

Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP  
[Signature]

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

WESTERN MECHANICS, INC.

was filed in the office of the Secretary of State on the **Twenty-ninth** day  
**March** **Sixty-six**  
**will be** A.D. One Thousand Nine Hundred and  
**XXXXXX 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**  
**Boise,** from the date hereof, with its registered office in this State located at  
**Canyon.**  
in the County of

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 **29th** day of **March**,  
**66**  
A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
WESTERN EXCHANGORS, INC.

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

FIRST: That the name of said corporation shall be WESTERN EXCHANGORS, INC.

SECOND: That the purposes for which said corporation is formed are:

(A). To buy, purchase or otherwise acquire, own, hold sell, lease, exchange, assign, transfer, mortgage or otherwise dispose of, to invest, option, pledge, borrow, appraise, auction, rent, collect rent, loan, hypothecate, develop and improve, construct, renovate, manage, encumber, trade and deal in and with real property and any and all interest therein.

(B). To purchase or otherwise acquire, own, hold, sell, lease, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee and to invest, trade and deal in and with personal property of every kind and description.

(C). To enter into any kind of an agreement or contract, cooperative or profit sharing plan, with its officers or employees that the corporation may deem advantageous or expedient or otherwise, to reward or pay such persons for their services as the directors may deem fit.

(D). To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part ✓

of the assets of or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay the same in cash, in stock or bonds of this company or otherwise; to hold or in any manner dispose of the whole or any part of the property or business so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(E). To borrow money, to issue bonds, debentures, notes, and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property, to secure the payment thereof.

(F). To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm association, corporation, municipality, state or government, or any sub-division, district or department thereof.

(G). To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinabove enumerate, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(H). The several clauses contained in this statement for purposes shall be construed as both purposes and powers, and the statements contained in each clause shall in no way be limited or restricted, by reference to or inference from the terms of any clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

THIRD: The duration of this corporation shall be perpetual.

FOURTH: The location and post office address of the registered office of the corporation in the State of Idaho shall be: WESTERN EXCHANGORS, INC., 206½ Twelfth Avenue South, Nampa, Idaho, P.O. Box 655, which said place shall be the principal office for the transaction of the business of this corporation.

FIFTH: That this corporation is authorized to issue two (2) classes of shares of stock, as follows, to-wit:

Class "A" Common Stock. This corporation is authorized to issue shares of Class "A" Common Stock a total number of which said shares is four (4) all of which shall be without par value. Such stock may be issued by the corporation from time to time by the corporation directors thereof for the consideration as may be fixed by said corporation Directors. All voting rights of the corporation shall be vested in the Class "A" Common Stock.

Class "B" Common Stock. This corporation is authorized to issue shares of Class "B" Common Stock a total number of which said shares is Four Hundred Ninty-Six (496) all of which

shall be without a par value. Such stock may be issued by ✓  
the corporation from time to time by the corporation Directors  
thereof for the consideration as may be fixed by said corporation  
Directors.

SIXTH: All shares of stock issued by the corporation  
shall have the same rights, powers and privileges except that  
all voting power of this corporation shall be vested in the  
Class "A" Common Stock and no voting power shall be had by the  
Class "B" Common Stock. The corporation in the discretion and  
upon the resolution of the Board of Directors may at any time ✓  
and from time to time issue and dispose of any of the authorized  
and unissued shares of stock of the corporation and may create  
optional rights to purchase or subscribe for shares of stock of  
the corporation. Such stock may be issued and disposed of for  
such kind and amount of consideration unto such person, firms  
and corporation and such optional rights may be created and  
warrants or other evidence of such right issued on such terms  
at such prices and in such manner as may be determined by reso-  
lution adopted by the Board of Directors subject to any provisions  
of law then applicable.

SEVENTH: The name and post office address of each of the ✓  
incorporators, and a statement of the number of shares subscribed  
by each is as follows:

NAME	P.O. ADDRESS	SHARES SUBSCRIBED
THEO G. MORGAN	P.O. Box 655 Nampa, Idaho	1
MIRLA F. MORGAN	P.O. Box 655 Nampa, Idaho	1
CLINTON L. WHITING	P.O. Box 655 Nampa, Idaho	1
ELIZABETH WHITING	P.O. Box 655 Nampa, Idaho	1

EIGHTH: The number of directors of this said corporation  
shall be four (4) who need not be shareholders, to act as Directors

and the names and addresses of the persons who are appointed to act as the first Directors and to hold office until the selection and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THEO G. MORGAN	Box 655, Nampa, Idaho
MIRLA F. MORGAN	Box 655, Nampa, Idaho
CLINTON L. WHITING	Box 655, Nampa, Idaho
ELIZABETH WHITING	Box 655, Nampa, Idaho

Meetings of the Board of Directors and Shareholders of this corporation may be held within or without the State of Idaho, pursuant to the laws of the State of Idaho; the annual meeting of the corporation shall be held on the second Tuesday of each April hereafter.

NINETH: The Board of Directors shall have the power and authority to formulate, repeal and amend By-Laws of the corporation and to adopt new By-Laws, subject to the restrictions provided by the laws of the State of Idaho.


IN WITNESS WHEREOF, the persons herein named as the incorporators and first directors have hereunto set their hands this 15<sup>th</sup> day of March, A.D., 1966.

Theo G. Morgan  
Mirila F. Morgan  
Clinton L. Whiting  
Elizabeth Whiting

STATE OF IDAHO     )  
County of Canyon    ) ss.

On this 15<sup>th</sup> day of March, 1966, before me, the undersigned, a Notary Public in and for said State of Idaho, personally appeared THEO G. MORGAN, MIRLA F. MORGAN, CLINTON L. WHITING and ELIZABETH WHITING, known to me to be the persons whose names are subscribed to the within and foregoing 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.

  
Notary Public for Idaho  
Residence: Nampa, Idaho

(SEAL)