



Department of State.

CERTIFICATE OF INCORPORATION

JAS. H. YOUNG
I, ~~XXXXXXXXXXXX~~, 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

KAM INDUSTRIES, INC.

was filed in the office of the Secretary of State on the **22nd** day
of **March** A.D. One Thousand Nine Hundred **Fifty-seven** and
duly recorded on Film No. **98** 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

Boise

in the County of

Ada

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

22nd day of **March**

A.D., 19 **57**.

Secretary of State.

ARTICLES OF INCORPORATION

of

KAM INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS That We, the undersigned, being natural persons all of legal age and citizens of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a corporation for profit under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation is KAM Industries, Inc.

ARTICLE II

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

ARTICLE III

The purposes and objects for which this corporation is formed are as follows:

1. To compound, assemble, fabricate, buy, sell, deal, in, manufacture, use, produce, and market all types of automotive equipment, machinery, automobiles, and to compound cars, allied products, supplies or materials incidental or related thereto; and to carry on a general service and merchandising business, at wholesale and retail levels, using, buying, selling, manufacturing, trading and otherwise dealing in such products, directly or indirectly.
2. To acquire and exercise patent rights related to such pursuits, and to build, buy, equip, sell, construct, erect, option, lease, sublease, assign, mortgage, encumber or otherwise deal in all real and personal properties and to construct, own, buy, sell or build such works, contrivances, appliances, mills, fabricators, machinery and properties of this or other corporations or of private individuals as may be either useful, expedient or necessary in carrying out the foregoing purposes; and, generally, to enter into all contracts and to do all acts in any way designed to aid in or to carry out any or all of the objects and purposes set forth in this Article.
3. To borrow money and otherwise incur indebtedness without limit as to the amount and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue such bonds, stocks, debentures, notes, checks, drafts, bills of exchange and other instruments, negotiable and non-negotiable, secured and unsecured, as may be necessary, customary, or appropriate in the conduct of such business.
4. To conduct business in this state or other states, the District of Columbia and the territories of the United States, and in foreign countries or territories, and to maintain one or more offices or other places of business inside or outside this

state; and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein within or without the State of Idaho, reasonably calculated to promote the purposes hereinabove stated for this corporation; and to do all other things, including the creation, organization, and operation of such subsidiary corporations as may be necessary or convenient to the carrying into effect of the main purposes and objects of the organization of this corporation.

5. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, and to assume the liabilities of any person, firm, association, corporation, or other business organization; and to pay for said good will, rights, property and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof; and to hold in any manner or to dispose of all or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses directly or indirectly related to the purposes and objects of this corporation, or, though not connected, to preserve or protect the assets of this corporation.

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

7. To carry on any of the foregoing or closely related businesses as principals, agents, lessors, lessees, assignors, assignees, franchisors, franchisees, licensors, licensees, or otherwise, which can be generally carried on in connection with any of the pursuits aforesaid.

8. It is hereby expressly provided that the enumeration hereinabove of the specific objects and powers shall not be narrowly construed and shall not be held to limit or restrict in any manner the general powers of this corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or exercise any power or do any act which corporations formed under the laws of Idaho, now or hereafter existing, may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects, and powers specified in any one of the paragraphs of this Article III shall in no wise restrict or limit by reference or inference the terms, objects, purposes, and powers of any other clauses or paragraphs in this Article contained, nor in any other of the Articles of these Articles of Incorporation.

ARTICLE IV

The capital stock of this corporation shall be in the amount of \$50,000.00, divided into 160,000 shares of non-assessable, Class A common stock of a par value of 25¢ per share; and 40,000 shares of non-assessable, Class B, non-voting, common stock of a value of 25¢ per share. The aforesaid Class A and Class B common stock shall be identical in all respects except that Class B common stock shall be preferred over Class A common stock in the

event of corporate dissolution, but shall enjoy no voting rights unless the corporation shall fail for a period of two successive years to pay at least a 6% dividend to the holders of all common stock.

ARTICLE V

The principal place of business of this corporation shall be 111 South 24th Street, City of Boise, County of Ada, State of Idaho, which is hereby designated as the address of its registered office.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Kenneth Steele	5615 Overland Boise, Idaho	20,000	\$5000
A. T. Fredricks	25 Horizon Drive Boise, Idaho	38,000	\$9500
Irvin Clay	250 Horizon Drive Boise, Idaho	100	\$ 25

ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a board of not less than three nor more than seven directors who shall be elected annually at the annual meeting of the stockholders, and who shall receive no compensation as such.

ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held on the third Monday of each March, hereafter, at the office of the corporation in Boise, Idaho, or at such other places as may be determined from time to time by the Board of Directors. The incorporators, Kenneth Steele, A. T. Fredricks and Irvin Clay shall act as in interim Board of Directors until the first shareholders' meeting. In all elections for directors, each holder of common stock shall be entitled to one vote for each share of stock owned by him. The vote in the election for directors shall be by ballot and the election shall be conducted in such manner and form as may be provided by the by-laws.

ARTICLE IX

The Board of Directors of this corporation by a majority vote shall have the power to repeal or amend the by-laws thereof, and to adopt a new code of by-laws if in their discretion that becomes proper.

ARTICLE X

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE XI

No contract, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers of such other corporation; and any director, individually, or any firm of which such director may be a member, may be a party to or may be financially or otherwise interested in, any contract or transaction of this 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 of this corporation, or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract, act or transaction, and may vote thereat to authorize such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 20th day of February, 1957.

Bennett A. Stule (SEAL)
Incorporator
A. T. Fredricks (SEAL)
Incorporator
Irvin Clay (SEAL)
Incorporator

STATE OF IDAHO)
 : ss
COUNTY OF ADA)

On this 20th day of February, 1957, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH STEELE, A. T. FREDRICKS and IRVIN CLAY, known to me to be the persons whose names are subscribed to the within 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.

Theron E. Roberts
Notary Public for Idaho
Residing at Boise, Idaho

(Seal)

My Commission Expires December 15, 1957.