

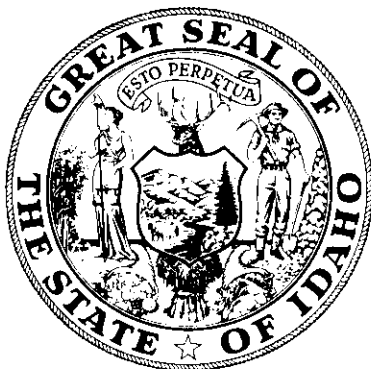
CERTIFICATE OF AUTHORITY  
OF

DAVID K. RICHARDS & COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DAVID K. RICHARDS & COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to DAVID K. RICHARDS & COMPANY to transact business in this State under the name DAVID K. RICHARDS & COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated April 2, 1984



SECRETARY OF STATE

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

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is David K. Richards & Company (dba Richards Industries-  
-Hose & Fittings Division)

2. The name which it shall use in Idaho is \_\_\_\_\_

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Utah

4. The date of its incorporation is March 12, 1959 and the period of its duration  
is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is  
448 E. 400 So. Suite 102, Salt Lake City, Utah 84111

6. The address to which correspondence should be addressed, if different from that in item 5.

Same

7. The street address of its proposed registered office in Idaho is 1053 West Amity Road, Boise,  
Idaho 83705, and the name of its proposed  
registered agent in Idaho at that address is Rob Crow

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To conduct the acquisition, storage, sales and distribution of a wide  
variety of hose and fittings products.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>David K. Richards</u>	<u>Pres./Dir.</u>	<u>4200 So.Park Terrace Dr., S.L.C.,Ut.,84124</u>
<u>Sharon P. Richards</u>	<u>Sec./Dir</u>	<u>4200 So.Park Terrace Dr., S.L.C.,Ut., 84124</u>
<u>Stephen E. Featherstone-V.P./Dir,Asst.Sec.</u>		<u>3677 E.OakRim Way,S.L.C.,Ut., 84109</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
50,000	Common	0.10
2,500	Preferred	\$1,000.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
50,000	Common	\$ 00.10
2,500	Preferred	\$1,000.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 3-15-84

By Stephen E. Featherstone  
~~Its President~~ Vice President (please specify)

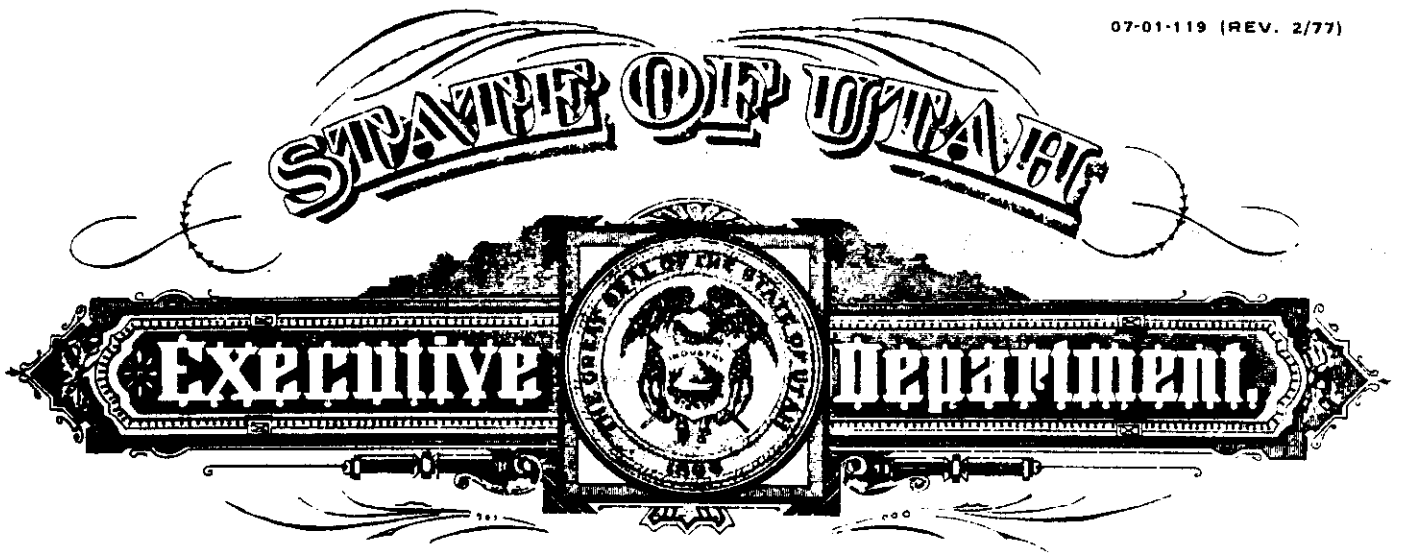
and Stephen E. Featherstone  
~~Its Secretary~~ Assistant Secretary (please specify)

STATE OF Utah )  
 )ss  
COUNTY OF Salt Lake )

I, Kent J. Sorensen, a notary public, do hereby certify that on  
this 15 day of March, 19 84, personally appeared before me  
Stephen E. Featherstone, who being by me first duly sworn, declared that he is the  
V.Pres./Asst. Sec. of David K. Richards & Company

that he signed the foregoing document as Vice Pres./Asst. Sec. of the corporation and  
that the statements therein contained are true.

[Signature]  
Notary Public



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of DAVID K RICHARDS & COMPANY, a Utah corporation filed with this office on March 12, 1959. Also attached are all subsequent amendments and mergers thereto.

AS APPEARS OF RECORD IN MY OFFICE.

File #35070

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed the Great Seal  
of the State of Utah at Salt Lake City, this  
.....28th..... day of  
.....March..... A.D. 19 84.....

*David S. Monson*

LIEUTENANT GOVERNOR

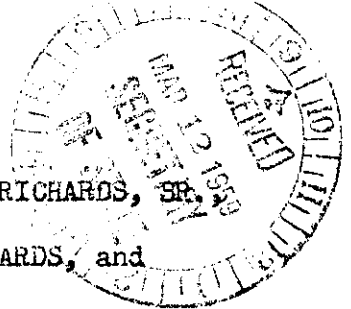
19329  
22246  
585

ARTICLES OF INCORPORATION

OF

LAND INVESTMENTS

35070



KNOW ALL MEN BY THESE PRESENTS: That we, FRANKLIN D. RICHARDS, SR., HELEN K. RICHARDS, FRANKLIN D. RICHARDS, JR., DAVID K. RICHARDS, and ROBERT L. JUDD, each of whom is a resident of Salt Lake City in the County of Salt Lake and State of Utah, and all are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and we hereby certify, declare and agree as follows:

ARTICLE I

The name of said corporation shall be LAND INVESTMENTS.

ARTICLE II

The said corporation is formed at Salt Lake City and County in the State of Utah, and is to exist for a period of one hundred years from and after the date of its incorporation unless sooner dissolved or disincorporated according to law.

ARTICLE III

In furtherance and in no way in limitation of the powers now or hereafter to be conferred upon corporations by the laws of the State of Utah or any other state in which said corporation may do business, the pursuit and business of this corporation shall be:

1. To contract for, purchase, acquire, take, hold, own, improve, lease, let, mortgage, grant, sell, deal in, exchange for or otherwise dispose of, any and all real estate and any estate, right or interest therein, which the board of directors of this corporation may deem wise and proper, in connection with the conduct of any business or businesses enumerated in these Articles of Incorporation, or of any other business in which the corporation may lawfully

engage, including the right to acquire, purchase, sell, or hold insurance contracts of any and all kinds and character whatsoever.

2. To contract for, acquire, buy, own, store, distribute, transport, handle, pledge, mortgage, sell, assign, transfer, trade, deal in, exchange or otherwise turn to account or dispose of goods, wares, merchandise, and real and personal property of every kind, nature or description.

3. To purchase, possess, lease, own, hold, acquire, mortgage or convey real estate and any and all personal property and rights of every kind and nature or any estate or interest therein; to borrow or raise money for all the purposes of the company, and to make, issue and negotiate its promissory notes or bonds or other agreements or obligations for such amounts and payable at such times and places and drawing interest at such rates as the board of directors of this company shall deem expedient, and, for the purpose of securing the payment of such notes, bonds or loans and the interest thereon, to execute mortgages or deeds of trust, or both, upon the whole or any of the company's real or personal property, franchises or rights acquired or that may hereafter be acquired.

4. To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of the capital stock, and bonds, debentures, and other evidences of indebtedness, of any other corporation or corporations.

5. Generally to do and perform all acts and things which may be necessary, incidental or in any way conducive to the operation of the business of the corporation or the attainment of the above objects or purposes or either or any of them.

#### ARTICLE IV

The principal place of business of the corporation shall be at Salt Lake City and County in the State of Utah, but branch offices or other places of business of the corporation may be established and maintained at any other place or places.

#### ARTICLE V

The amount of the capital stock of the said corporation shall be

four hundred (400) shares of no par.

ARTICLE VI

The number and kind of officers of this corporation shall be as follows, to-wit: A President, two Vice Presidents, a Secretary, a Treasurer, and a Board of four Directors. One or more of the offices of Vice President, Secretary or Treasurer may be held by the same person. The President and Vice President shall be elected by the Board of Directors from their own number, but the Secretary and Treasurer may be elected by the Board of Directors from their own number or otherwise.

ARTICLE VII

The qualifications of the officers of said corporation shall be as follows, to-wit:

To be eligible to the office of President, Vice President, Secretary and Treasurer or Director, the person must be the owner of at least one share of the capital stock on the books of the corporation. The following named persons, parties hereto, shall be the officers of said corporation from the date of its incorporation and until the first annual meeting thereof and until their successors are duly elected and qualified:

David K. Richards shall be President and Director; Franklin D. Richards, Jr. shall be Vice President and Director; Robert L. Judd shall be Vice President, Treasurer and Director; Franklin D. Richards, Sr. shall be Secretary and Director.

ARTICLE VIII

The term of office of the officers of said corporation, except the first officers as provided for in Article VII hereof, shall be for one year and until their successors are duly elected and qualified, unless they resign or are removed from office as hereinafter provided for.

ARTICLE IX

The first annual meeting of the stockholders of said corporation shall be held on the 16th day of July, 1959, at ten o'clock A. M. at the general office of the corporation in Salt Lake City, Salt Lake County, in the State of Utah,

and annually thereafter at said time and place unless said day shall fall on a holiday, in which case said meeting shall be held at the same hour on the next succeeding day which is not a holiday.

Representation of the majority of the capital stock outstanding in said corporation shall be necessary to legally hold any stockholders' meeting, either general or special. If such majority shall fail to appear or to be represented at the time and place appointed for the holding of any regular or special stockholders' meeting, a majority in interest of the stockholders who are present, in person or by proxy, may adjourn said meeting from time to time, without notice other than by announcement at the meeting, until such time as the holders of the majority of the outstanding capital stock shall attend in person or by proxy.

The Directors of said corporation shall be elected by ballot by the holders of the capital stock, and the person receiving the majority of the votes cast at said meeting shall be held to be elected to the said office of Director.

Each stockholder shall be entitled to as many votes as he or she holds shares of stock in said corporation as shown by the books of the corporation. Representation by proxy or by attorney, duly appointed in writing, shall be allowed at all meetings of the stockholders, either general or special.

A failure to hold the general annual meeting of the corporation, or any meeting thereof, at the time appointed therefor, shall not prevent the holding of such meeting at a subsequent time upon giving ten days' previous notice, in writing, mailed to each stockholder at his last known post-office address or by delivering said notice to the stockholder in person.

Special stockholders' meetings may be held at any time, upon ten days' previous notice being given, in writing, by the President, Secretary and Treasurer, or any two stockholders who own in the aggregate at least one-half of the outstanding capital stock of the corporation, to each of the stockholders as shown by the books of the corporation, of the time appointed for the holding of such special meeting.



Mailing, postage prepaid, of any notice herein mentioned, to a stockholder at his last known post-office address shall be deemed due and legal notice, and in case of special meetings, such notice shall, in a general way, specify the nature of the business to be transacted at each meeting.

No notice whatever need be given for regular annual stockholders' meeting.

#### ARTICLE X

Any officer of said corporation may be removed at a stockholders' meeting duly called and held for the purpose of considering the question of such removal, by the holders of the majority of the capital stock outstanding of said corporation represented at such meeting, either in person or by proxy, voting for such removal.

#### ARTICLE XI

Any officer may resign by filing a written resignation with the President or Secretary of the corporation, and such resignation shall be effective upon the expiration of thirty days thereafter unless the same shall be sooner accepted by the Board of Directors, in which event such resignation shall become effective at such time within said thirty days as said Board may prescribe. The vacancy caused by any such removal, resignation, or otherwise, may be filled by the Board of Directors. Such appointee shall hold his office until the next regular election of the stockholders and until his successor is duly elected and qualified.

#### ARTICLE XII

Two members of the Board of Directors of said corporation shall be necessary to constitute a quorum at all meetings of the Board of Directors, and such quorum is authorized and empowered to transact the business and exercise the corporate powers of said corporation.

#### ARTICLE XIII

The following are the names, the places of residence of the stockholders of said corporation, and the number of shares of stock actually subscribed for by each:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
David K. Richards	Salt Lake City, Utah	50
Franklin D. Richards, Jr.	" " " "	50
Robert L. Judd	" " " "	50
Franklin D. Richards, Sr.	" " " "	49
Helen K. Richards	" " " "	1

ARTICLE XIV

The Board of Directors may enact by-laws for the conduct, regulation and management of the business affairs of the corporation, subject to the right of the stockholders at any general meeting, or at a special meeting thereof called and held for that purpose, to alter, amend, revise or repeal the same.

ARTICLE XV

The Board of Directors shall have power to sell and assign all or any portion of the real or personal property of the corporation at any time when, in their judgement, it shall be for the best interests of the corporation, and without further authority of the stockholders, providing the members of said Board of Directors own at such time in the aggregate more than one-half of the outstanding capital stock of the corporation; otherwise, the question of any such sale or transfer shall be submitted to the stockholders for their determination; provided, further, that nothing herein contained shall be construed as a limitation or restriction upon the power of the Board of Directors to provide for and make sales, assignments or transfers of merchandise or other property of the corporation, either real or personal, in the ordinary course of the business of the corporation.

ARTICLE XVI

The two hundred (200) shares of the capital stock of the corporation, of no par value which are unsubscribed for shall be treasury stock and may be sold and issued by the Board of Directors at such time or times and in such amounts as the Board of Directors may consider will promote the best interests of the corporation. Whenever any treasury stock is to be sold, each stockholder of record shall be permitted to purchase, if he shall so desire, the pro rata of the amount of stock to be sold that his holdings bear to the amount of capital stock outstanding.

ARTICLE XVII

If any stockholder shall desire to sell all or any part of his shares of stock, he shall first give fifteen days' notice thereof in writing, together with the price offered him for the same, to the other stockholders of record, and any stockholder of record shall have the right within said time to purchase the said shares at the said price so offered, provided that if more than one of such stockholders shall signify his desire to purchase such shares of the said stock, at the option of such stockholders so desiring to purchase said shares of stock, shall be apportioned among them in proportion as the number of shares held by them, respectively, on the books of the corporation shall bear to the entire outstanding capital stock of the company. If no such stockholder shall, within the time so specified, signify his or her desire or intention to purchase such stock so offered, then the said stockholder may sell the said stock to any other person or persons at the price stated in the said notice.

ARTICLE XVIII

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

IN WITNESS WHEREOF, the said parties, incorporators hereof, have hereunto subscribed their names this 10<sup>th</sup> day of March, 1959.

Signed in the presence of:

<u>Frank A. Christian</u>	<u>Franklin A. Richards</u>
<u>Alma E. Evans</u>	<u>Robert K. Richards</u>
	<u>Franklin A. Richards Jr.</u>
	<u>Robert L. Jones</u>
	<u>David L. Richards</u>

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF

## LAND INVESTMENTS

1963 APR 4 PM 3 59

Pursuant to the provisions of Section 16-10-57 of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation: 4<sup>th</sup> April 4, 1963

FIRST: The name of the corporation is:

DAVID RICHARDS AND COMPANY

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on MARCH 25, 1963, in the manner prescribed by the Utah Business Corporation Act:

## SEE ATTACHED AMENDMENT

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

NO PAR CAPITAL. 200

FIFTH: The number of shares voted for such amendment was 200; and the number of shares voted against such amendment was NONE.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

NO PAR CAPITAL	NUMBER OF SHARES VOTED	
	For	Against
	200	NONE

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Upon surrender of the old certificates of LAND INVESTMENTS to the CORPORATION, each shareholder is entitled to receive certificates of DAVID RICHARDS AND COMPANY on a share for share basis.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

NO CHANGE

Dated: March 25, 1963

LAND INVESTMENTS

David K. Richards  
Its President

and Woodley B. Shipp  
Its Secretary

STATE OF UTAH )  
COUNTY OF SALT LAKE ) ss.

I, B. J. Farrell Orchard, a notary public, do hereby certify that on this 25th day of March, 1963, personally appeared before me DAVID K. RICHARDS and WOODLEY B. SHIPP, who, being by me first duly sworn, declared that they are PRESIDENT and SECRETARY RESPECTIVELY OF LAND INVESTMENTS that they signed the foregoing document as PRESIDENT and SECRETARY of the corporation, and that the statements therein contained are true.

EXHIBITING HERETO, I have to you to get my hand and seal this 25th  
day of May, A.D. 1963.

B. Y. Farrell Packard  
Notary Public

My commission expires: May 7, 1966

1963 APR 40 PM 3 59

1963 MAR 25 PM 12 01

we, the undersigned, natural persons of the age of 21 years or more,  
acting as officers and directors of LAND INVESTMENTS and:

WHEREAS, the Board of Directors, by resolution voted to change the  
name of this corporation:

NOW THEREFORE, ARTICLE I of the Articles of Incorporation of LAND  
INVESTMENTS dated 3-12-59, which reads, "The name of this corporation shall  
be LAND INVESTMENTS" is hereby amended in its entirety by deletion, and in  
its place, the following is substituted:

ARTICLE I

The name of this corporation shall be DAVID RICHARDS and COMPANY.

In all other particulars, the Articles of Incorporation remain the  
same.

IN WITNESS WHEREOF, the said parties, have hereunto subscribed their  
names this 25 day of MARCH, 1963.

David K. Richards  
President & Director

Woodley B. Shipp  
Secretary & Director

STATE OF UTAH )  
) ss.  
COUNTY OF SALT LAKE )

I, NORMAN K. GROESBECK, A Notary Public, hereby certify that  
on the 25 day of MARCH, 1963 personally appeared before me,  
DAVID K. RICHARDS and WOODLEY B. SHIPP who being by me first duly sworn sever-  
ally declared that they are the President and Secretary respectively of LAND  
INVESTMENTS, the persons who signed the foregoing documents and that the  
statements herein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25  
day of MARCH, 1963.

Norman K. Groesbeck  
Notary Public

My Commission Expires: 10-28-66 Residing at: Salt Lake City, Utah

35070

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF

DAVID RICHARDS AND COMPANY

DECEMBER 5 1964 2 46

6899

PURSUANT to the provisions of Section 16-10-57 of the Utah Business

Corporation Act, the undersigned corporation adopts the following Articles of

Amendment to its Articles of Incorporation:

to the State of Utah, on the

FIRST: The name of the corporation is:

DAVID K. RICHARDS & COMPANY

SECOND: The following amendment of the Articles of Incorporation

was adopted by the shareholders of the corporation on March 4, 1964, in the

manner prescribed by the Utah Business Corporation Act:

SEE ATTACHED AMENDMENT

THIRD: The number of shares of the corporation outstanding at the

time of such adoption was 200; and the number of shares entitled to vote

thereon was 200.

FOURTH: The designation and number of outstanding shares of each

class entitled to vote thereon as a class were as follows:

NO PAR CAPITAL	200
----------------	-----

FIFTH: The number of shares voted for such amendment was 200; and

the number of shares voted against such amendment was NONE.

SIXTH: The number of shares of each class entitled to vote thereon

as a class voted for and against such amendment, respectively, was:

NO PAR CAPITAL	NUMBER OF SHARES VOTED	
	FOR	AGAINST
	200	NONE

SEVENTH: The manner, if not set forth in such amendment, in which

any exchange, reclassification, or cancellation of issued shares provided for

in the amendment shall be effected, is as follows:

Upon surrender of the old certificates of DAVID RICHARDS AND COMPANY to the CORPORATION, each shareholder is entitled to receive certificates of DAVID K. RICHARDS & COMPANY on a share for share basis.

EIGHTH: The manner in which such amendment effects a change in

the amount of stated capital, and the amount of stated capital as changed by

such amendment, are as follows:

NO CHANGE

Dated: March 4, 1964

DAVID RICHARDS and COMPANY

By:

David K. Richards  
Its President

And

Woodley B. Shipp  
Its Secretary

STATE OF UTAH       )  
                          )ss  
County of Salt Lake)

I, Carolyn B. Strong, a notary public, do hereby certify that on this 4<sup>th</sup> day of March, 1964, personally appeared before me DAVID. K. RICHARDS and WOODLEY B. SHIPP, who, being by me first duly sworn, declared that they are PRESIDENT and SECRETARY respectively of DAVID RICHARDS AND COMPANY, that they signed the foregoing document as PRESIDENT and SECRETARY of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

4<sup>th</sup> day of March, A. D. 1964.

Carolyn B. Strong  
Notary Public

My commission expires: 3/20/68



AMENDMENT TO  
ARTICLES OF INCORPORATION

We, the undersigned, natural persons of the age of 21 years or more,  
acting as officers and directors of DAVID RICHARDS and COMPANY and:

WHEREAS, the Board of Directors, by resolution voted to change the  
name of this corporation:

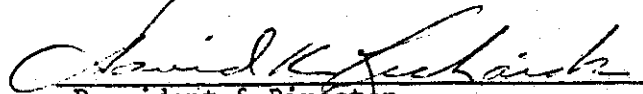
NOW THEREFORE, ARTICLE I of the Articles of Incorporation of  
DAVID RICHARDS and COMPANY dated 3-12-59, as amended 3-25-63 which reads,  
"The name of this corporation shall be DAVID RICHARDS and COMPANY" is hereby  
amended in its entirety by deletion, and in its place, the following is  
substituted:


ARTICLE I

The name of this corporation shall be DAVID K. RICHARDS & COMPANY.

In all other particulars, the Articles of Incorporation remain  
the same.

IN WITNESS WHEREOF, the said parties, have hereunto subscribed  
their names this 4th day of March, 1964.

  
President & Director

  
Secretary & Director

STATE OF UTAH           )  
                                  )ss  
COUNTY OF SALT LAKE )

I, Carolyn B. Strong, A Notary Public, hereby certify that on the  
4th day of March, 1964 personally appeared before me, DAVID K. RICHARDS and  
WOODLEY B. SHIPP who being by me first duly sworn severally declared that they  
are the President and Secretary respectively of DAVID RICHARDS and COMPANY,  
the persons who signed the foregoing documents and that the statements herein  
contained are true.

  
Notary Public

My Commission Expires: 2/20/69

Residing at: Salt Lake City, Utah

ARTICLES OF AMENDMENT

TO THE

Dec

22nd  
80

ARTICLES OF INCORPORATION OF

DAVID K. RICHARDS & COMPANY

35070

Pursuant to the provisions of Section 16-10-55 of the Utah Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is DAVID K. RICHARDS & COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by action of the sole shareholder of the Corporation on December 18, 1980:

Article V is amended in its entirety to read as follows:

ARTICLE V

The Corporation is authorized to issue Twenty Thousand (20,000) shares of no par stock. Effective on the date of filing of this Amendment, each outstanding share of no par stock is split up and converted into Fifty (50) shares of Common Stock without par value.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was Fifty (50).

FOURTH: The designation and number of authorized shares entitled to vote thereon as a class were as follows:

NO PAR CAPITAL

50 Shares

FIFTH: The number of shares voted for the Amendment was Fifty (50); and the number of shares voted against the Amendment was NONE.

RECEIVED

DEC 22 1980

SIXTH: Pursuant to a Resolution of the Board of Directors, the President and Secretary of the Corporation are authorized to accept surrender of existing certificates of Common Stock and reissue such certificates in accordance with the terms of this Amendment, in such denominations and at such times as a shareholder may designate.

SEVENTH: This Amendment will not affect the amount of stated capital of the Corporation.

DATED this 18th day of December, 1980.

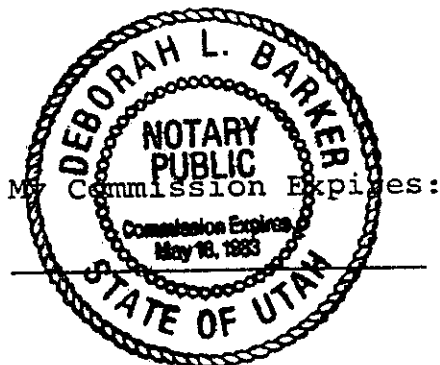
DAVID K. RICHARDS & COMPANY

By: *David K. Richards*  
President

By: *Sharon P. Richards*  
Secretary

STATE OF UTAH                    )  
                                      : ss.  
COUNTY OF SALT LAKE        )

I, *Deborah L. Barker*, a Notary Public in and for the said County and State, do hereby certify that on this 18<sup>th</sup> day of December, 1980, personally appeared before me DAVID K. RICHARDS and SHARON P. RICHARDS, who, being by me first duly sworn, declared that they were respectively the President and Secretary of DAVID K. RICHARDS & COMPANY that they signed to foregoing document as President and Secretary of the Corporation, and that the statements contained therein are true.



*Deborah L. Barker*  
NOTARY PUBLIC  
Residing at: *Salt Lake City, Utah*

ARTICLES OF MERGER

OF

FILED in the office of the Lt. Gov./Sec. of  
State, of the State of Utah, on the 28th MOUNTAIN VALLEY RANCH, INC.

day of Jan A.D. 1982

INTO

DAVID S. MONSON  
Lt. Gov./Sec. of State

Filing Clerk MC Fee \$25.00 DAVID K. RICHARDS & COMPANY

Pursuant to the provisions of Section 16-10-70, Utah  
Code Ann. (1953), as amended, David K. Richards & Company, a Utah  
corporation, adopts the following Articles of Merger for the  
purpose of merging a domestic subsidiary corporation, Mountain  
Valley Ranch, Inc., with and into David K. Richards & Company as  
the surviving corporation:

FIRST: The attached Plan of Merger was approved by the  
Board of Directors of David K. Richards & Company, as the sur-  
viving corporation, in the manner prescribed by the Utah Business  
Corporation Act. The Plan of Merger for merger of Mountain  
Valley Ranch, Inc. with and into David K. Richards & Company is  
attached hereto as Exhibit "A" and incorporated herein by this  
reference.

SECOND: The number of outstanding shares of the  
subsidiary corporation and the number of shares owned by the  
surviving corporation are as follows:

<u>Name of</u> <u>Subsidiary</u>	<u>Number of</u> <u>Shares</u> <u>Outstanding</u>	<u>Designation</u> <u>of Class</u>	<u>Number of</u> <u>Shares Owned</u> <u>by Surviving</u> <u>Corporation</u>
Mountain Valley Ranch, Inc.	1,000	\$1.00 Par Capital	1,000

THIRD: The subsidiary corporation is a wholly-owned subsidiary of David K. Richards & Company. On the date hereof, David K. Richards & Company waives mailing of a copy of the Plan of Merger.

DATED THIS 27 day of January, 1982.

DAVID K. RICHARDS & COMPANY

By:

David K. Richards  
David K. Richards, President

Sharon P. Richards  
Sharon P. Richards, Secretary

STATE OF UTAH )  
: SS  
COUNTY OF SALT LAKE )

I, Kent J. Sorensen, a Notary Public, do hereby certify that on this 27 day of January, 1982, personally appeared before me DAVID K. RICHARDS and SHARON P. RICHARDS, who by me first duly sworn, declared that they are the President and Secretary, respectively, of DAVID K. RICHARDS & COMPANY, that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Kent J. Sorensen  
NOTARY PUBLIC

Residing in: Salt Lake County

My Commission Expires:

10-20-85

EXHIBIT "A"

PLAN OF MERGER

For Merger of  
Mountain Valley Ranch, Inc., a Utah corporation  
With and Into  
David K. Richards & Company, a Utah corporation,  
the Surviving Corporation

The following is the Plan of Merger for the merger of Mountain Valley Ranch, Inc., a Utah corporation ("MVR"), with and into David K. Richards & Company, a Utah corporation ("DKR&Co.").

RECITALS:

A. DKR&Co. owns 100% of the issued and outstanding shares of MVR.

B. DKR&Co., as sole shareholder, desires to cause MVR to be merged with and into DKR&Co.

Terms of Merger

1. Merger and Surviving Corporation. On the effective date of the merger, MVR shall be merged with and into DKR&Co., which shall continue and survive the merger as a single corporation.

2. Certificate of Incorporation. The Certificate of Incorporation of DKR&Co. shall, from and after the effective

date of the merger be and continue to be the Certificate of Incorporation of the surviving corporation until further amended as provided by law.

3. Bylaws, Directors and Officers. The Bylaws, Directors and Officers of DKR&Co., on the effective date of the merger, shall thereafter be and constitute the Bylaws, Directors and Officers of the surviving corporation until changed in the manner provided by law or by said Bylaws.

4. Conversion of Shares. In view of the fact that DKR&Co. is the only shareholder of MVR and the relative value of the shares owned by such shareholder will not be changed by this merger, there is no need to issue additional shares or other securities of the surviving corporation to any person. Accordingly, when the merger becomes effective, each issued and outstanding share of DKR&Co. common stock shall be and continue to be an issued and outstanding share of common stock of the surviving corporation and each issued and outstanding share of MVR shall be surrendered and cancelled.

5. Effects and Consequences of Merger. When the merger becomes effective, it shall have the effects and consequences provided by the Utah Business Corporation Act, all of which effects and consequences are hereby incorporated herein by this reference.

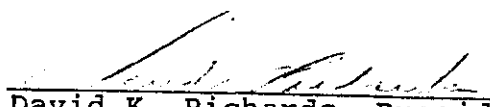
6. Effective Date of Merger. For purposes of this Plan of Merger, the effective date of the merger contemplated

hereby shall be the time and date of which the last act required to make the merger effective under the laws of the State of Utah has been performed.

IN WITNESS WHEREOF, this Plan of Merger is hereby adopted by DKR&Co., the sole shareholder of MVR.

DAVID K. RICHARDS & COMPANY

By:

  
David K. Richards, President



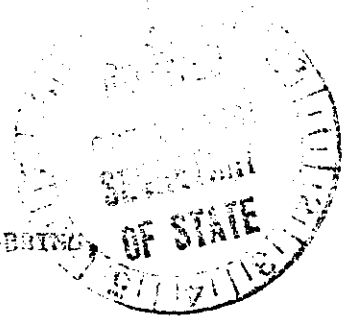
496416  
pg. 5. 25  
MICROFILMED

ARTICLES OF INCORPORATION 38621

OF

38621

R - R INVESTMENT CORPORATION



KNOW ALL MEN BY THESE PRESENTS: That we, EUSTIS F. ROBBINS, RICHARD E. HADLEY, EDITH C. ROBBINS, DAVID M. RICHARDS and WILLIAM C. SAILEY each of whom is a resident of Salt Lake City in the County of Salt Lake and State of Utah, and all are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and we hereby certify, declare and agree as follows:

ARTICLE I

The name of the corporation shall be R - R Investment Corporation.

ARTICLE II

The said corporation is formed at Salt Lake City and County in the State of Utah, and is to exist for a period of one hundred years from and after the date of its incorporation unless sooner dissolved or reincorporated according to law.

ARTICLE III

In furtherance and in no way in limitation of the powers now or hereafter to be conferred upon corporations by the laws of the State of Utah or any other state in which said corporation may do business, the pursuit and business of this corporation shall be:

1. To contract for, purchase, acquire, take, hold, own, improve, lease, let, mortgage, grant, sell, deal in, exchange for or otherwise dispose of, any and all real estate and any estate, right or interest therein, which the board of directors of this corporation may deem wise and proper, in connection with the conduct of any business or businesses enumerated in these Articles of Incorporation, or of any other business in which the corporation may lawfully

-2-

engage, including the right to acquire, purchase, sell, or hold insurance contracts of any and all kinds and character whatsoever.

2. To contract for, acquire, buy, own, store, distribute, transport, handle, receive, mortgage, sell, assign, transfer, trade, deal in, exchange or otherwise turn to account or dispose of goods, wares, merchandise, and real and personal property of every kind, nature or description.

3. To act as agent for insurance companies and bonding companies of all types; including but not limited to fire and theft insurance, title insurance, automobile insurance, life insurance, mortgage insurance and liability insurance. To act as agent for mortgage lenders and to service loans and collect payments on all real estate contracts. To manage investment and residential properties collecting any rents and maintaining said properties.

4. To purchase, possess, lease, own, hold, acquire, mortgage or convey real estate and any and all personal property and rights of every kind and nature or any estate in interest therein; to borrow or raise money for all the purposes of the company, and to make issue and negotiate its promissory notes or bonds or other agreements or obligations for such amounts and payable at such times and places and drawing interest at such rates as the board of directors of this company shall deem expedient, and, for the purpose of securing the payment of such notes, bonds or loans and the interest thereon, to execute mortgages or deed of trust, or both, upon the whole or any of the company's real or personal property, franchises or rights acquired or that may hereafter be acquired.

5. To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, shares of the capital stock, and bonds, debentures, and other evidences of indebtedness, of and other corporation or corporations.

6. Generally to do and perform all acts and things which may be necessary, incidental or in any way conducive to the operation of the business of the

corporation or the attainment of the above objects or purposes or either or any of them.

#### ARTICLE IV

The principal place of business of the corporation shall be at Salt Lake City and County in the State of Utah, but branch offices or other places of business of the corporation may be established and maintained at any other place or places.

#### ARTICLE V

The stock authorization of the said corporation shall be ten thousand (10,000) shares of stock at a par value of one (\$1.00) dollar per share.

#### ARTICLE VI

The number and kind of officers of this corporation shall be as follows, to-wit: A President, a Vice President and a Board of four (4) Directors. One or more of the offices of Vice President, Secretary-treasurer may be held by the same person. The President and Vice President shall be elected by the Board of Directors from their own number, but the Secretary-treasurer may be elected by the Board of Directors from their own number or otherwise.

#### ARTICLE VII

The qualifications of the officers of said corporation shall be as follows, to-wit:

To be eligible to the office of President, Vice President, Secretary-treasurer or Director, the person must be the owner of at least one share of the stock on the books of the corporation. The following named persons, parties hereto, shall be the officers of said corporation from the date of its incorporation and successors are

David K. Richards shall be President and Director; Durtis F. Robbins shall be Vice President and a Director; William C. Bailey shall be the Secretary.

-4-

treasurer and a Director; and Richard E. Harris shall be a Director.

#### ARTICLE VIII

The term of office of the officers of said corporation, except the first officers as provided for in Article VII hereof, shall be for one year and until their successors are duly elected and qualified, unless they resign or are removed from office as hereinafter provided for.

#### ARTICLE IX

The first annual meeting of the stockholders of said corporation shall be held on the 1<sup>st</sup> day of October, 1961, at ten o'clock A. M. at the general offices of the corporation in Salt Lake City, Salt Lake County, in the state of Utah, and annually thereafter at said time and place unless said day shall fall on a holiday, in which case said meeting shall be held at the same hour on the next succeeding day which is not a holiday.

Representation of the majority of the stock outstanding in said corporation shall be necessary to legally hold any stockholders' meeting, either general or special. If such majority shall fail to appear or to be represented at the time and place appointed for the holding of any regular or special stockholders' meeting, a majority in interest of the stockholders who are present, in person or by proxy, may adjourn said meeting from time to time, without notice other than by announcement at the meeting, until such time as the holders of the majority of the outstanding stock shall attend in person or by proxy.

The Directors of said corporation shall be elected by ballot by the holders of the stock outstanding, and the person receiving the majority of the votes cast at the said meeting shall be held to be elected to the said office of Director.

Each stockholder shall be entitled to as many votes as he or she holds shares of stock in said corporation as shown by the books of the corporation. Representation by proxy or by attorney, duly appointed in writing, shall be allowed at all meetings of the stockholders, either general or special.

A failure to hold the general annual meeting of the corporation, or any

meeting thereof, at the time appointed therefor, shall not prevent the holding of such meeting at a subsequent time upon giving ten days previous notice, in writing, mailed to each stockholder at his last known post-office address or by delivering said notice to the stockholder in person.

Special stockholders' meetings may be held at any time, upon ten days previous notice being given, in writing by the President, Secretary-treasurer, or any two stockholders who own in the aggregate at least one-half of the outstanding stock of the corporation, to each of the stockholders as shown by the books of the corporation, of the time appointed for the holding of such special meeting.

Mailing, postage prepaid, of any notice herein mentioned, to a stockholder at his last known post office address shall be deemed due and legal notice, and in case of special meetings, such notice shall, in a general way, specify the nature of the business to be transacted at each meeting.

No notice whatever need be given for regular annual stockholders' meeting.

#### ARTICLE X

Any officer of said corporation may be removed at a stockholders' meeting duly called and held for the purpose of considering the question of such removal, by the holders of the majority of the stock outstanding of said corporation represented at such meeting, either in person or by proxy, voting for such removal.

#### ARTICLE XI

Any officer may resign by filing a written resignation with the President or Secretary of the corporation, and such resignation shall be effective upon the expiration of thirty days thereafter unless the same shall be sooner accepted by the Board of Directors, in which even such resignation shall become effective at such time within said thirty days as said Board may prescribe. The vacancy caused by any such removal, resignation, or otherwise, may be filled by the Board of Directors. Such appointee shall hold his office until the next regular

election of the stockholders and until his successor is duly elected and qualified.

#### ARTICLE XII

Three (3) members of the Board of Directors of said corporation shall be necessary to constitute a quorum at all meetings of the Board of Directors, and such quorum is authorized and empowered to transact the business and exercise the corporate powers of said corporation.

#### ARTICLE XIII

The following are the names, places of residence of the stockholders of said corporation, and the number of shares actually subscribed for by each:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
David K. Richards	Salt Lake City, Utah	499
William C. Bailey	" " " "	1
Burtis F. Robbins	" " " "	498
Edith C. Robbins	" " " "	1
Richard E. Harris	" " " "	1

#### ARTICLE XIV

The Board of Directors may enact by-laws for the conduct, regulation and management of the business affairs of the corporation, subject to the right of the stockholders at any general meeting, or at a special meeting thereof called and held for that purpose, to alter, amend, revise or repeal the same.

#### ARTICLE XV

The Board of Directors shall have power to sell and assign all or any portion of the real or personal property of the corporation at any time when, in their judgment, it shall be for the best interests of the corporation, and without further authority of the stockholders, providing the members of said Board of Directors own at such time in the aggregate more than one-half of the outstanding stock of the corporation; otherwise, the question of any such sale or transfer shall be submitted to the stockholders for their determination; provided, further, that nothing herein contained shall be construed as a

limitation or restriction upon the power of the Board of Directors to provide for and make sales, assignments or transfers of merchandise or other property of the corporation, either real or personal, in the ordinary course of the business of the corporation.

ARTICLE XVI

The nine thousand (9,000) shares of capital stock of the corporation, with a par value of one (\$1.00) dollar which are unsubscribed for shall be held by the corporation and may be sold and issued by the Board of Directors at such time or times and in such amounts as the Board of Directors may consider will promote the best interests of the corporation. Whenever said stock is sold, each stockholder of record shall be permitted to purchase, if he shall so desire, the pro rata amount of stock to be sold that his holding bears to the amount of capital stock outstanding.

ARTICLE XVII

If any stockholder shall desire to sell all or any part of his shares of stock, he shall first give fifteen days notice thereof in writing, together with the price offered him for the same, to the other stockholders of record, and any stockholder of record shall have the right within said time to purchase the said shares at the said price so offered, provided that if more than one of such stockholders shall signify his desire to purchase such shares of the said stock, at the option of such stockholders so desiring to purchase said shares held by them, respectively, on the books of the corporation shall bear to the entire outstanding capital stock of the company. If no such stockholder shall, within the time so specified, signify his or her desire or intention to purchase such stock so offered, then the said stockholder may sell the said stock to any other person or persons at the price stated in the said notice.

ARTICLE XVIII

The debts, liabilities and obligations of the principles of said corporation inter se shall be determined as per contract arrangements between said

principals.

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

IN WITNESS WHEREOF, the said parties, incorporators hereof, have hereunto subscribed their names this 11<sup>th</sup> day of October, 1961.

Signed in the presence of:

\_\_\_\_\_  
\_\_\_\_\_

Amos E. Richards  
Burtis Robbins  
Edythe C. Robbins  
Richard E. Harris  
William C. Bailey



STATE OF UTAH )  
COUNTY OF SALT LAKE ) SS

On this 17th day of October, 1961, personally appeared before me David K. Richards, Curtis F. Robbins, Edythe C. Robbins, Richard E. Harris and William C. Bailey, being all of the signers of the foregoing Articles of Incorporation, who duly and severally acknowledged to me that said incorporators executed the same, and who, being by me first duly sworn, each upon his oath did say:

That it is the bona fide intention of the said incorporators to immediately commence and carry on the business and effect the objects for which said corporation is formed and organized, as stated in the foregoing Articles of Incorporation, and that each party to the said agreement has paid, in cash, the full amount of the capital stock subscribed for by him, as set out in said Articles of Incorporation, and that more than ten per cent of the capital stock of the corporation has been paid in.

Curtis F. Robbins

Edythe C. Robbins

David K. Richards

Richard E. Harris

William C. Bailey

SUBSCRIBED AND SWORN to before me  
this 17th day of October, 1961.

Vernon R. Holman  
Notary Public  
Residing at Salt Lake City, Utah.

My commission expires April 7, 1963.

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF

R-R INVESTMENT CORPORATION

38621

PURSUANT to the provisions of Section 16-10-57 of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is:

BEEHIVE ARABIAN HORSEMART, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on October 7, 1971, in the manner prescribed by the Utah Business Corporation Act:

SEE ATTACHED AMENDMENT

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

\$1.00 PAR CAPITAL	1,000
--------------------	-------

FIFTH: The number of shares voted for such amendment was 1,000 and the number of shares voted against such amendment was NONE.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

\$1.00 PAR CAPITAL	NUMBER OF SHARES VOTED	
	FOR	AGAINST
	1,000	NONE

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Upon surrender of the old certificates of R-R INVESTMENT CORPORATION to the CORPORATION, each shareholder is entitled to receive certificates of BEEHIVE ARABIAN HORSEMART, INC. on a share for share basis.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

NO CHANGE

NINTH: The business of this corporation shall be modified to permit the buying, selling, brokering, raising and breeding of livestock, transporting livestock and other things which may be incidental to the above.

Dated: October 7, 1971

BEEHIVE ARABIAN HORSEMART, INC.

By: Verl Dee Shell  
Its President

And: David K. Richards  
Its Secretary

STATE OF UTAH           )  
                                  )ss  
County of Salt Lake)

I, James T. Brown, a notary public, do hereby certify that on this 11 day of October, 1971, personally appeared before me VERL DEE SHELL and DAVID K. RICHARDS, who, being by me first duly sworn, declared that they are PRESIDENT and SECRETARY respectively of R-R INVESTMENT CORPORATION, that they signed the foregoing document as PRESIDENT AND SECRETARY of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of October, A. D. 1971.

James T. Brown  
Notary Public

My commission expires: 11-11-74

RECEIVED

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF

BEEHIVE ARABIAN HORSEMART, INC.

PURSUANT to the provisions of Section 16-10-57 of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is:

MOUNTAIN VALLEY RANCH, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on November 9, 1972, in the manner prescribed by the Utah Business Corporation Act:

SEE ATTACHED AMENDMENT

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

\$1.00 PAR CAPITAL      1,000

FIFTH: The number of shares voted for such amendment was 1,000 and the number of shares voted against such amendment was NONE.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

\$1.00 PAR CAPITAL	<u>NUMBER OF SHARES VOTED</u>	
	FOR	AGAINST
	1,000	NONE

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

Upon surrender of the old certificates of BEEHIVE ARABIAN HORSEMART, INC. to the CORPORATION, each shareholder is entitled to receive certificates of MOUNTAIN VALLEY RANCH, INC. on a share for share basis.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

NO CHANGE

Dated: November 21, 1972

MOUNTAIN VALLEY RANCH, INC.

By: David K. Richards

Its President

And: Sharon P. Richards

Its Secretary

STATE OF UTAH           )  
                                  ) ss  
County of Salt Lake)

I, Yvonne Tommonette, a notary public, do hereby certify that on this 21st day of November, 1972, personally appeared before me DAVID K. RICHARDS and SHARON P. RICHARDS, who, being by me first duly sworn, declared that they are PRESIDENT and SECRETARY respectively of BEEHIVE ARABIAN HORSEMART, INC., that they signed the foregoing document as PRESIDENT AND SECRETARY of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of November, A. D. 1972.

Yvonne Tommonette  
Notary Public

Residing in Salt Lake City, Utah

My commission expires: August 13, 1974

RECEIVED

FILED in the office of the 12. Governor of the State of Utah, on the 9th day of March A.D. 1981. ARTICLES OF MERGER OF EVCO HOUSE OF HOSE INC. INTO DAVID K. RICHARDS & COMPANY. Filing Clerk: MC Fees: \$25.00. 35070

Pursuant to the provisions of Section 16-10-70, Utah Code Ann. (1953), as amended, David K. Richards & Company, a Utah corporation, adopts the following Articles of Merger for the purpose of merging a domestic subsidiary corporation, EVCO House of Hose Inc., with and into David K. Richards & Company as the surviving corporation:

FIRST: the attached Plan of Merger was approved by the Board of Directors of David K. Richards & Company, as the surviving corporation, in the manner prescribed by the Utah Business Corporation Act. The Plan of Merger for merger of EVCO House of Hose Inc. with and into David K. Richards & Company is attached hereto as Exhibit "A" and incorporated herein by this reference.

SECOND: the number of outstanding shares of the subsidiary corporation and the number of shares owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
EVCO House of Hose Inc.	14,997	Common Stock \$1.00 par value	14,997

THIRD: the subsidiary corporation is a wholly owned subsidiary of David K. Richards & Company. On the date hereof, David K. Richards & Company waives mailing of a copy of the Plan of Merger.

DATED this 6<sup>th</sup> day of March, 1981.

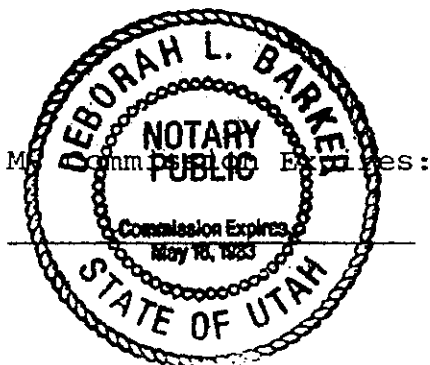
DAVID K. RICHARDS & COMPANY

By: David K. Richards  
David K. Richards, President

And: Sharon P. Richards  
Sharon P. Richards, Secretary

STATE OF UTAH                    )  
  : ss.  
COUNTY OF SALT LAKE        )

I, Deborah L. Barker, a notary public, do hereby certify that on this 6<sup>th</sup> day of March, 1981, personally appeared before me DAVID K. RICHARDS and SHARON P. RICHARDS, who, by me first duly sworn, declared that they are the President and Secretary, respectively, of DAVID K. RICHARDS & COMPANY, that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.



Deborah L. Barker  
NOTARY PUBLIC  
Residing at: Salt Lake City, Utah

PLAN OF MERGER  
For Merger of  
EVCO House of Hose Inc., a Utah Corporation  
With and Into  
DAVID K. RICHARDS & COMPANY, a Utah Corporation,  
the Surviving Corporation

The following is the Plan of Merger for the merger of EVCO House of Hose Inc., a Utah corporation ("EVCO"), with and into David K. Richards & Company, a Utah corporation ("DKR&Co.").

RECITALS:

A. DKR&Co. owns 100% of the issued and outstanding shares of EVCO.

B. DKR&Co., as sole shareholder, desires to cause EVCO to be merged with and into DKR&Co.

Terms of Merger

1. Merger and Surviving Corporation. On the effective date of the merger, EVCO shall be merged with and into DKR&Co., which shall continue and survive the merger as a single corporation.

2. Certificate of Incorporation. The Certificate of Incorporation of DKR&Co. shall, from and after the effective date of the merger be and continue to be the Certificate of Incorporation of the surviving corporation until further amended as provided by law.

3. Bylaws, Directors and Officers. The Bylaws, Directors and Officers of DKR&Co., on the effective date of the merger, shall thereafter be and constitute the Bylaws, Directors and Officers of



the surviving corporation until changed in the manner provided by law or by said Bylaws.

4. Conversion of Shares. In view of the fact that DKR&Co. is the only shareholder of EVCO and the relative value of the shares owned by such shareholder will not be changed by this merger, there is no need to issue additional shares or other securities of the surviving corporation to any person. Accordingly, when the merger becomes effective, each issued and outstanding share of DKR&Co. common stock shall be and continue to be an issued and outstanding share of common stock of the surviving corporation and each issued and outstanding share of EVCO shall be surrendered and cancelled.

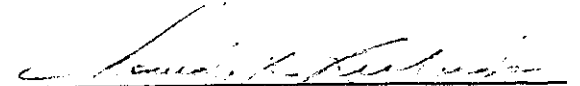
5. Effects and Consequences of Merger. When the merger becomes effective, it shall have the effects and consequences provided by the Utah Business Corporation Act, all of which effects and consequences are hereby incorporated herein by this reference.

6. Effective Date of Merger. For purposes of this Plan of Merger, the effective date of the merger contemplated hereby shall be the time and date of which the last act required to make the merger effective under the laws of the State of Utah has been performed.

IN WITNESS WHEREOF, this Plan of Merger is hereby adopted by DKR&Co., the sole shareholder of EVCO.

DAVID K. RICHARDS & COMPANY

By:

  
David K. Richards, President

37511

37511

ARTICLES OF INCORPORATION  
OF  
EVCO HOUSE OF HOSE INC.



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being desirous of forming a corporation for the purposes hereinafter mentioned, under and pursuant to the provisions of the laws of the State of Utah, hereby associate ourselves together and enter into the following agreement and Articles of Incorporation.

ARTICLE I

The name of this corporation is EVCO HOUSE OF HOSE INC.

ARTICLE II

The principal place of business shall be at Salt Lake City, Utah, in which city it is organized and the term for which the corporation is to exist is ninety-nine years (99) from the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Utah. The place of its general business shall be at Salt Lake City, Utah, but the corporation may conduct its business in other states or territories, and possessions of the United States and may have one office or more than one office and keep the books of the company outside of the State of Utah, except as may be otherwise provided by law.

ARTICLE III

The nature of the business and the objects and purposes proposed to transacted and carried on by this corporation are:

- (a) To engage in the business of buying and selling wholesale and retail hydraulic equipment, hydraulic hose and couplings, together with the repairing of such items. To purchase and sell wholesale or retail any kind of equipment, government surplus, motor vehicles, or any other merchandise.
- (b) To issue and sell certificates for the payment of money at any time, either fixed or uncertain, and to receive payments therefor in installments, or otherwise, either with or without allowance of interest on such installments, all in accordance with the provisions of the laws of the State of Utah.
- (c) To loan money, with or without security; to purchase, sell and otherwise deal in contracts, bills or exchange, drafts, acceptances, evidences of debt, receivables and other choses in action; to guarantee, purchase, receive, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds, mortgages, debentures, notes, shares of capital stock, securities, obligations, contracts, evidences of indebtedness and other property held or owned by it, and to exercise with respect of all such bonds, mortgages, debentures, notes, shares of capital stock, securities, obligations, contracts, evidence of indebtedness and other property, any and all of the rights, powers and privileges of individual owners thereof.
- (d) To borrow money necessary or useful to carry on the purposes of this corporation and to execute and deliver promissory notes or other evidences of such indebtedness and to give security therefor.
- (e) To acquire by purchase, lease, exchange, or otherwise, lands and buildings of any character and description wherever located, and any interest therein, or any right over or connected with lands necessary or useful in carrying out the lawful purposes of this corporation and to construct and build thereon buildings, offices, and conveniences of any and all kinds.
- (f) To acquire and sell or otherwise dispose of shares, stocks, debentures, bonds, obligations and securities of this and any other corporation, government or public body in furtherance of the purposes of this corporation and subject to law.
- (g) In connection with the above listed pursuits and business, this corporation shall have power to carry on other operations incidental to the pursuits mentioned and shall have all powers conferred on corporations generally and particularly those powers conferred on corporations for pecuniary profit by the laws of the State of Utah and shall have power to do any and all things hereinabove set forth to the same extent as natural persons could or might do.

- (h) IN GENERAL, to do any or all of the things herein set forth to the same extent that natural persons might or could do and in any of the United States and its territories as principals, agents, contractors, trustees, or otherwise, within or without the State of Utah, either alone or in company with others, and to carry on any other business in connection therewith and to do all things not forbid on and with all the powers conferred upon corporations by the laws of the State of Utah.

It is the intention that the enumeration of the objects, purposes and powers in the sub-paragraphs of this Article shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Utah now or hereinafter in effect, or impliedly by any reasonable construction of said law.

#### ARTICLE IV

The total authorized capital stock consists of 100,000 shares of common stock of par value of One Dollar (\$1.00) which shall be issued in Certificates evidencing one or more shares. The stock shall carry voting privileges and the holder of said stock shall have one (1) vote for each share of stock held by him in person or by proxy as of the 15th day next preceding the date of any meeting of the corporation or the stockholders thereof.

#### ARTICLE V

The names of the incorporators, their places of residence and the amount of Capital stock subscribed by each are as follows:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>	<u>NUMBER OF SHARES</u>
CECIL F. EVANS Salt Lake City, Utah	President General Manager Director	49,999
ORAL W. EVANS Salt Lake City, Utah	Vice President Director	49,996
BERNICE W. EVANS Salt Lake City, Utah	Secretary & Treasurer Director	2
CALVIN L. WARREN Salt Lake City, Utah		2
ROBERT W. HARPER Salt Lake City, Utah		1

The above designated incorporators and officers of this corporation shall serve in their capacities as officers of this corporation from the date hereof until the first annual meeting or until their successors have been duly elected and qualified.

#### ARTICLE VI

The stock subscribed for by the incorporators listed in Article V has been fully paid for in cash, property and other valuable considerations.

#### ARTICLE VII

The Board of Directors shall consist of not more than ten (10) members. Any majority of the Board of Directors shall constitute a quorum and when so constituted the Board upon a majority of vote of those present shall be authorized to transact the business of and to exercise the powers of this corporation.

#### ARTICLE VIII

The annual stockholders meeting of the corporation for the election of officers and for the transaction of any such

other business as shall lawfull come before it, shall be held on the Fourth (4th) Tuesday of December 1960 at the offices of this corporation at 44 East Oakland Avenue, Salt Lake City, Utah, or such other location as may be previously announced by the Board of Directors and future stockholders meetings shall thereafter be held on the Fourth (4th) Tuesday of December of each year.

The Directors of said corporation shall be elected at the general stockholders meetings by ballot of the stockholders present at said meeting in person or by proxy.

No public notice of the meeting of the stockholders shall be required. Special meetings of the stockholders may be called by the president or by the majority vote of the Directors.

#### ARTICLE IX

Special meetings of the stockholders may be called at any time by any three (3) Directors or by a number of stockholders owning not less than one-third ( $1/3$ ) of the outstanding stock entitled to vote at such meetings, and notice thereof shall be given by regular mail or personal service of the notice upon each such stockholder at least ten (10) days before the day fixed for the meeting.

Such notice may be given by delivery thereof to the stockholders to his last address as shown by the books of the corporation. If such notice is given by mailing, it must be deposited in the United States mails, addressed to the stockholders with postage prepaid, not less than fourteen (14) days prior to the date set for the holding of the meeting. Any stockholder may waive notice of such meeting, and in the event of such waiver notice to such stockholder shall be unnecessary and may be dispensed with.

Should the date for any annual or special meeting of the stockholders fall upon a legal holiday, then such meeting shall be held upon the first business day thereafter.

The Secretary shall keep a record of all meetings and of all adjournments, which book shall be open to the inspection of all stockholders. The books of the corporation shall be closed for transfer of stock for a period of thirty (30) days before the date of the holding of any stockholders' meetings, and only stockholders of record at the time of the closing of the books shall be permitted to vote in any stockholders' meeting.

#### ARTICLE X

The property of the corporation shall be liable for the debts of the corporation, but the individual property of any holder of full-paid stock of the corporation shall not be liable for the corporate obligations, nor shall assessments be levied on such stocks for any purpose whatsoever.

#### ARTICLE XI

The Board of Directors of the corporation shall have the authority to promulgate and adopt such By-Laws as in their judgment may be deemed necessary or advisable for the management and transaction of the business of the corporation, provided that such By-Laws are not in conflict with these Articles or the Laws or Constitution of the State of Utah.

#### ARTICLE XII

These Articles of Incorporation, by vote of a majority of the outstanding capital stock of the corporation, may be amended conformably to law at any meeting of the stockholders

whether general or special, provided notice of such meeting and of the intention to propose such amendment shall be given to the stockholders as provided by Article III hereof, for calling and holding of special meetings of stockholders.

IN WITNESS WHEREOF: we have hereunto set our hands this 23 day of December, 1960.

Cecil F. Evans

Bernice H. Evans

Charles W. Evans

Don Evans

Calvin L. Warner

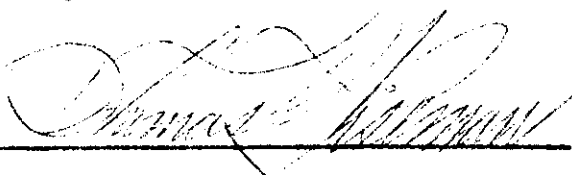
Robert M. Hoyer



STATE OF UTAH                    )  
  ss  
COUNTY OF SALT LAKE        )

BE IT REMEMBERED, that on the 22 day of December, 1960, personally appeared before me, the undersigned, a Notary Public in and for said County, and State, CECIL F. EVANS, ORAL W. EVANS, BERNICE W. EVANS, CALVIN L. WARREN, and ROBERT W. HARPER, known to me to be the persons described, who duly acknowledged to me that they executed the foregoing instrument, freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, this, the day and year above written.

  
\_\_\_\_\_  
Notary Public Residing at  
Salt Lake City, Utah

My Commission Expires Nov. 15, 1961

My Commission expires:

STATE OF UTAH                    )  
  SS  
COUNTY OF SALT LAKE        )

On the 22 day of December, 1960, personally appeared before me, Cecil F. Evans, Oral W. Evans, Bernice W. Evans, Calvin L. Warren, and Robert W. Harper, who by me being first duly sworn did say: That they are the incorporators of the corporation, EVCO HOUSE OF HOSE INC., ; that they intend to carry on the business described in the foregoing Articles, and that they verily believe that each subscriber to the stock has paid in full the stock subscribed in the amounts so stated and that at least ten (10) per cent of the stock of the corporation has been paid in, and that the facts stated in the Articles of Incorporation are true to their own knowledge.

Cecil F. Evans  
Oral W. Evans Bernice W. Evans  
Calvin L. Warren  
Robert W. Harper

Subscribed and sworn to before me this 22 day of December, 1960.

[Signature]

Notary Public Residing at  
Salt Lake City, Utah

My Commission expires:

37511

RECEIVED  
OFFICE

DEC 28 PM 3 50

ARTICLES OF AMENDMENT

OF

EVCO HOUSE OF HOSE INC.

The undersigned, being all of the directors and shareholders of EVCO HOUSE OF HOSE INC., hereby certify that the Articles of Incorporation of the corporation were amended at the regular stockholders' meeting held December 28, 1965, pursuant to the Waiver of Notice by all stockholders and directors and the Articles were amended and corrected to conform to the original intent and issuance of stock to correct the inadvertent error therein.

Article V is amended to read as follows:

ARTICLE V

The names of the incorporators, their places of residence and the amount of capital stock subscribed by each are as follows:

<u>Name and Address</u>	<u>Office</u>	<u>Number of Shares</u>
CECIL F. EVANS Salt Lake City, Utah	President	14,999
ORAL W. EVANS Salt Lake City, Utah	Vice-President Director	14,996
BERNICE W. EVANS Salt Lake City, Utah	Secretary & Treasurer Director	2
CALVIN L. WARREN Salt Lake City, Utah		2
ROBERT W. HARPER Salt Lake City, Utah		1

The above designated incorporators and officers of this corporation shall serve in their capacities as officers of this corporation from the date hereof until the first annual meeting or until their successors have been duly elected and qualified.

Article VII is amended to read as follows:

ARTICLE VII

The Board of Directors shall consist of not more than five members. A majority of the Board of Directors shall constitute a quorum and when so constituted the Board by a majority vote of those present shall be authorized to transact the business of and exercise the powers of this corporation.

Article VIII is amended to read as follows:

ARTICLE VIII

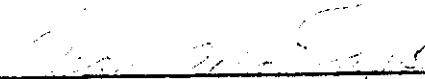
The annual stockholders meeting of the corporation for the election of officers and for the transaction of any such other business as may be lawfully transacted shall be held on the first Monday of February of each year at the principal office of the corporation or such other location as may be previously announced by the Board of Directors. The directors of the corporation

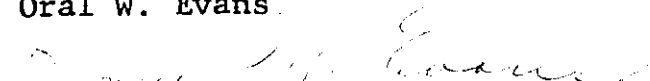
shall be elected at the stockholders' meeting by vote of the stockholders present at said meeting in person or by proxy. No notice need be given stockholders for the annual stockholders meeting. Special meetings of the stockholders may be called by the President or by the majority vote of the directors and notice given in accordance with law.

The undersigned, CECIL F. EVANS, ORAL W. EVANS and BERNICE W. EVANS, hereby severally certify that they are the only members of the Board of Directors of said corporation, that they are the President, Vice-President and Secretary-Treasurer, respectively, that they are the owners of all issued and outstanding shares of stock of said corporation, that there are 30,000 shares of one class issued and outstanding, and that all said shares of stock of Evco House of Hose Inc. voted in favor of the foregoing amendments and that there were no votes against said amendments.

DATED this 28 day of December, 1965.

  
Cecil F. Evans

  
Oral W. Evans

  
Bernice W. Evans

STATE OF UTAH                    )  
                                      : ss.  
COUNTY OF SALT LAKE    )

On December 28, 1965, CECIL F. EVANS, ORAL W. EVANS and BERNICE W. EVANS, being first duly sworn, did appear before me, a Notary Public, and severally stated that the foregoing is a true

and correct copy of amendments to the Articles of Incorporation passed by the unanimous vote of all shareholders of Evco House of Hose Inc. and that they executed the foregoing Articles of Amendment and that the same was executed on behalf of said corporation.

John W. Morgan  
Notary Public  
Residing at Salt Lake City, Utah

My Commission Expires:

August 1, 1967

35070  
APR 11 8 15  
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
\$500.00 OF  
DAVID K RICHARDS & COMPANY

Pursuant to the provisions of Sections 16-10-54 and 16-10-55 of the Utah Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is DAVID K. RICHARDS & COMPANY.

SECOND: The following amendments to the Articles of Incorporation were adopted by unanimous consent of the shareholders of the corporation on April 7, 1983.

Articles V, VI and VII of the Articles of Incorporation of the corporation are amended in their entirety to read as follows:

"ARTICLE V

"The aggregate number of shares that the corporation may issue is 38,750. These shares shall be divided into two classes. The first class shall consist of 20,000 common shares having no par. The second class shall consist of 18,750 preferred shares having a par value of \$100.00 per share. The relative rights, preferences, privileges, and limitations of the shares of each class shall be as follows:

"A. Dividends. The shares of the corporation shall entitle the holders thereof to the following dividend rights:

"1. Preferred Shares. The preferred shares shall entitle the holder(s) thereof to receive out of the surplus of the corporation a non-cumulative dividend at the per annum rate equal to three percent (3%) of the par value of such shares if and when declared by the Board of Directors. Such non-cumulative dividends shall be payable at such times as the Board of Directors may, in its discretion, determine. If the Board of Directors fails with respect to any fiscal year of the corporation to declare the non-cumulative dividends on all of the issued and outstanding preferred shares during such fiscal year or within six (6) months after the end of such fiscal year, such non-cumulative dividends shall lapse and shall not cumulate during future years. Such non-cumulative dividends on the preferred shares shall be declared and paid with respect to any fiscal year of the corporation before any dividend shall be set apart for or paid on the common shares with respect to such year and any declared but unpaid dividends on the preferred shares with respect to any prior fiscal year shall be paid before any dividend shall be set apart for or paid on the common shares with respect to any subsequent fiscal year. Except for the non-cumulative dividends provided above, the preferred shares shall not entitle the holder(s) thereof to participate in any other or additional surplus or net profits of the corporation.

"2. Common Shares. The common shares shall entitle the holder(s) thereof to receive, subject to the express terms of the preferred shares as herein set forth, such dividends as may be declared from time to time by the Board of Directors of the corporation in its discretion, which dividends shall be payable out of funds lawfully available for dividends under the laws of the State of Utah.

"B. Voting Rights. Each preferred share and each common share of the corporation shall have one vote on each matter upon which shareholders of the corporation are entitled to vote.

"C. Redemption of Preferred Shares. At any time and from time to time after the issuance of the preferred shares, any or all of the outstanding preferred shares may be redeemed by the corporation upon not less than 40 nor more than 60 days notice to the holder(s) of such shares as



shown by the records of the corporation on the date of such notice. Notice of any redemption shall state the date (the "redemption date") and place of redemption and shall be deemed given when deposited in the mails, postage prepaid, addressed to each shareholder of shares to be redeemed at the address of such shareholder as the same shall appear on the records of the corporation. The failure of any shareholder to receive any such notice of redemption shall not affect the validity of the redemption, and the failure of the corporation to mail the same to any shareholder shall not affect the validity thereof except as to the shareholder whose notice is not mailed. If notice is given as herein provided and if on or before the redemption date, the corporation shall set aside or deposit with an agent for redemption specified in the redemption notice an amount sufficient to pay the aggregate redemption price of all shares to be redeemed, the shares called for redemption shall, after the redemption date, be deemed no longer outstanding and the holders thereof shall cease to be shareholders with respect to such shares and shall have no rights to dividends or other shareholder rights with respect to such shares thereafter. The redemption price for preferred shares redeemed by the corporation shall be the par value of such shares plus an amount equal to the declared and unpaid non-cumulative dividends thereon.

"D. Dissolution. In the event of the dissolution of the corporation, voluntary or involuntary, the shareholder of each preferred share shall be entitled to receive, with respect to each preferred share held by each such shareholder, out of the assets of the corporation, whether such assets are capital or surplus, the sum of: (1) \$100.00 per share; plus (2) an amount equal to the declared and unpaid non-cumulative dividends with respect to each preferred share through the date of such distribution, and no more, before any payment shall be made or any assets distributed to the holders of common shares. If, upon dissolution, whether voluntary or involuntary, the assets thus distributed among the holders of preferred shares are insufficient to permit the payment to such shareholders of the full amounts to which they are entitled pursuant hereto with respect to their preferred shares, then the entire assets of the corporation to be distributed shall be distributed ratably among all issued and outstanding preferred shares by distribution to the holders of such shares. After payment or distribution to the holders of preferred shares of such preferential amounts, the holders of common shares shall be entitled to receive ratably all the remaining assets of the corporation. A consolidation or merger of the corporation with or into any other corporation or corporations shall not be deemed to be a liquidation or dissolution within the meaning of this clause.

#### "ARTICLE VI

"The number and kind of officers of this corporation shall be as follows, to-wit: A President, one or more Vice Presidents, a Secretary, a Treasurer, and a Board of at least three Directors. One or more of the offices of Vice President, Secretary or Treasurer may be held by the same person. The President and Vice President shall be elected by the Board of Directors from their own number, but the Secretary and Treasurer may be elected by the Board of Directors from their own number or otherwise.

"The number and kind of officers of the corporation may be changed by action of the Board of Directors, provided however, that the number of Directors shall be at least three and the corporation shall have a President, one or more Vice Presidents, a Secretary and a Treasurer.

#### "ARTICLE VII

"The following named persons, parties hereto, shall be the officers of said corporation from the date of its incorporation and until the first annual meeting thereof and until their successors are duly elected and qualified:

"David K. Richards shall be President and Director; Franklin D. Richards, Jr. shall be Vice President and Director; Robert L. Judd shall be Vice President, Treasurer and Director; Franklin D. Richards, Sr. shall be Secretary and Director."

Article IX of the Articles of Incorporation of the corporation shall be amended in its entirety to read as follows:

"ARTICLE IX

"The first annual meeting of the shareholders of said corporation shall be held on the 16th day of July, 1959, at ten o'clock A. M. at the general office of the corporation in Salt Lake city, Salt Lake County, in the State of Utah, and annually thereafter at said time and place unless said day shall fall on a holiday, in which case said meeting shall be held at the same hour on the next succeeding day which is not a holiday.

"Representation of the majority of the capital shares outstanding in said corporation shall be necessary to legally hold any shareholder's meeting, either general or special. If such majority shall fail to appear or to be represented at the time and place appointed for the holding of any regular or special shareholder's meeting, a majority in interest of the shareholders who are present, in person or by proxy, may adjourn said meeting from time to time, without notice other than by announcement at the meeting, until such time as the holders of the majority of the outstanding capital shares shall attend in person or by proxy."

Article XVI of the Articles of Incorporation of the corporation shall be amended in its entirety to read as follows:

"ARTICLE XVI

"The private property of the shareholders of this corporation shall not be liable for the debts and obligations of the corporation."

Articles XVII and XVIII of the Articles of Incorporation of the corporation shall be deleted in their entirety and nothing shall be inserted in the place thereof.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 2,500.

FOURTH: The designation and number of authorized shares entitled to vote thereon were as follows:

COMMON	2,500 shares
--------	--------------

FIFTH: The number of shares voted for the amendment was 2,500, and the number of shares voted against the amendment was NONE.

SIXTH: Pursuant to a Plan of Recapitalization adopted contemporaneously with the amendment David K. Richards will surrender 1,875 of his common shares for 18,750 preferred shares.

SEVENTH: The Amendment will increase the amount of stated capital from \$250.00 to \$1,875,062.50, representing the total par value of the preferred shares and stated capital of \$62.50 for the common shares.

DATED this 7th day of April, 1983.

DAVID K. RICHARDS & COMPANY

By: David K. Richards  
David K. Richards, President

By: Sharon P. Richards  
Sharon P. Richards, Secretary

STATE OF UTAH )  
 ) : ss.  
COUNTY OF SALT LAKE )

I, David K. Richards, a Notary Public in and for the said County and State, do hereby certify that on this 7 day of June, 1967, personally appeared before me DAVID K. RICHARDS and SHARON P. RICHARDS, who, being by me first duly sworn, declared that they were respectively the President and Secretary of DAVID K. RICHARDS & COMPANY, that they signed the foregoing document as President and Secretary of DAVID K. RICHARDS & COMPANY and that the statements contained therein are true.

NOTARY PUBLIC  
Residing at:

My Commission Expires: