

## 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

**DOCKINS FORD TRACTOR INC.**

was filed in the office of the Secretary of State on the **Sixth** day  
of **January** A.D. One Thousand Nine Hundred **Sixty-four** and  
duly recorded on Film No. **126** 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  
**Sandpoint** in the County of **Bonner.**

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 **6th** day of **January**,  
A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
DOCKINS FORD TRACTOR INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, each of whom is of legal age, and a citizen of the state of Idaho, and of the United States of America, have this day voluntarily associated together for the purpose of forming a corporation under the laws of the state of Idaho, and pursuant thereto, certify as follows:

ARTICLE I

The name of this corporation shall be "DOCKINS FORD TRACTOR INC."

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The objects and purposes for which this corporation is formed are: As principal, agent or otherwise to do any and all of the things hereinafter set forth to the same extent as natural persons might do or could do. In furtherance thereof, but not in limitation of the general powers conferred by the laws of the state of Idaho, we expressly provide that this corporation shall have power:

(a) To purchase, acquire, own, sell, convey, assign, release, mortgage, encumber, lease, buy, or deal in real

or personal property of every kind and nature.

(b) To enter into, makê, perform and carry out contracts of every kind, amount and character with any person, state federal government, municipal government, firm, association, partnership or corporation.

(c) To engage in a general garage and repair business -- to include the purchase of new and used passenger, farm and industrial vehicles, equipment and merchandize, and for the sale of the same. And to undertake contracts and employment for repairing the same.

(d) To own and operate equipment and machinery as is ordinarily used in the conduct of said

(e) To manufacture, buy, sell or deal in goods, wares or merchandise of every class and description;

(f) In addition to the foregoing powers, also to have all the authority, rights and powers granted by the laws of the state of Idaho, or any other state wherein said corporation may operate;

(g) To do and perform every act or thing necessary to carry out the above enumerated purposes, or calculated directly or indirectly to the advancement of the interest of the company or other enhancement of the value of its stockholders and property of every kind and character;

(h) To purchase, buy, sell or otherwise deal in its own capital stock;

(i) To purchase or otherwise acquire, lease, assign, mortgage, pledge, or otherwise dispose of any trade name, trade

mark, invention, improvements, process or formula of any nature whatsoever, copyrights or letter patents of the United States or of foreign countries, and to accept and grant licenses therefore.

#### ARTICLE IV

The registered office of this corporation and the principal for the transaction of its business is hereby defined as Sandpoint, Bonner County, Idaho.

#### ARTICLE V

The initial Board of Directors shall consist of three (3) members who are residents of the state of Idaho, and who will be the corporation.

The names and addresses of the persons who are to serve as directors, until the first meeting of the shareholders, or until their successors shall have been elected and qualified, follows:

NAME	ADDRESS
Hardin U. Dockins	Sandpoint, Idaho
J. Arden Dockins	Sandpoint, Idaho
Gerald R. Dockins	Sandpoint, Idaho

The number of directors may increase or decrease from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors, the number shall be three.

## ARTICLE VI

The amount of the total authorized capital stock of this corporation is Fifty Thousand (\$50,000) Dollars, divided into five hundred (500) shares of common capital stock, with a par value of one hundred (\$100.00) dollars per share.

Each common share shall have full voting and dividend participating privileges, and all of said stock shall be and remain non-assessable.

From time to time the capitalization of this corporation may be increased or decreased, as provided by law and such increased capitalization may provide for different classes stock with dividend rights and privileges as may be determined in the amendment of said articles.

The stock of this corporation may be sold and issued from time to time as and when the Board of Directors shall determine.

## ARTICLE VII

The holders from time to time of the common stock of the corporation shall have the pre-emptive rights to purchase, at such respective equitable prices, terms and conditions (including adjustment of such cash or fractional shares as may be necessary to avoid the issue of fractional shares) as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation (a) as may be authorized from time to time over and above the 500 shares of common stock authorized by the original Articles of Incorporation of the corporation or (b) as may be

shares held in the treasury of the corporation from time to time, whether derived from such original 500 shares, or from shares thereafter authorized. Such pre-emptive right shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

#### ARTICLE VIII

Meetings of the shareholders of the corporation may be held at such place within the state of Idaho as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

The initial Code of By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the statutes of the state, or these Article of Incorporation.

#### ARTICLE IX

Subject to the limitations existing under the statutes of this state the books of account, records, documents, and papers of the corporation may be kept at any place or places within the state of Idaho. Limitations on the place or places where the books of account, records, documents and papers of the corporation may be kept may be made from time to time by the Code of By-Laws of the corporation.

## ARTICLE X

Subject to any specific written limitations or restrictions imposed by the statutes, or by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Article III, the corporation shall have and exercise all statutory powers.

## ARTICLE XI

The corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to its Articles of Incorporation in the manner prescribed by the statutes.

## ARTICLE XII

The names and address of the incorporators of the corporation follow, together with a statement of the number of shares subscribed by each:

1. Hardin U. Dockins  
Hardin U. Dockins

Address: Sandpoint, Idaho Subscription: 10 shares of common stock

2. J. Arden Dockins  
J. Arden Dockins

Address: Sandpoint, Idaho Subscription: 10 shares of common stock

3. Gerald R. Dockins  
Gerald R. Dockins

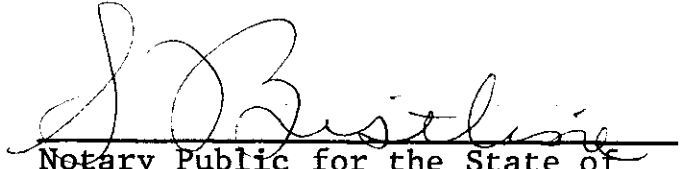
Address: Sandpoint, Idaho Subscription: 10 shares of common stock

STATE OF IDAHO )  
                          ) ss.  
County of Bonner)

I, the undersigned, a Notary public, duly commissioned to take acknowledgments and administer oaths in the state of

Idaho, certify that HARDIN U. DOCKINS, J. ARDEN DOCKINS and  
GERALD R. DOCKINS being all of the incorporators referred to  
in Article XII of the foregoing Articles of Incorporation,  
personally appeared before me and swore to the truth of the  
facts therein stated.

WITNESS My hand and notarial seal this 30<sup>th</sup> day of  
December, 1963.

  
Notary Public for the State of  
Idaho, residing at Sandpoint,  
therein.