

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

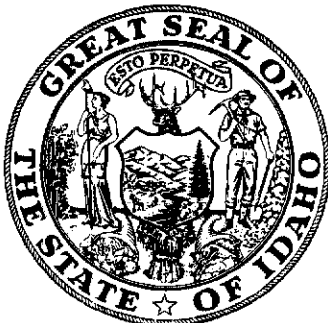
J0-MAC HANDLE CO.

File number C 115839

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. D. [Signature]

FEATHERSTON LAW FIRM
DANIEL P. FEATHERSTON
P.O. BOX 1820
BONNERS FERRY, IDAHO 83805
PHONE: (208) 267-3127
FAX: (208) 267-7293

JUL 22 2 11 PM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
JO-MAC HANDLE CO.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents of the United States of America, do under and in pursuance of Chapter 1 of Title 30, and as hereafter amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of the corporation is **JO-MAC HANDLE CO.**

II.

D U R A T I O N

The duration of the corporation is perpetual.

III.

P U R P O S E S

The purpose of this organization shall be:

To carry on the general purchase and sale of handles for use on tools and equipment and to that end to lease, charter, own, manufacture, acquire, deal in, advertise, and dispose of and or operate any and all equipment incidental thereto and obtain all permits, licenses or other regulatory indications of authority to engage in such activities.

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To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in any activity or exercise any authority and/or power permitted or authorize of corporation under the laws of the State of Idaho and particularly Chapter 1 Title 30 Idaho Code as it now, this date exists or may hereafter be amended.

IV.

L O C A T I O N

The location is in Boundary County, Idaho; and the street address of the registered office of the corporation in the State of Idaho is County Road No. 40, Bonners Ferry, Idaho, and the mailing address is HCR 60 Box 83, Bonners Ferry, Idaho 83805. The name of the registered agent is William D. MacIntosh and he resides at and receives his mail at the registered office of the said corporation.

V.

C A P I T A L I Z A T I O N

The total authorized number of shares is 10,000 no par shares. The stock shall be non-assessable.

VI.

RIGHTS AND RESTRICTIONS OF SHARES OF STOCK

The shares of stock of this corporation shall be all Common in a single class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions

of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

D I R E C T O R S

The corporate powers of this corporation shall be vested in a Board of one (1) directors, unless all of the shares of the corporation are owned beneficially and of record by either two or more shareholders. In such case the number of directors shall be the same as the number of shareholders, to be elected as provided in the By-laws of this corporation. The number of directors, however will not exceed five (5) unless the By-laws be amended to so provide. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors.

VIII.

I N C O R P O R A T O R S

The Incorporators and temporary Directors of this corporation, together with the number of shares subscribed for by each, are as follows:


<u>NAME & ADDRESS</u>	<u>CLASS</u>	<u>SUBSCRIPTION</u>
William D. MacIntosh HCR 60 Box 83 Bonners Ferry, Idaho 83805	Common	1

DATED this 19th day of July, 1996.


William D. MacIntosh

STATE OF IDAHO)
) ss.
County of Boundary)

On this 19th day of July, 1996, before me, the undersigned Notary Public, personally appeared **WILLIAM D. MacINTOSH**, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.



Notary Public for Idaho
Residing at Bonners Ferry
Com. Expires: 7-1-2002