

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

WILLIAMS EQUIPMENT CO.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Nineteenth** day of **May**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Nineteenth** day of **May**, 19 **64** a designation of **J. J. Murray** in the County of **Ada** 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 30, Idaho Code, 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 **19th** day of **May**, A.D. 19 **64**.

Secretary of State.

United States of America
State of Washington

DEPARTMENT



OF STATE

To all to Whom These Presents Shall Come

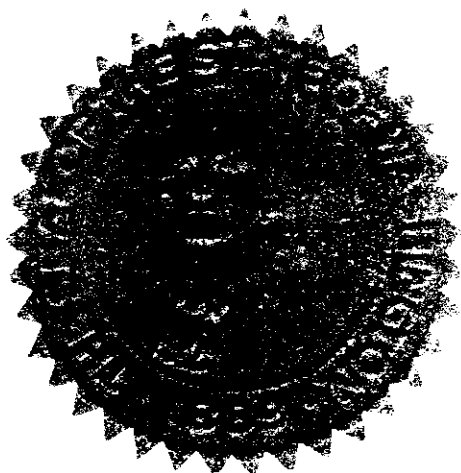
I,

Victor A. Meyers

Secretary of State of the

State of Washington, and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Articles of Incorporation and all amendments thereto of WILLIAMS AUTOMOTIVE SUPPLY CO., including Amendatory Articles changing the name to WILLIAMS EQUIPMENT CO., which have been duly filed and recorded in my office in accordance with law; I further certify that WILLIAMS EQUIPMENT CO. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1960; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the State of
Washington. Done at the Capitol, at Olympia,
this* 11th *day of* May *A.D. 19* 61

Victor A. Meyers
Secretary of State

By *Jean C. Dunker*
Assistant Secretary of State
(Mrs.) Jean C. Dunker,

ARTICLES OF INCORPORATION OF
WILLIAMS AUTOMOTIVE SUPPLY CO.

THIS IS TO CERTIFY that we, the undersigned persons, two of whom are citizens of the State of Washington, and all of whom are citizens of the United States and all of whom are of full legal age and two of whom reside in the State of Washington, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Washington and have executed the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be

WILLIAMS AUTOMOTIVE SUPPLY CO.

ARTICLE II.

The purposes for which this corporation is formed are to own and conduct business dealings in automotive equipment, parts, accessories and supplies and to own, sell, lease and otherwise handle any and all automotive vehicles including cars, trucks, trailers, tractors and other types of machinery and any and all parts, equipment, accessories pertaining thereto and the rendering of services pertaining to such equipment, parts, their maintenance, repair and alteration. Also, to buy, own, sell and otherwise handle gasoline, oil, grease and any and all other petroleum products; also to buy, own, sell, lease, trade and otherwise handle real estate and all other types of personal property as may be convenient or necessary in the conduct of its business. To borrow money and to issue its notes, mortgages, bonds and any other necessary or convenient evidences of its indebtedness as security therefor; in fact, to do any and all things necessary, pertinent or convenient in connection with the operation of its businesses or objectives as above stated.

ARTICLE III.

The duration of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of its registered office in the State of Washington shall be

827 East Third Avenue, Spokane, Washington

ARTICLE V.

The total authorized number of shares of this corporation shall be FIVE HUNDRED (500) shares at a par value of ONE HUNDRED DOLLARS (\$100.00) per share, constituting an authorized capital stock of FIFTY THOUSAND DOLLARS (\$50,000.00).

ARTICLE VI.

All of said stock shall be common stock; the relative rights concerning said stock shall be equal and the holders thereof shall be entitled to one (1) vote for each share of said stock so held by them.

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APPROVED
AND FILED

SEP 10 1951
EARL COE
SECRETARY OF STATE
BY *Raymond*
Assistant Secretary of State

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ARTICLE VII.

The amount of paid-in capital with which this corporation shall begin business is FIVE THOUSAND DOLLARS (\$5,000.00).

ARTICLE VIII.

The management and control of this corporation shall be vested in a board of directors of not less than three nor more than seven.

That the names and addresses of the members of the first board of directors are as follows:

Roy T. Williams	3818 Skyview Drive Spokane, Washington
R. Neal Williams	905 East Third Avenue Spokane, Washington
C. C. Rieger	905 East Third Avenue Spokane, Washington


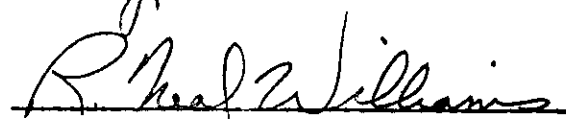
That said directors shall hold office for a period of six (6) months and thereafter until their successors have been duly elected and qualified.

ARTICLE IX.

The names and post office addresses of each of the incorporators herein and a statement of the number of shares subscribed by each are as follows:

Roy T. Williams	3818 Skyview Drive Spokane, Washington	50 shares
R. Neal Williams	905 East Third Avenue Spokane, Washington	50 shares
C. C. Rieger	905 East Third Avenue Spokane, Washington	1 share

IN WITNESS WHEREOF we have hereunto set our hands this 7th day of September, 1951.

STATE OF WASHINGTON)
) ss.
County of Spokane)

I, the undersigned, a Notary Public in and for the above-named county and state, do hereby certify that on this 7th day of September, 1951, personally appeared before me ** ROY T. WILLIAMS, R. NEAL WILLIAMS, and C. C. RIEGER, ** to me known to be the individuals described in and who executed the within instrument and acknowledged that they signed and sealed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year last above written.

Robert M. Brown
Notary Public in and for the State of
Washington, residing at Spokane.

APPROVED
AND FILED

3 FEB 18 1957

VICTOR A. MEYERS
SECRETARY OF STATE

BY Jay Neuman
ASSISTANT SECRETARY OF STATE

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

WILLIAMS AUTOMOTIVE SUPPLY CO.

We, R. NEAL WILLIAMS, President, and C. C. RIEGER, Assistant Secretary-

Treasurer, of Williams Automotive Supply Co., a corporation, do hereby
certify in triplicate that the stockholders of said corporation, did at
special meeting duly and regularly held and called in Spokane, Washington,
on Tuesday, February 12, 1957, authorize and direct the amendment of Article
I of the Articles of Incorporation of this company so that, as amended,
said Article I shall read as follows:

"ARTICLE I.

"The name of this corporation shall be WILLIAMS EQUIPMENT CO."

We further certify that said amendment was made by resolution duly
moved, seconded and unanimously carried, as shown by the minutes of said meet-
ing of stockholders, copy of which minutes is attached hereto and, by this
reference, made a part hereof, and we further certify that the said amendment
to the Articles of Incorporation has been and is consented to by all of the
holders of outstanding stock of said corporation, as is shown by the Consent
of Stockholders to Amendment of Articles of Incorporation, attached hereto
and by this reference made a part hereof; that the signers of said consent
are all of the holders of outstanding stock of this corporation.

We further certify that R. Neal Williams and C. C. Rieger are res-
pectively the President and Assistant Secretary-Treasurer of Williams Auto-
motive Supply Co., a corporation.

IN WITNESS WHEREOF the parties hereto have executed the foregoing
Certificate of Amendment in triplicate this 12th day of February, 1957, and
attested the same under the corporate seal of said corporation.

R. Neal Williams
President

Attest:

C. C. Rieger
Assistant Secretary-Treasurer

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STATE OF WASHINGTON)
)
County of Spokane) ss

R. NEAL WILLIAMS and C. C. RIEGER, being first duly sworn, upon oath
depose and say:

That they are President and Assistant Secretary-Treasurer respectively
of Williams Automotive Supply Co., a corporation; that they have read the
above and foregoing Certificate of Amendment to Articles of Incorporation of
said company; that the same is true in every particular.

R. Neal Williams
C. C. Rieger

SUBSCRIBED and sworn to before me this 12th day of February, 1957.

Robert E. Brown
NOTARY PUBLIC in and for the State
of Washington, residing at Spokane

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF
WILLIAMS AUTO MOTIVE SUPPLY CO.

A special meeting of the stockholders of this corporation was held at the office of the company at 905 East Third Avenue, Spokane, Washington, on Tuesday, February 12, 1957. All stockholders being present and each expressly waiving the time, place and manner of calling the meeting and acknowledging full notice of the purpose of the meeting, the meeting was called to order by Mr. R. Neal Williams, the company president.

Mr. Williams announced the purpose of the meeting was to consider the amendment to the Articles of Incorporation to effect the change of name of the company. Whereupon upon motion duly made and seconded it was unanimously carried that Article I of the Articles of Incorporation of this company be amended so that, as amended, said Article I shall read as follows:

"ARTICLE I.

"The name of this corporation shall be WILLIAMS EQUIPMENT CO." and the president and secretary were duly instructed and authorized to execute appropriate certificate of amendment and to cause same to be appropriately filed with the Secretary of State and the County Auditor.

There being no further business to come before the meeting, it was adjourned.

R. Neal Williams
President

W. A. Keener
Asst. Sec.-Treas.

I, R. NEAL WILLIAMS, the owner of all of the outstanding stock of the above corporation, do hereby consent to and request the change of corporate name and the amendment of Articles of Incorporation as above provided.

R. Neal Williams

APPROVED
AS TO FORM AND FILED

MAY 14 1964

VICTOR A. MEYERS
SECRETARY OF STATE

BY (MRS.) JEAN C. DUNKER
ASSISTANT SECRETARY OF STATE

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF
WILLIAMS EQUIPMENT CO.

4 We, R. Neal Williams, President, and C. C. Rieger, Secretary-Treasurer,
5 of WILLIAMS EQUIPMENT CO., a Washington corporation, do hereby certify in
6 triplicate that the stockholders of said corporation did at a special meeting
7 duly and regularly held and called in Spokane, Washington, on Monday, May 11,
8 1964, authorize and direct the amendment of Article V of the Articles of
9 Incorporation of this company so that, as amended, said Article V shall read
10 as follows:

11 "ARTICLE V.

12 The total authorized number of shares of this corpo-
13 ration shall be 2,000 shares at a par value of \$100.00
14 per share, constituting an authorized capital stock of
\$200,000.00."

15 We further certify that said amendment was made by resolution un-
16 animously approved by the owner and holder of all of the outstanding capital
17 stock of the company, as shown by the minutes of said special meeting of
18 stockholders, copy of which minutes is attached hereto.

19 We hereby further certify that R. Neal Williams is the holder of
20 all of the outstanding capital stock of this corporation.

21 And we hereby further certify that R. Neal Williams and C. C. Rieger
22 are respectively the President and Secretary-Treasurer of Williams Equipment Co.

23 IN WITNESS WHEREOF, the parties hereto have executed the foregoing
24 Certificate of Amendment in triplicate this 11th day of May, 1964.

25
26 ATTEST:

27 C. C. Rieger
28 Secretary-Treasurer

R. Neal Williams
President

1 STATE OF WASHINGTON)
2 County of Spokane) ss.

3 R. NEAL WILLIAMS and C. C. RIEGER, each being first duly sworn
4 upon oath, depose and say: That they are the President and Secretary-Treasurer
5 respectively of WILLIAMS EQUIPMENT CO., a Washington corporation; that they
6 have read the above and foregoing Certificate of Amendment to Articles of
7 Incorporation of said company; that the same is true in every particular.

9 R. Neal Williams
10 R. Neal Williams
11
12 C. C. Rieger
C. C. Rieger

14 SUBSCRIBED and sworn to before me this 11th day of May, 1964.

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Lawrence W. Thayer
NOTARY PUBLIC in and for the State
of Washington, residing at Spokane.

1 MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF
2 WILLIAMS EQUIPMENT CO.
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4 A special meeting of the stockholders of WILLIAMS EQUIPMENT CO.,
5 a Washington corporation, was held at the office of the company at 905 East
6 Third Avenue, Spokane, Washington, on May 11, 1964. The owner and holder of
7 all of the outstanding capital stock of the company, namely, R. Neal Williams,
8 was present in person, expressly waiving notice of the time, place and manner
9 of calling the meeting and consenting to the transaction of business thereat.


10 The purpose of the meeting was stated to be a consideration of
11 increasing the capitalization of the company from the present \$50,000.00
12 authorized capital to \$200,000.00 authorized capital. After a consideration
13 of the matter, the following resolution was adopted by unanimous vote of
14 all outstanding stock:

15 "BE IT RESOLVED that Article V of the Articles of Incorporation
16 of Williams Equipment Co. be amended so that, as amended, said
Article V shall be as follows:

17 ARTICLE V.

18 The total authorized number of shares of this corpo-
19 ration shall be 2,000 shares at a par value of \$100.00
per share; constituting an authorized capital stock of
\$200,000.00."

20 There being no further business to come before the meeting, same
21 was duly adjourned.
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24 
25 R. NEAL WILLIAMS

26 being the owner and holder of all of the
27 outstanding capital stock of WILLIAMS
EQUIPMENT CO., a Washington corporation
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