

## STATE OF NEW HAMPSHIRE

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Form No. 16-A  
 RSA 293-A:59, 61, 64

**FILED**

APR 13 1983

NEW HAMPSHIRE  
 SECRETARY OF STATE

RESTATED  
 ARTICLES OF INCORPORATION  
 INCLUDING DESIGNATED AMENDMENTS  
 OF  
 E. W. SLEEPER COMPANY, INC.

PURSUANT TO THE PROVISIONS OF SECTION 59, 61 AND 64 OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING RESTATED ARTICLES OF INCORPORATION, INCLUDING DESIGNATED AMENDMENTS ADOPTED BY ITS SHAREHOLDERS:

E. W. Sleeper Company, Inc.

Restated and Amended Articles

ARTICLE I

The name of the corporation shall be E. W. Sleeper Company, Inc..

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The principal purpose or purposes for which this corporation is established are to carry on a construction and highway maintenance equipment and supply business and, in connection therewith and without limitation, to purchase, lease, otherwise acquire, service, maintain, repair, rebuild, modify, alter, sell, lease and otherwise dispose of or deal in or with construction equipment, parts and supplies therefor and other tangible personal property of all types and kinds, new or used, including, without limitation, bulldozers, rollers, scrapers, graders, spreaders, pavers, mixers, retreading machines, compressors, power shovels, excavators, wagons,

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loaders, rooters, sacrificers, motor vehicles, trailers, semi-trailers, tractors, other vehicles, products, assemblies, accessories, components, parts, supplies and other tangible personal property of all types and kinds, to act as a dealer in or distributor of such construction equipment, parts, supplies and other tangible personal property, to enter into agreements with manufacturers and others, and to purchase, lease, otherwise acquire, improve, use, lease, sell and otherwise dispose of real estate, including land, buildings and other structures; and the corporation may engage in any other business for which a corporation may now or hereafter be organized under and may exercise all general powers conferred by New Hampshire Revised Statutes Annotated, Chapter 293-A, as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Three Hundred (300) shares of Common Stock without nominal or par value.

ARTICLE V

No stockholder shall have any pre-emptive or preferential right to subscribe for or purchase shares of its stock, or securities convertible into such shares, issued or transferred by the corporation at any time or from time to time.

ARTICLE VI

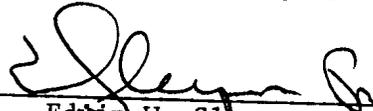
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, with prospective but not retroactive effect, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

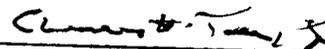
Except for the Designated Amendments to ARTICLES II, III, IV, V and VI set forth above, the Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as previously amended, and the Restated Articles of Incorporation together with the Amendments designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

ARTICLES PURSUANT TO SECTION 61 OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT RELATIVE TO AMENDMENTS TO ARTICLES OF INCORPORATION.

- FIRST: The designated amendments to the Articles of Incorporation above set forth were adopted by the shareholder of the corporation on January 28, 1983, in the manner prescribed by the New Hampshire Business Corporation Act.
- SECOND: The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.
- THIRD: The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was zero.

E. W. SLEEPER COMPANY, INC.

By   
Edwin W. Sleeper  
Its President

and   
Charles H. Toll, Jr.  
Its Secretary

Dated: April 13, 1983

Mail duplicate originals with total fees to:  
Secretary of State, Rm. 204, State House, Concord, NH 03301-4989