

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

WILLIAMSEN IDAHO EQUIPMENT, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **December,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** 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

Pocatello

in the County of

Bannock

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 **26th** day of **December**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
WILLIAMSEN IDAHO EQUIPMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens of the United States of America, and over the age of twenty-one (21) years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the STATE OF IDAHO, and we do hereby make, sign and file this certificate for that purpose, as follows:

ARTICLE 1
NAME

The name of this corporation shall be WILLIAMSEN IDAHO EQUIPMENT, INC.

ARTICLE 2
PURPOSES

The purposes and the business of this corporation shall be the business of manufacturing, servicing, repairing, selling, distributing and otherwise dealing in and with trucks, trailers, automobiles, automobile and truck bodies, and related equipment and supplies; and the business of manufacturing and dealing in all kinds and types of wood, metal, plastic and ceramic merchandise, and related businesses.

ARTICLE 3
DURATION

This corporation shall have perpetual existence unless dissolved as provided by law.

ARTICLE 4
REGISTERED OFFICE

This corporation shall have its principal place of business in Pocatello, Bannock County, State of Idaho, and the post-office address of its registered office shall be Post Office Box 548 in said city, county and state. This corporation may have offices and do business at such other places within or without the State of Idaho as the Board of Directors may from time to time determine.

ARTICLE 5
AUTHORIZED CAPITAL STOCK

The authorized capital stock of this corporation shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), divided into 1,000 shares of the par value of ONE HUNDRED DOLLARS (\$100.00) per share. There shall be only one class of shares, which shall be common, and each share shall have equal voting rights. The issued and outstanding stock shall not be assessable.

ARTICLE 6
CAPITAL STOCK SUBSCRIBED

The amount of capital stock of this corporation which has been subscribed, and the names and addresses of the subscribers, incorporators herein, and others, are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Par Value</u>
Lorenzo C. Williamsen	P. O. Box 1310 Ogden, Utah	1	\$100.00
L. Clair Williamsen	P. O. Box 1310 Ogden, Utah	1	\$100.00
Ronald E. Urry	P. O. Box 1310 Ogden, Utah	1	\$100.00
Franklin E. Stephens	P. O. Box 2076 Salt Lake City, Utah	1	\$100.00
Jack R. Williamsen	P. O. Box 1310 Ogden, Utah	1	\$100.00
Lawrence D. Williamsen	P. O. Box 2076 Salt Lake City, Utah	1	\$100.00
P. Fred Pusey	P. O. Box 1310 Ogden, Utah	1	\$100.00
Williamsen Body & Equipment Company	P. O. Box 1310 Ogden, Utah	531	\$53,100.00

ARTICLE 7
LIMITED LIABILITY

The private property of the stockholders of this corporation shall not be liable for its debts or obligations.

ARTICLE 8
CORPORATE OFFICERS AND THEIR QUALIFICATIONS

The number and kind of officers of this corporation shall be as

follows: A President, an Executive Vice President, three (3) general Vice Presidents, a Secretary, a Treasurer, and a Chairman of the Board. There shall also be a Board of seven (7) Directors.

To be eligible to be an officer or a Director of this corporation, except Secretary or Treasurer, a person must own and hold at least one (1) share of its capital stock. Any person otherwise qualified may hold more than one office. The Directors shall be elected at the annual meeting of stockholders. Promptly after their election, the Directors shall select the officers above provided for. The term of office of each officer and Director shall be for a period of one (1) year and until his successor shall have been duly elected or appointed and qualified, unless sooner resigned or removed as provided in the By-Laws of this corporation.

The following named persons, parties hereto, shall be the officers and Directors of this corporation from the date hereof until their successors shall have been duly elected or appointed and qualified:

L. Clair Williamsen	President and Director
Ronald E. Urry	Executive Vice President and Director
Franklin E. Stephens	Vice President and Director
Jack R. Williamsen	Vice President and Director
Lawrence D. Williamsen	Vice President and Director
P. Fred Pusey	Secretary, Treasurer, and Director
Lorenzo C. Williamsen	Chairman of the Board and Director

ARTICLE 9 QUORUM AND AUTHORITY OF DIRECTORS

A majority of the Board of Directors of this corporation shall be necessary to constitute a quorum, and shall be authorized to transact its business and exercise its corporate powers.

ARTICLE 10
STOCKHOLDERS MEETINGS

The annual meeting of the stockholders of this corporation for the election of Directors and for the transacting of such other business as may lawfully come before such meeting shall be held on the fourth Friday of November, beginning in November of 1963, and on the fourth Friday of each November thereafter at said time unless such day shall fall on a holiday, in which case such meeting shall be held at the same hour on the next succeeding day which is not a holiday.

ARTICLE 11
BY LAWS

The Board of Directors of this corporation shall prepare and adopt By Laws governing the conduct of the affairs of the corporation. Such By Laws may be modified or amended from time to time by the Board of Directors subject to approval of the stockholders.

ARTICLE 12
GENERAL POWERS

In order to effectuate its objects and purposes, this corporation shall be authorized to do as principal, agent, or toherwise, in any and every part of the World, any and everything to the same extent as natural persons lawfully could do. In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Idaho, this corporation shall have the following powers:

(a) To manufacture, buy, sell, trade, lease, rent, distribute, and deal in and with new and used motor vehicles, trailers, truck bodies, buildings, aircraft, automobile, railroad, farm and agricultural machinery, equipment, parts, and supplies, and related items.

(b) To service, repair, warehouse and store all of the items referred to in subparagraph (a) above, and related items.

(c) To carry on a general mercantile and merchandise business.

(d) To borrow money and to execute notes and obligations and security contracts therefor, to lend any of the moneys or funds of the corporation and to take evidences of indebtedness therefor, and to guarantee the performance of contracts, notes and obligations of other persons, firms or corporations.

(3) To manage, operate or control other companies or businesses of any nature whatsoever.

(f). To acquire, by purchase or otherwise, hold, take, own, develop, operate, possess, mortgage, pledge, improve, subdivide, lease transfer, sell, convey, assign, or otherwise dispose of and deal in real and personal property, and rights and interests therein.

(g). The foregoing clauses shall be construed as independent objects, purposes and powers, and each of the object, purposes and powers herein mentioned shall be in the furtherance but not in limitation of the others except where otherwise expressly set forth.

IN WITNESS WHEREOF we have set our hands this 14 day of December, 1962.

Lorenzo C. Williamsen
Lorenzo C. Williamsen

L. Clair Williamsen
L. Clair Williamsen

Ronald E. Urry
Ronald E. Urry

Franklin E. Stephens
Franklin E. Stephens

Jack R. Williamsen
Jack R. Williamsen

Lawrence D. Williamsen
Lawrence D. Williamsen

P. Fred Pusey
P. Fred Pusey

STATE OF IDAHO)
COUNTY OF BANNOCK) SS

On this 14 day of December, 1962, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Lorenzo C. Williamsen, L. Clair Williamsen, Ronald E. Urry, Franklin E. Stephens, Jack R. Williamsen, Lawrence D. Williamsen, and P. Fred Pusey, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and to me acknowledged 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.

My Commission Expires:

Notary Public for Idaho
Residing at Boise, Idaho

Oct 20, 1964

CONSENT TO USE OF NAME

STATE OF IDAHO)
COUNTY OF BANNOCK)SS

L. Clair Williamsen, being first duly sworn on oath deposes and says: That he is one of the incorporators and one of the Directors of Williamsen Idaho Equipment, Inc., a corporation being organized under the laws of the State of Idaho; and that he is also President and a Director of Williamsen Body and Equipment Company, a Utah corporation, qualified to do business in Idaho; that Williamsen Body and Equipment Company is the principal stockholder of the said Williamsen Idaho Equipment, Inc. and hereby authorizes and consents to the use of the name Williamsen Idaho Equipment, Inc. for said Idaho corporation.

L. Clair Williamsen
L. Clair Williamsen

Subscribed and sworn to before me this 14 day of December, 1962.

My Commission Expires:

Oct 31, 1964

Richard A. Hall
Notary Public in and for said
County and State