

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**VALLEY IMPLEMENT & MOTOR CO., INC.**

was filed in the office of the Secretary of State on the **18th** day of **December** A.D., One Thousand Nine Hundred **seventy-five** and ~~will be~~ ~~recorded on Film No.~~ ~~microfilm~~ 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 **Preston, Idaho** in the County of **Franklin**

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 **18th** day of **December**, A.D., 19 **75**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
VALLEY IMPLEMENT & MOTOR CO., INC.

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: VALLEY IMPLEMENT & MOTOR CO., INC., and is organized at Preston, Franklin County, Idaho.

ARTICLE II

DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

ARTICLE III

PURPOSE

The purposes of this corporation are as follows:

(a) To manufacture, construct, buy, sell, license, lease, deal in and deal with machinery of every kind and description, and articles of every nature, and more particularly, agricultural machinery, farm machinery, dairy machinery,

elevating and conveying machinery transmission machinery, and all parts thereof, and to acquire, hold, possess and own letters patent of the United States and of any foreign country now or hereafter issued or to acquire licenses under such patents for the manufacture and sale of machinery or improvements thereon or articles of any nature, and beneficially to use rights under such patents by vending the said patents or rights and licenses thereunder; to manufacture as herein specified, either directly or indirectly, or by contract with other corporations or with individuals; and to carry on a general manufacturing wholesale and retail merchandise business; and for the better attainment for the general purposes thus indicated, to purchase, lease, hold and convey all necessary property, real or personal wheresoever the same may be situated.

(b) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing of all types of new and used automobiles, trucks, and other motor vehicles and any parts and accessories used in connection therewith, and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies for all types of motor vehicles.

(c) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection

with the aforesaid business of the corporation.

(d) To engage in any business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

#### ARTICLE IV

##### REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be: 125 South State, Preston, Idaho 83263, and the initial registered agent shall be: KAY TITENSOR.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

#### ARTICLE V

##### AUTHORIZED SHARES

The capital stock of the corporation shall amount

to Five Hundred Thousand (\$500,000.00) Dollars. The capital stock of the corporation shall be divided into five thousand (5,000) shares of Common Stock at One Hundred (\$100.00) Dollars par value. At such time as the Board of Directors may by resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

#### ARTICLE VI

#### INCORPORATORS

The name and post office address of each of the incorporators and the number of shares for which each subscribe are as follows:

<u>NAME &amp; ADDRESS</u>	<u>NUMBER OF SHARES</u>
KAY TITENSOR 310 Valley View Drive Preston, Idaho 83263	Four Thousand Nine Hundred Eighty Eight (4,988)
KAYE H. TITENSOR 310 Valley View Drive Preston, Idaho 83263	One (1) Share
SIDNEY KAY TITENSOR Preston, Idaho 83263	One (1) Share

## ARTICLE VII

### CORPORATE AFFAIRS

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

## ARTICLE VIII

### AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

## ARTICLE IX

### AMENDMENTS TO BY-LAWS


The board of directors may repeal and amend the

By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, we hereunto set our hands and  
seals this 25<sup>th</sup> day of November, 1975.

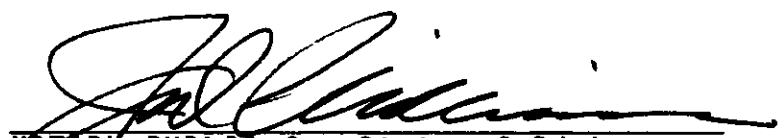
  
KAY TITENSOR

  
KAYE H. TITENSOR

  
SIDNEY KAY TITENSOR

STATE OF IDAHO        }  
County of Franklin    }

On this 25<sup>th</sup> day of November, 1975, before  
me, the undersigned, a Notary Public in and for said State,  
personally appeared KAY TITENSOR, KAYE H. TITENSOR, and  
SIDNEY KAY TITENSOR, known to me to be the persons whose names  
are subscribed to the foregoing instrument and acknowledged  
to me that they executed the same.

  
NOTARY PUBLIC for State of Idaho  
Residing at Preston, Idaho