

State of Idaho



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

GLENN DICK EQUIPMENT CO.

was filed in the office of the Secretary of State on the **Third** day of **March** A.D. One Thousand Nine Hundred **Sixty-six** and ~~will be~~ ^{microfilm} duly recorded on ~~Film No.~~ 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 **Garden City** 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 **3rd** day of **March**, A.D., 19⁶⁶.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GLENN DICK EQUIPMENT CO.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this corporation is GLENN DICK EQUIPMENT CO.

ARTICLE II.

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

ARTICLE III.

The purposes for which said corporation is formed are:

(a) To engage generally in the heavy duty equipment business, to buy, sell, lease and otherwise deal in heavy duty trucks, caterpillars, tractors, trailers, earth movers, cranes, shovels and other heavy duty equipment of every description; to buy, sell, lease and otherwise deal in automotive equipment of every description, including, but not limited to, automobiles, pickup trucks, motorcycles and other automotive equipment; to conduct and operate a general automotive repair business, including the repair of heavy duty equipment, heavy duty trucks, caterpillars, tractors, trailers and all other heavy duty equipment; to conduct a repair business for all other types of automotive equipment; to buy, sell, lease and repair all kinds of farm machinery and equipment of whatever description.

(b) To borrow money or otherwise incur indebtedness without limit as to the amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments; and all other instruments for the payment of money, negotiable and non-negotiable, secured and unsecured;

(c) To own, conduct, operate, maintain and carry on a general business of merchandising, at retail, wholesale or otherwise, of all types of goods, wares, merchandise or products.

(d) To buy, sell and deal in all types of farm products, cattle, livestock, horses, sheep and other animals.

(e) To own, operate and maintain all types of farms and ranch property.

(f) To manufacture, buy, sell and generally deal in brick, stone, lumber, cement and any and all materials capable of use in the construction of any kind of building, and to generally carry on the business of dealers in new and second-hand building materials.

(g) To purchase or otherwise acquire the whole of any part of the property assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient for the conduct, management and carrying on of such business;

(h) To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of any and all inventions,

devices, processes and any improvements and modifications thereof.

(i) To acquire, purchase, hold, use, lease, mortgage, sell, assign or otherwise dispose of any and all formulae, processes, trademarks, trade names, inventions, patents, patent rights, letters of patent of the United States or any foreign country and licenses or privileges granted for the use of any of the same and to grant licenses, privileges, rights and other concessions thereunder.

(j) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the locating, laying out, and constructing of roads, avenues, docks, ships, sewers, bridges, wells, walls, canals, railroad or street railways, power plants and generally in all classes of buildings, erections and works, both public and private or integral parts thereof; to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects.

(k) To act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plateglass, boiler, elevator, accident, health, burglary, rent, marine, credit and life insurance, and all other kinds of insurance, the collection of premiums, and doing such

other business as may be delegated to agents by such companies and to conduct a general insurance agency and insurance brokerage business;

(l) To have, exercise, enjoin and participate in all the powers now or hereafter granted to corporations organized under the laws of this State, and particularly all of the powers and privileges granted to corporations under Chapter 1, Title 30, Idaho Code, including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all the aforesaid objects and purposes;

(m) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licensees, or otherwise, which can be generally carried on in connection with any of the pursuits aforesaid.

ARTICLE IV.

The capital stock of this corporation shall be in the amount of \$100,000.00, divided into 1,000 shares of non-assessable common stock of the par value of \$100.00 per share.

ARTICLE V.

The principal place of business of this corporation shall be in the Village of Garden City, County of Ada, State of Idaho, at 3480 Chinden Boulevard, which is hereby designated as the address of its registered office.

ARTICLE VI.

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

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Value</u>
Glenn Dick	6303 Ustick Rd., Boise, Ida.	1	\$100.00
Sadie K. Dick	6303 Ustick Rd., Boise, Ida.	1	\$100.00
Kaye G. Dick	2814 Pauley Dr., Boise, Ida.	1	\$100.00

ARTICLE VII.

The management of this corporation shall be vested in a board of not less than three directors and a maximum number as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at a time and place designated by the By-Laws.

ARTICLE VIII.

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 IX.

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 X.

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 directors, 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 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 3rd day of March, 1966.

Glenn Dick

Sadie K. Dick

Kaye G. Dick

STATE OF IDAHO)
) ss.
County of Ada)

On this 3rd day of March, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared GLENN DICK, SADIE K. DICK and KAYE G. DICK, 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.

Lucille F. Benson
Notary Public for Idaho
Residing at Boise, Idaho