of Utah, 1933

We, the president (~~or vice-president~~) and secretary (~~or treasurer~~) of

ARNOLD MACHINERY COMPANY, INC.

a corporation ~~being~~ organized under the laws of the State of Utah, do hereby certify and declare:

1. That the principal office and place of business in the State of Utah will be at 427 West 2nd South Street, Salt Lake City, Utah
2. That the general nature of the business of said corporation to be transacted in the State of Utah is sale of industrial and agricultural machinery, equipment and allied products
3. That the names and addresses of the principal officers of said corporation are as follows:

Name	Address
H. L. Arnold	President Salt Lake City, Utah
J. W. Plant and A. D. Byerline	Vice-President ^s Salt Lake City, Utah
J. E. Gatherum	Secretary and Treasurer Salt Lake City, Utah
L. E. Arnold	Chairman of the Board General Manager Salt Lake City, Utah

4. The amount of the authorized capital stock of said corporation is
Three Hundred Fifty Thousand (\$350,000.) Dollars.
Common \$250,000.00
Preferred \$100,000.00
5. The amount of capital stock ^{issued} ~~subscribed~~ is
Common \$
Preferred \$ none
6. The amount of capital stock actually paid in, in cash or property is
Dollars.
7. The proportion and amount of the capital stock of said corporation represented by its property located in Utah or to be acquired therein and by its business to be transacted therein is

Three Hundred Fifty Thousand (\$350,000.00) Dollars.

ENDORSED

NUMBER No. 11761

STATE OF UTAH
SALT LAKE COUNTY CORPORATION
Certificate of Amendment
ARTICLES OF INCORPORATION OF

Arnold Machinery Company, Inc.

Filed in the Clerk's office,
Salt Lake County, Utah.

September 26, 1946

ALVIN KEDDINGTON, COUNTY CLERK.
By Betty L. Boner, Deputy Clerk

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Alvin Keddington, Clerk in and for the County of Salt Lake and Ex-Officio Clerk of the District Court of the Third Judicial District in and for Salt Lake County, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original Certificate of Amendment to Articles of Incorporation of the Arnold Machinery Company, Inc. No. 11761 as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal,
this 26th day of September, A. D. 1946
Alvin Keddington, Clerk

(SEAL)

By /s/ Betty L. Boner, Deputy Clerk.

Filed and Certificate issued
this 26th day of Sept., 1946
E. E. MONSON, Secretary of
State

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
ARNOLD MACHINERY COMPANY, INC.

STATE OF UTAH)
COUNTY OF SALT LAKE) ss

We, R. L. ARNOLD, President and J. E. GATHERUM, Secretary, of Arnold Machinery Company, Inc. do hereby certify that a Special Meeting of the Stockholders of said Corporation was duly called by the President thereof on March 14th 1947, to be held at the place of business of the said Company 427 West 2nd South Street, Salt Lake City, Utah, on Monday, April 7th 1947, at the hour of four o'clock P.M. to consider and vote upon the proposition to amend the Articles of Incorporation of said Company, and specifically Article VII thereof so as to provide for a Board of Directors consisting of nine persons instead of seven as now provided; and Article VIII thereof to provide that the annual meeting of stockholders should be held at 5:00 o'clock P.M. on the first Tuesday of December of each year instead of as at present.

We further certify that Notice of said meeting was duly given by publication in a news paper of general circulation in Salt Lake County, Utah, for a period of twenty-one days prior to said meeting and that, pursuant to the by-laws of said corporation, notice thereof was given by mailing a copy of the said notice so published to each stockholder entitled to vote at the address shown on the books of said corporation fifteen days prior to the date of said meeting.

We further certify that at said meeting a quorum of stockholders was present in person or represented by proxy and that upon vote being spread with respect to said amendments by the unanimous vote of all stockholders present and represented, being more than a majority of the holders of all of the issued and outstanding stock of the Corporation entitled to vote, the Articles of Incorporation of the Company, and particularly Articles VII and VIII thereof were amended so as to read as follows:

VII

The officers of this Corporation shall be: A Board of nine Directors of which any five shall constitute a quorum; a Chairman of the Board; a President; two Vice-presidents; a Secretary-Treasurer; and such other officers as the Board of Directors may from time to time appoint. A Director must hold at least one share of stock to qualify him as such. The President and Vice-Presidents must be Directors. The other officers may or may not be stockholders or Directors. Any person properly qualified may hold one or more offices. The term of office of the officers and of the director shall be one year and until their successors are elected and qualified. The Directors shall be elected by ballot at the annual meeting of stockholders hereinafter provided for. The other officers shall be chosen by the Directors. Any director may be removed in the manner provided for by the statutes of Utah and any other officer in the manner as may be provided by the by-laws. Any Director or other officer may resign by filing a written resignation with the Secretary or President of the Corporation. If the office of any Director or of any officer or agent, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office although less than a quorum, by a majority vote may fill such vacancy for the unexpired term in respect of which such vacancy occurred or exists. The names of the directors and other officers to serve until the first annual meeting hereafter are:

DIRECTORS:

L. E. Arnold
A. L. Arnold
J. W. Plant
J. E. Getherum
J. A. Horsley
A. L. Pyerline
R. G. Arnold
Herbert W. Singleton
Dean F. Brayton

OFFICERS:

L. E. Arnold, Chairman of the Board
R. L. Arnold, President
J. W. Plant, Vice-President
J. E. Getherum, Secretary-Treasurer
A. L. Pyerline, Vice-President
J. E. Getherum, Secretary-Treasurer.

VIII.

The annual meeting of stockholders for the election of directors and for the transaction of such other business as shall properly come before it, shall be held on the first Tuesday of December in each year at 5:00 o'clock P.M. of said day at the general office of the corporation. The first regular annual meeting of the stockholders hereafter shall be held in the month of December in the year 1947. No notice need be given for the holding of an annual meeting.

Should the day fixed for such meeting of the stockholders fall on a holiday said meeting shall be held upon the next succeeding business day at the same hour. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business but a less number may adjourn any such meeting from time to time. At every meeting of the stockholders each holder of stock entitled to vote thereat shall be entitled to one vote for every share of voting stock held by them as shown by the books of the corporation and such votes may be given in person or by proxy appointed by an instrument in writing. A failure to hold any meeting of the stockholders at the time appointed shall not forfeit or impair any of the rights acquired by this agreement, but such meeting may be held at any subsequent time by giving such notice as the laws of the State of Utah may require or such notice as the by-laws may provide.

Special meetings of the stockholders may be held at any time upon such call and notice as the by-laws may provide and if no provision is made therein then as the laws of the State of Utah may now or may hereafter at the time of the calling of said meeting provide.

We further certify that said articles of incorporation, and specifically articles VII and VIII thereof have been amended as above set out.

IN WITNESS WHEREOF we have hereunto set our names as President and Secretary respectively of said corporation and have affixed the corporate seal hereto.

5/R. L. ARNOLD

President

5/J. E. GATHERUM

Secretary

of Arnold Machinery Company, Inc.

Salt Lake City, Utah
April 7th, 1947

(Seal)

ENDORSED

NUMBER No. 11761

STATE OF UTAH
SALT LAKE COUNTY CORPORATION
Certificate of Amendment to
ARTICLES OF INCORPORATION OF

Arnold Machinery Company, Inc.

Filed in the Clerk's office,
Salt Lake County, Utah.

April 8, 1947

ALVIN KEDDINGTON, COUNTY CLERK.

By Betty L. Boner, Deputy Clerk

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, Alvin Keddington, Clerk in and for the County of Salt Lake and Ex-Officio Clerk of the District Court of the Third Judicial District in and for Salt Lake County, State of Utah, do hereby certify that the foregoing is a full, true and correct copy of the original Certificate of Amendment to Articles of Incorporation of the Arnold Machinery Company, Inc. No. 11761 as appears of record in my office.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed my official seal, this
8th day of April, A. D. 1947
Alvin Keddington, Clerk

(SEAL)

By /s/ Betty L. Boner, Deputy Clerk

Filed and Certificate issued
this 8th day of April, 1947
Heber Bennion, Jr., Secretary
of State