

Exhibit 3.1

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALAMO GROUP INC.

ALAMO GROUP INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The Board of Directors of said corporation unanimously consented to the adoption of resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

"RESOLVED, that it is in the best interest of the Corporation and advisable that Article FOURTH of the Certificate of Incorporation be amended in its entirety as follows:

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is twenty million (20,000,000) shares to be designated as common stock, \$0.10 par value."

2. That thereafter, pursuant to resolution of the Board of Directors, the proposed amendments were submitted to the stockholders of the Corporation. The number of shares of the Corporation outstanding at the time of the adoption was 5,922,525, and was the number entitled to vote thereon.


3. The number of shares voted for the proposed amendment was 5,653,375, and the number voting against was -0-.

4. That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, ALAMO GROUP INC. has caused this Certificate to be signed by Oran F. Logan, its President, and attested to by Robert H. George, its Secretary, this 2nd day of FEBRUARY, 1993.

ALAMO GROUP INC.

ATTEST:

By: 
Oran F. Logan, President

By: 
Robert H. George, Secretary

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALAMO GROUP INC.

ALAMO GROUP INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The Board of Directors of said corporation unanimously consented to the adoption of resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of said corporation:

"RESOLVED, that it is in the best interest of the Corporation and advisable that Article SIXTH of the Certificate of Incorporation be amended in its entirety as follows:

SIXTH: The number of Directors of the Corporation shall be fixed from time to time by or pursuant to the By-Laws of the Corporation.

"RESOLVED, that it is in the best interests of the Corporation and advisable that Article SEVENTH of the Certificate of Incorporation be amended in its entirety as follows:

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of the Corporation, provided that any such adoption, amendment or repeal of Article II, Section 12, Article III, Sections 4 and 5, Article V, Sections 2 and 3 or Article IX of the By-Laws, requires the vote of two-thirds (2/3) of the outstanding shares of the Common Stock of the Corporation."

2. That thereafter, pursuant to resolution of the Board of Directors, the proposed amendments were submitted to the stockholders of the Corporation. The number of shares of the Corporation outstanding at the time of the adoption was 5922 513, and was the number entitled to vote thereon.

3. The number of shares voted for the proposed amendment was 4967405, and the number voting against was 0.

4. That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, ALAMO GROUP INC. has caused this Certificate to be signed by Oran F. Logan, its President, and attested to by Robert H. George, its Secretary, this 31 day of October, 1992.

ALAMO GROUP INC.

ATTEST:

By: Oran F. Logan
Oran F. Logan, President

By: Robert H. George
Robert H. George, Secretary

State of Delaware



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALAMO GROUP INC " FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A D 1992, AT 9 O'CLOCK A.M.

.....

RECEIVED
92 MAY 15 11:01 AM



Michael Ratchford

SECRETARY OF STATE

*3427486

AUTHENTICATION

04/24/1992

DATE

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALAMO GROUP INC.

EX 1288-50021

ALAMO GROUP INC., a corporation organized and existing and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The Board of Directors of said corporation, unanimously consented to the adoption of a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

"RESOLVED, that Article Fourth of the Certificate of Incorporation be amended to read in its entirety as follows:

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is ten million (10,000,000) shares to be designated as common stock, \$0.10 par value."

2. That thereafter, pursuant to resolution of the Board of Directors, the proposed amendment was submitted to the stockholders of the Corporation. The number of shares of the Corporation outstanding at the time of the adoption was 4,701,541, and was the number entitled to vote thereon.

3. The number of shares voted for the proposed amendment was 4,513,881, and the number voting against was 0.

4. That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, said ALAMO GROUP INC. has caused this Certificate to be signed by Oran F. Logan, its President, and attested to by Robert H. George, its Secretary, this 15th day of April, 1992.

ALAMO GROUP INC.

ATTEST:

By: Oran F. Logan
Oran F. Logan, President

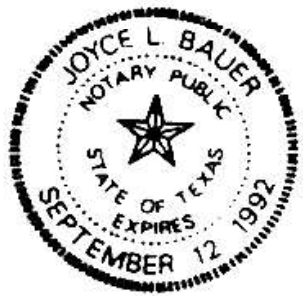
By: Robert H. George
Robert H. George, Secretary

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

This instrument was acknowledged before me on the 15th day of April, 1992, by Oran F. Logan, President of ALAMO GROUP INC., a Delaware corporation, on behalf of said corporation.

Joyce L. Bauer
Notary Public, State of Texas

[SEAL]



State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF ALAMO GROUP INC. FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1988, AT 10 O'CLOCK A.M.

6 2 1 8 8



11769719

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION

11769719

DATE

06/29/1988

11769719

FILED

JUN 29 1988

10 AM

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
ALAMO GROUP INC.

[Handwritten signature]
Secretary of State

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Alamo Group Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation, by unanimous consent pursuant to Section 141(1) of the General Corporation Law of the State of Delaware, adopted a resolution setting forth and declaring advisable the following proposed amendment to the Certificate of Incorporation of the Corporation:

Article Fourth of the Certificate of Incorporation is amended to read in its entirety as follows:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is six million (6,000,000) shares to be designated as common stock, \$.10 per value."

SECOND: That thereafter, pursuant to resolution of the Board of Directors, the proposed amendment was submitted to the shareholders of the Corporation. The number of shares of the Corporation outstanding at the time of the adoption was 5,007,951, and the number entitled to vote thereon.

THIRD: The number of shares voted for the proposed amendment was 3,917,939, and the number voting against was 0.

FOURTH: That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Certificate of Incorporation to be executed this 28th day of June, 1988.

Alamo Group Inc.

By: *[Signature]*
Donald J. Douglass, Chairman of the Board, Chief Executive Officer

ATTEST:

[Signature]
Robert H. George, Secretary

THE STATE OF TEXAS

COUNTY OF GUADALUPE

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared Donald J. Douglass, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said ALAMO GROUP INC., a corporation, and that he had executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 28th day of June, 1988.

Chyrel S. Krejci
Notary Public, State of Texas



(SEAL)

My Commission Expires: 5/29/89



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY ALAMO GROUP INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1 1



873280118

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11485325

DATE: 12/01/1987

37650



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF MERGER OF "ALAMO GROUP HOLDINGS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, MERGING WITH AND INTO "ALAMO GROUP HOLDINGS INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "ALAMO GROUP INC." AS RECEIVED AND FILED IN THIS OFFICE THE THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1987, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



877322087

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION 1474988

DATE 11/18/1987

FILED

BOOK 630 PAGE 182

NOV 18 1987

1:30 PM

Michael H. ...
-CLERK OF STATE

CERTIFICATE OF MERGER
OF
DOMESTIC AND FOREIGN CORPORATIONS

Pursuant to Section 252(c) of the Delaware General Corporation Law, Alamo Group Holdings Inc., a Delaware corporation ("AGHI"), hereby files the following Certificate of Merger for the purpose of merging Alamo Group Holdings, Inc., a Texas corporation ("Holdings"), into AGHI.

1. The name and state of incorporation of each of the constituent corporations is:

<u>Name of Corporation</u>	<u>State</u>
Alamo Group Holdings Inc.	Delaware
Alamo Group Holdings, Inc.	Texas

2. The laws of the State of Texas, where Holdings is organized, permit such merger.

3. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

4. AGHI shall be the corporation surviving the merger (the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Delaware. The Certificate of Incorporation of AGHI shall be the Certificate of Incorporation of the Surviving Corporation. The name of the Surviving Corporation shall be changed to "Alamo Group Inc."

5. The Certificate of Incorporation of the Surviving Corporation shall be amended pursuant to the Merger, so that Article FIRST shall be changed to read in its entirety as follows:

"FIRST: The name of the corporation is Alamo Group Inc.

6. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 609 North Highway 123 Bypass, Seglin, Texas 78155.

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

8. The authorized capital stock of Holdings, a Texas corporation, which is the only constituent corporation that is not a Delaware corporation, is 5,000,000 shares of Common Stock, \$1.00 par value.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the 18th day of November, 1987.

ALAMO GROUP HOLDINGS INC.,
a Delaware Corporation

By: *Oran F. Logan*
Oran F. Logan, President

[SEAL] ALAMO GROUP HOLDINGS INC.
MEMBER OF THE ALAMO GROUP

ATTEST:

Robert H. George
Robert H. George, Secretary

1130F

RECEIVED FOR RECORD

NOV 23 1987

William M. Honey, Recorder

CERTIFICATE OF MERGER
OF
DOMESTIC AND FOREIGN CORPORATIONS

Pursuant to Section 252(c) of the Delaware General Corporation Law, Alamo Group Holdings Inc., a Delaware corporation ("AGHI"), hereby files the following Certificate of Merger for the purpose of merging Alamo Group Holdings, Inc., a Texas corporation ("Holdings"), into AGHI.

1. The name and state of incorporation of each of the constituent corporations is:

<u>Name of Corporation</u>	<u>State</u>
Alamo Group Holdings Inc.	Delaware
Alamo Group Holdings, Inc.	Texas

2. The laws of the State of Texas, where Holdings is organized, permit such merger.

3. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

4. AGHI shall be the corporation surviving the merger (the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Delaware. The Certificate of Incorporation of AGHI shall be the Certificate of Incorporation of the Surviving Corporation. The name of the Surviving Corporation shall be changed to "Alamo Group Inc."

5. The Certificate of Incorporation of the Surviving Corporation shall be amended pursuant to the Merger, so that Article FIRST shall be changed to read in its entirety as follows:

"FIRST: The name of the corporation is Alamo Group Inc.

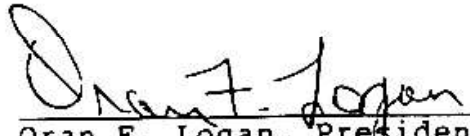
6. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 609 North Highway 123 Bypass, Sequin, Texas 78155.

7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

8. The authorized capital stock of Holdings, a Texas corporation, which is the only constituent corporation that is not a Delaware corporation, is 5,000,000 shares of Common Stock, \$1.00 par value.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the 18th day of November, 1987.

ALAMO GROUP HOLDINGS INC.,
a Delaware Corporation

By: 
Oran F. Logan, President

[SEAL]

ATTEST:


Robert H. George, Secretary

1130F

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is made as of this 23rd day of October, 1987, by and between Alamo Group Holdings, Inc., a Texas corporation ("Holdings"), and Alamo Group Holdings Inc., a Delaware corporation ("AGHI").

WHEREAS, the authorized capital stock of Holdings consists of 5,000,000 shares of Common Stock, \$1.00 par value ("Holdings Common Stock"), of which 1,784,154 shares are issued and outstanding; and

WHEREAS, the authorized capital stock of AGHI consists of 10,000,000 shares of Common Stock, \$.10 par value ("AGHI Common Stock"), of which 1,000 shares are issued and outstanding and owned in their entirety by Holdings; and

WHEREAS, the respective Boards of Directors of Holdings and AGHI deem the merger provided for herein to be desirable and in the best interest of the respective corporations, and, pursuant to resolutions duly adopted, such Boards of Directors have approved and adopted this Merger Agreement;

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements and covenants contained herein, the parties hereto agree as follows:

ARTICLE I

Section 1.1. In accordance with the provisions of the Texas Business Corporations Act and the General Corporation Law of the State of Delaware, at the Effective Time (defined below) of the Merger (defined below), Holdings shall be merged into AGHI, which shall be the surviving corporation (in its capacity as such surviving corporation AGHI is hereinafter sometimes referred to as the "Surviving Corporation"), and as such AGHI shall continue to be governed by the laws of the State of Delaware. The registered office of the Surviving Corporation in Delaware will continue to be located at 1209 Orange Street, Wilmington, Newcastle County, Delaware 19801 and its registered agent at such address is The Corporation Trust Company.

Section 1.2. The Merger shall become effective on the date and at the time when the last of the following actions shall have been completed:

(a) This Merger Agreement shall have been approved and adopted by the stockholders of each of Holdings and AGHI (Holdings and AGHI are sometimes collectively referred to herein as the "Constituent Corporations") in accordance with the Texas Business Corporation Act and the General Corporation Law of the State of Delaware; and

(b) Duly executed Articles of Merger as required by the Texas Business Corporation Act shall have been filed with the office of the Secretary of State of Texas and a Certificate of Merger shall have been issued by said office; and

(c) A Certificate of Merger, executed, adopted, approved, acknowledged and certified in accordance with Sections 252 and 103 of the General Corporation Law of the State of Delaware, shall have been filed with the Secretary of State of Delaware and recorded in the office of the Recorder of New Castle County, Delaware.

The time when the Merger shall become effective, as defined by this Section 1.2, is herein called the "Effective Time." The actions described above shall be conclusive evidence for all purposes of this Merger Agreement of compliance with all conditions precedent.

Section 1.3. Except as may otherwise be set forth herein, at the Effective Time, the corporate existence and identity of AGHI, with all its purposes, powers, franchises, privileges, rights and immunities shall continue under the laws of the State of Delaware, unaffected and unimpaired by the Merger, and the corporate existence and identity of Holdings, with all its purposes, powers, franchises, privileges, rights and immunities, shall be merged with and into AGHI and the Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of Holdings shall thereafter cease, except to the extent continued by applicable law. At the Effective Time of the Merger, the Surviving Corporation shall have the following rights and obligations:

(a) the Surviving Corporation shall have all the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the laws of the State of Delaware.

(b) The Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers, purposes and franchises, of both public and private nature, of the Constituent Corporations and all property, real, personal

and mixed, and all debts due to either of said Constituent Corporations on whatever account, including subscriptions to shares, and all other choices of action, and every other interest of or belonging to either of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and shall thereafter be as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporation, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger.

(c) The Surviving Corporation shall thenceforth be responsible and liable for all debts, liabilities, obligations and duties of either of said Constituent Corporations, and any claim existing or action or proceeding pending by or against either Constituent Corporation may be prosecuted as if the Merger had not occurred, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of AGHI or Holdings shall be impaired by the Merger.

Section 1.4. If at any time the Surviving Corporation shall deem or be advised that any further transfers, assignments, conveyances, assurances in law or other acts or things are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property or assets of either of the Constituent Corporations, each Constituent Corporation and its proper officers and directors shall execute and deliver any and all such proper transfers, assignments, conveyances and assurances in law, and will do all other acts and things as are necessary or proper to vest or confirm title to such property and assets in the Surviving Corporation and to otherwise carry out the purposes and intent of this Merger Agreement.

Section 1.5. The Surviving Corporation agrees that it may be served with process in the State of Texas in any proceeding for enforcement of any obligation of Holdings as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any dissenting stockholder, and the Surviving Corporation hereby irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any suit or other proceedings and specifies 609 North Highway 123 Bypass, Seguin, Texas 78155, Attention: President, as the address to which a copy of such process shall be mailed by the Secretary of State of Texas, unless the Surviving Corporation shall have designated in writing to the Secretary of State of Texas a different address for such purpose.

ARTICLE II

Section 2.1. The Certificate of Incorporation of AGHI in effect at the Effective Time shall constitute the Certificate of Incorporation of the Surviving Corporation until amended, altered or repealed in the matter provided by law.

Section 2.2. The Certificate of Incorporation of AGHI is hereby amended, effective at the Effective Time, so that Article FIRST shall be changed to read in its entirety as follows:

"FIRST: The name of the corporation is "Alamo Group Inc."

Section 2.3. The By-laws of AGHI, as in effect at the Effective Time, shall be the By-laws of the Surviving Corporation.

Section 2.4. The directors of Holdings at the Effective Time shall be the directors of the Surviving Corporation and shall hold office in accordance with the By-laws of the Surviving Corporation until the annual meeting of stockholders of the Surviving Corporation in the year set forth below beside their respective names:

<u>Name of Director</u>	<u>Expiration of Term</u>
Joseph C. Graf	1988
Oran F. Logan	1989
O. S. Simpson, Jr.	1989
Donald J. Douglass	1990
William R. Thomas	1990

Section 2.5. The officers of AGHI at the Effective Time shall continue as the officers of the Surviving Corporation, to hold office subject to the By-laws of the Surviving Corporation.

ARTICLE III

Section 3.1. At the Effective Time, the manner of exchanging the outstanding shares of AGHI Common Stock and Holdings Common Stock shall be as follows:

(a) Each share of Holdings Common Stock outstanding immediately prior to the Effective Time of the Merger, except all shares of stock of Holdings Common Stock held by Holdings in its treasury, which shall be cancelled and no

shares issued in respect thereof, shall, at the Effective Time of the Merger, by virtue of the Merger and without action on the part of the holder or holders thereof, be converted into and exchanged for 2.8 shares of Common Stock, \$.10 par value, of the Surviving Corporation.

(b) Each share of AGHI Common Stock outstanding immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and returned to the status of authorized but unissued stock of the Surviving Corporation.

(c) No fractional shares of Common Stock and no certificates or scrip certificates therefor shall be issued. Whole share of Common Stock shall be issued to each holder of shares of Holdings Common Stock whose fractional share interest is .50 or more of one whole share; each fraction of less than .50 of one whole share shall be disregarded.

(d) At the Effective Time of the Merger, or as soon thereafter as is practicable, each stockholder of Holdings shall surrender to Holdings certificates representing shares of Holdings Common Stock owned by such stockholder and shall thereupon be entitled to receive a certificate or certificates for the number of shares of Common Stock of the Surviving Corporation to which he is entitled hereunder and thereafter shall have no other rights with respect to the certificate or certificates surrendered. At the Effective Time of the Merger, each stockholder of Holdings shall thereupon be deemed to be a stockholder of the Surviving Corporation to the extent of the number of shares to which such stockholder shall be entitled in accordance with this Agreement, whether or not certificates for shares of Holdings Common Stock are surrendered as herein provided, and all certificates representing shares of Holdings Common Stock held by such stockholder prior to the Effective Time of the Merger shall thereafter be deemed to evidence ownership of the number of shares of the Common Stock of the Surviving Corporation into which such shares of Holdings Common Stock have been converted by virtue of the Merger; provided, however, that until the holder of such Holdings certificates shall have surrendered the same for exchange as set forth above, no dividend or other distribution payable to holders of record of Common Stock of the Surviving Corporation as of any date subsequent to the Effective Time of the Merger shall be paid to such holder with respect to the Common Stock of the Surviving

Corporation represented by such certificate. Upon the surrender and exchange of such Holdings certificate, the Surviving Corporation shall pay to the record holder of the certificate for Common Stock of the Surviving Corporation issued in exchange for the Holdings certificate an amount with respect to such shares of Common Stock of the Surviving Corporation equal to all dividends and other distributions that shall have been paid or become payable to holders of record of Common Stock of the Surviving Corporation between the Effective Time of the Merger and the date of such exchange, and that shall not have been previously paid to such holder.

(e) All of the shares of Common Stock of the Surviving Corporation, when delivered pursuant to the provisions of this Agreement, shall be validly issued, fully paid and nonassessable.

(f) If any certificate evidencing shares of Common Stock of the Surviving Corporation is requested to be issued in a name other than that in which the surrendered Holdings certificate is registered, it shall be a condition of such issuance that the surrendered certificate shall be properly endorsed in blank or otherwise in proper form for transfer and that the person requesting such exchange pay to the Surviving Corporation any applicable transfer or other taxes or establish to the satisfaction of the Surviving Corporation that any such tax has been paid or is not payable.

Section 3.2. If any stockholder of Holdings lawfully elects, pursuant to Article 5.12 of the Texas Business Corporation Act, to exercise or pursue his right to dissent from any of the corporate actions referred to in this Agreement with respect to the shares of Holdings Common Stock owned by such stockholder (the "Dissenting Shares"), such stockholder shall be entitled to exercise only those rights available to him as set forth in the Texas Business Corporation Act and, in that event, only in the manner set forth therein. During the period in which any such stockholder shall be exercising or pursuing any of such stockholder's rights of dissent as specified in the Texas Business Corporation Act, such stockholder shall have no further rights pursuant to or arising from this Agreement.

ARTICLE IV

Section 4.1. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

Section 4.2. Subject to applicable law, this Merger Agreement may be amended, modified, or supplemented only by written agreement of Holdings and AGHI at any time before the Effective Time.

Section 4.3. This Agreement may be terminated at any time on or prior to the Effective Time by mutual agreement of the parties hereto.

IN WITNESS WHEREOF, AGHI and Holdings have caused this Agreement to be executed on their behalf by their respective officers hereunto duly authorized and their respective corporate seals to be affixed hereto, all as of the date first above written.

[SEAL]

ALAMO GROUP HOLDINGS, INC.
(a Texas Corporation)

ATTEST:

Robert H. George
Robert H. George,
Secretary

By:

Oran F. Logan
Oran F. Logan, President

[SEAL]

ALAMO GROUP HOLDINGS INC., a
Delaware Corporation

ATTEST:

Robert H. George
Robert H. George,
Secretary

By:

Oran F. Logan
Oran F. Logan, President

STATE OF TEXAS §
COUNTY OF BEXAR §

Before me, a notary public, on this day personally appeared Oran F. Logan, President of Alamo Group Holdings, Inc., a Texas corporation, and of Alamo Group Holdings Inc., a Delaware corporation, and, being by me first duly sworn, declared that the statements on behalf of said corporations therein contained are true and correct.

Given under my hand and seal of office as of this 23rd day of October, A.D., 1987.

Chyrel S. Krejci
CHYREL S. KREJCI
(Printed or stamped name)
Notary Public, State of Texas
My commission expires:
5/29/89

(Notarial Seal)

STATE OF TEXAS §
COUNTY OF BEXAR §

Before me, a notary public, on this day personally appeared Robert H. George, Secretary of Alamo Group Holdings, Inc., a Texas corporation, and of Alamo Group Holdings Inc., a Delaware corporation, and, being by me first duly sworn, declared that the statements on behalf of said corporations therein contained are true and correct.

Given under my hand and seal of office as of this 23rd day of October, A.D., 1987.

Chyrel S. Krejci
CHYREL S. KREJCI
(Printed or stamped name)
Notary Public, State of Texas
My commission expires:
5/29/89

(Notarial Seal)

1175F

State of Delaware

34568



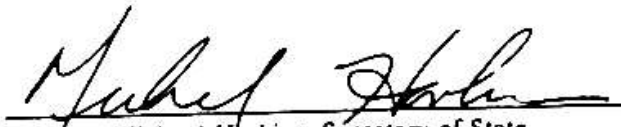
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF ALAMO GROUP HOLDINGS INC. FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1987, AT 10 O'CLOCK A.M.

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872950137


Michael Harkins, Secretary of State

AUTHENTICATION: 11440B25

DATE: 10/22/1987

FILED

OCT 22 1987

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H. J. ...
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
ALAMO GROUP HOLDINGS INC.

FIRST: The name of the Corporation is Alamo Group Holdings Inc.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. Its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is ten million (10,000,000) shares to be designated common stock, \$.10 par value.

FIFTH: The name of the incorporator is M. Greg Allio and his address is 717 North Harwood Street, Dallas, Texas 75201.

SIXTH: The initial Board of Directors shall consist of one member who will serve as a director until the first annual meeting of stockholders or until his successor is duly elected and qualified. His name is Oran F. Logan and his mailing address is 1502 Walnut Street, Seguin, Texas 78155.

Thereafter, the number of Directors of the Corporation shall be fixed from time to time by or pursuant to the By-Laws of the Corporation, but in no event shall the number of directors exceed nine (9). The Directors shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, as shall be provided in the manner specified in the By-Laws, one class to hold office initially for a term expiring at the annual meeting of stockholders to be held in 1988, another class to hold office initially for a term expiring at the annual meeting of stockholders to be held in 1989, and another class to hold office initially for a term expiring at the annual meeting of stockholders to be held in 1990, with the members of each class to hold office until their successors are elected and qualified. At each annual meeting of the stockholders of the Corporation, the successors to the class of Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election.

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of the Corporation, provided that any such adoption, amendment or repeal of Article II, Section 12, Article III, Sections 2, 4, and 5, Article V, Sections 2 and 3 or Article IX of the By-Laws, requires the vote of two-thirds (2/3) of the outstanding shares of the Common Stock of the Corporation.

EIGHTH: Each person who at any time is, or shall have been, a Director or Officer of the Corporation shall be indemnified by the Corporation to the full extent permitted by Section 145 of the Delaware General Corporation Law, as such Section may be amended from time to time, or pursuant to any other provision of Delaware law as shall in the future replace such Section 145.

No Director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty, provided that this Article shall not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which such Director derived an improper personal benefit.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TENTH: Any and all right, title, interest and claim in and to any dividends declared by the Corporation whether in cash, stock or otherwise which are unclaimed by the stockholder entitled thereto for a period of six years after the close of business on the payment date, shall be and be deemed to be extinguished and abandoned; and such unclaimed dividends in the possession of the Corporation, its transfer agents or other agents or depositories, shall at such time become the absolute property of the Corporation, free and clear of any and all claims of any persons whatsoever.

ELEVENTH: No action required or permitted to be taken at any annual or special meeting of the stockholders of the Corporation may be taken without such meeting, and the power of the stockholders to consent in writing without a meeting to any action to be taken by them is hereby denied.

TWELFTH: The provisions of Articles SIXTH, SEVENTH, ELEVENTH and TWELFTH of this Certificate of Incorporation shall not be amended or repealed except upon the vote of two-thirds (2/3) of the outstanding shares of the common stock of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator hereinabove named, does hereby make this Certificate for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware and does hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereunto set my hand this 21st day of October, 1987.

INCORPORATOR:

M. Greg Allio
M. Greg Allio

46791

RECEIVED FOR RECORD

OCT 27 1987

William M. Honey, Recorder