

# State of Idaho

## Department of State

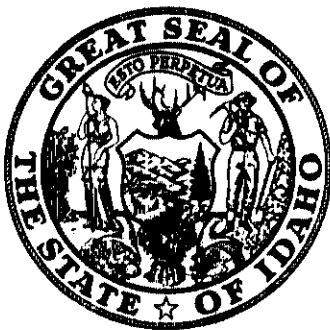
### CERTIFICATE OF INCORPORATION OF

TRANSPORTATION SERVICES, INC.

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: September 20, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

**ARTICLES OF INCORPORATION**

RECEIVED  
SEC. OF STATE

OF

93 SEP 20 PM 2 29 Transportation Services, Inc.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, including the Idaho Business Corporation Act (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

**ARTICLE I**

The name of this corporation is:

Transportation Services, Inc.

**ARTICLE II**

The period of duration of this corporation shall be perpetual.

**ARTICLE III**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Act.

**ARTICLE IV**

The aggregate number of shares which the corporation has authority to issue is 50,000 shares, the par value of each of which shares is \$.01.

The transfer of any share of this corporation shall be subject to restrictions, if any, contained in the corporation bylaws or shareholder agreements.

**ARTICLE V**

The shareholders of the corporation have no pre-emptive right to acquire additional shares of this corporation, unless otherwise provided for in an agreement among shareholders.

#### ARTICLE VI

The address of the initial registered office of this corporation is:

7659 W. Mossy Cup  
Boise, Idaho 83709

and the name of its initial registered agent at such address is:

W. Douglas Burdick

#### ARTICLE VII

The initial board of directors shall consist of three (3) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Joe Pasewalk  
6418 Dorian  
Boise, Idaho 83709

W. Douglas Burdick  
326 E. Elwood Lane  
Boise, Idaho 83706

Don Burdick  
2642 E. Ward St.  
Seattle, Washington 98112

Except with respect to the initial board of directors, the number of directors constituting the board of directors shall be fixed by the bylaws. In the absence of such a provision in the bylaws, the board shall consist of the minimum number of directors required by ~~Washington~~ Idaho law, or the number constituting the initial board of directors, whichever is greater.

#### ARTICLE VIII

The name and address of the incorporator is W. Douglas Burdick, 326 E. Elwood , Boise, Idaho 83706.

#### ARTICLE IX

The board of directors has the power to adopt, amend, or repeal the bylaws of this corporation, subject to the concurrent power of the

shareholders to adopt, amend or repeal the bylaws. Any bylaw adopted, amended or repealed by the directors may be repealed, amended or reinstated by an affirmative vote of the holders of a majority of the shares entitled to vote and present, in person or by proxy, at the next meeting of shareholders following such action without further notice other than this Article.

#### ARTICLE X

This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may become interested as directors, officers, shareholders, members, or otherwise, as freely as though such interest did not exist, except that no loan shall be made by the corporation to any of its officers or directors unless first approved by the holders of two-thirds of the voting shares and no loans shall be made by this corporation secured by its shares. In the absence of fraud the fact that any director, officer, shareholder, or any corporation, association, firm or other entity of which any director, officer, or shareholder is interested, is in any way interested in any transaction or contract shall not make the transaction or contract void or voidable, or require the director, officer, or shareholder to account to this corporation for any profits therefrom if the transaction or contract is or shall be authorized, ratified, or approved by (i) the vote of a majority or quorum of the board of directors excluding any interested director or directors, (ii) the written consent of the holders of a majority of the shares entitled to vote, or (iii) a general resolution approving the acts of the directors and officers adopted at a shareholders meeting by vote of the holders of the majority of the shares entitled to vote. Nothing herein contained shall create any liability in the events described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner.

#### ARTICLE XI

Section 1. Limitation of Director Liability. A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating the Act, or (iii) for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is amended in the future to authorize corporate action further eliminating or limiting the personal liability of

directors, then the liability of a director of this corporation shall be eliminated or limited to the full extent permitted by the Act, as so amended, without any requirement of further action by the shareholders.

Section 2. Indemnification and Insurance. This corporation has the power to indemnify, including advance of expenses, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents against all liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the full extent and under all circumstances permitted by applicable law.

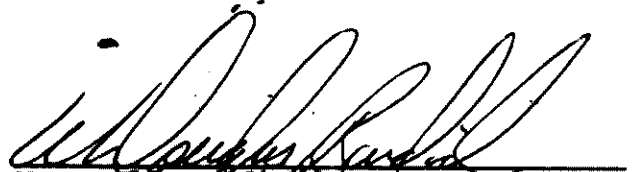
This corporation shall indemnify, including advance of expenses, each of its directors to the full extent and under all circumstances permitted by applicable law.

Section 3. Survival of Benefits. Any repeal or modification of this Article by the shareholders of this corporation shall not adversely affect any right of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE XII

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

Executed in duplicate this 17 day of September 1993

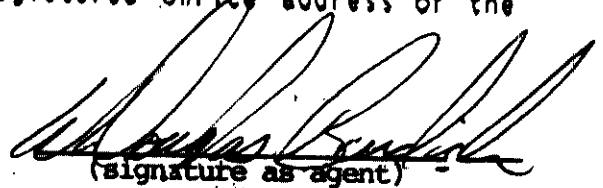
  
W. Douglas Bardick, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, W. DOUGLAS BURDICK, hereby consent to serve as Registered Agent in the State of Idaho for the following corporation, Transportation Services Inc. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

September 17, 1993

(date)

  
(signature as agent)

NAME OF REGISTERED AGENT:

W. Douglas Burdick

ADDRESS OF REGISTERED AGENT:

326 E. Elwood  
Boise, Idaho 83706

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Mailing Address P.O. Box 7554  
Boise, Idaho 83707