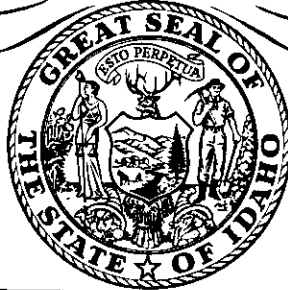


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

UNITED-BUCKINGHAM FREIGHT LINES

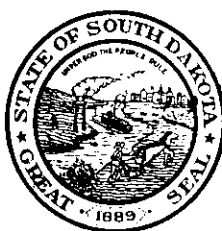
a corporation duly organized and existing under the laws of **South Dakota** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-fourth** day of **December**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-fourth** day of **December**, 19 **62**, a designation of **Karl Beck** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **December**, A.D. 19**62**.

Secretary of State.

State of South Dakota



Department of State

United States of America, } Secretary's Office
State of South Dakota, }

This is to certify that the attached instrument of writing
is a true, correct and examined copy of Articles of Incorporation of
BUCKINGHAM TRANSPORTATION, INC. as filed in this office April
23, 1951; and all Amendments thereto; and Merger;

and the whole thereof, and has been carefully compared with
the original now on file in this office and found correct.



In Testimony Whereof, *I have hereunto*
set my hand and affixed the Great
Seal of The State of South Dakota
at the City of Pierre, the Capital on
this 30 *day of* November 19 62

E. J. Wideman
Secretary of State.

FEES. \$ 25.50

BY _____
Assistant Secretary of State

ARTICLES OF INCORPORATION

BUCKINGHAM TRANSPORTATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, Carl F. Buckingham of Denver, Colorado, Harold M. Buchanan and Glen W. Buckingham of Rapid City, South Dakota, for ourselves, our associates and successors, have associated ourselves together for the purpose of forming a corporation under the laws of the State of South Dakota and particularly the provisions of S.D.C. 1101, and we do hereby certify and declare as follows:

I

The name of this corporation shall be

"BUCKINGHAM TRANSPORTATION, INC."

II

The general purpose for which this corporation is formed is to conduct the business of transportation for hire of property and persons as a common, contract or private carrier, or otherwise, by motor vehicle or any other means of transportation (without limitation) on the ground, over water or in the air, in intrastate, interstate or foreign commerce, or otherwise, in, within, to, from and between all states of the United States, its territories and possessions, and any foreign country pursuant to any certificate of public convenience and necessity, franchise, license, privilege or right granted by any constituted authority, or otherwise, and for such purposes (incidental thereto or otherwise) to acquire, own, hold, operate, buy, sell, lease, rent, mortgage, pledge and generally deal in all types and kinds of real and personal property useful,

equipment; to particularly arrange for and obtain loans and borrow money from private individuals, corporations and concerns and from the government and governmental agencies and to pledge the credit of and mortgage and encumber the property of the corporation therefor and take all necessary steps incident thereto; to acquire, own, buy, sell, lease, rent, mortgage, pledge and generally deal in real and personal property of all kinds and act as an agent or broker for others in connection therewith, including the dealing in all types and kinds of securities, credit and security instruments, patents, copyrights, franchises, certificates of public convenience and necessity, licenses and trade names; to operate, advertise and promote its businesses not only under its corporate name but under trade names, trade marks, and other business names; to enter into partnerships or into any arrangement for sharing of profits, union of interest, co-operations and joint adventures, or otherwise, with any person, corporation or association carrying on or engaged in or about to carry on or engage in any business or transaction which the corporation is authorized to carry on or engage in; to purchase, hold, sell, transfer, mortgage, pledge or otherwise deal in the shares of the capital stock of, or any bonds or securities of any corporation, including its own stock and securities, and while the owner of such stock or securities to exercise all the rights, powers and privileges of ownership including the right to vote thereon; to conduct its business any place in the United States, its territories or possessions, or in any foreign country; and in carrying on its business, or for the purpose of obtaining or furthering any of its objects or purposes, to do any and all things and exercise any and all powers which a natural person can do and exercise or which now or hereafter may be authorized by law.

The foregoing purposes are and shall be construed both as objects and powers and not in limitation of any other powers granted to said corporation as provided by law.

III

The place where the principal business of this corporation shall be transacted is Rapid City, Pennington County, South Dakota, but branch office and offices may be located at other points within or without the State of South Dakota as provided by law.

IV

The term for which this corporation shall exist shall be perpetual.

V

The number of directors of this corporation shall be four (4), and the names and residences of the persons who are to serve as such until the election of directors and their qualification are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
Earl F. Buckingham	Denver, Colorado
Harold D. Buckingham	Rapid City, South Dakota
Glen O. Buckingham	Rapid City, South Dakota
Dorothy Buckingham	Denver, Colorado

VI

The capital stock of this corporation shall have no nominal or par value and shall consist of 1,000 shares. The amount of the stated capital with which this corporation shall begin business shall be \$1,000; and the corporation will carry on business with the stated capital of at least

an amount equal to one half of the amount of the outstanding shares of stock (being all of an amount of one million) at \$100 per share and one additional amount of one million to be paid by resolution of the Board of Directors of the corporation in authorized shares.

Subject to the action of the stockholders pursuant to law in such cases provided, the consideration for which the stock of the corporation shall be issued shall be the sum of \$100 per share.

ARTICLE IV

Except to the extent and to the degree not prohibited by law or regulated by the By-laws of this corporation, the following provisions shall be applicable to the conduct of its affairs:

(1) The holders of the capital stock of this corporation shall have preemptive rights to subscribe to any issue of stock or other securities of any class of this corporation;

(2) The stock of the corporation shall be issued, sold and transferred on terms and subject to conditions and restrictions as specified in the By-laws;

(3) The Board of Directors shall have the power to borrow money and contract debts, in this amount, as and when necessary to the conduct of the business of the corporation and to issue all types of evidences of indebtedness therefor;

(4) The Board of Directors shall have the power to issue and sell the authorized but unissued capital stock of the corporation from time to time and in such amounts as necessary or desirable for the conduct of the business of the corporation;

VIII

The liability of each stockholder for any indebtedness of this corporation shall be limited to the sum unpaid upon his capital stock, and the rights and liabilities of this corporation, its directors and stockholders generally and personal liability of directors for indebtedness of the corporation shall be determined and limited, as the case may be, as provided by S&C 11.04.

IN WITNESS WHEREOF we have hereunto set our hands this 21st day of April, 1951.

Carl F. Buckingham
Harold D. Buckingham
Glenn D. Buckingham

STATE OF SOUTH DAKOTA

COUNTY OF PENNINGTON

ss.

On this 21st day of April, 1951, before me, the undersigned, a Notary Public within and for the said County and State personally appeared EARL F. BUCKINGHAM, HAROLD D. BUCKINGHAM and GLEN O. BUCKINGHAM, well known to me to be the persons who executed the foregoing instrument and severally duly acknowledged to me that they executed the same.

James W. Bellamy
Notary Public

STATE OF SOUTH DAKOTA

COUNTY OF PENNINGTON

ss.

EARL F. BUCKINGHAM, HAROLD D. BUCKINGHAM and GLEN O. BUCKINGHAM, being each severally duly sworn, each for himself, and not one for the other, upon his oath depose and says: that he is one of the persons described in and who executed the within and foregoing Articles of Incorporation as an incorporator therein; that he has read said Articles and knows the contents thereof; that the incorporators intend in good faith to form a corporation for the purpose of the promotion of a lawful business as set forth in said Articles, and not for the purpose of enabling any corporation or corporations to avoid the provisions of SDC 13.18 relative to unlawful trusts and combinations, and acts amendatory thereof.

Earl F. Buckingham
Harold D. Buckingham
Glen O. Buckingham

Subscribed and sworn to before me this
21st day of April, 1951.

James W. Bellamy
Notary Public

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1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 2679, 26

[illegible]

ANNEX L

The paid up stock of this corporation shall have no nominal or par value and shall consist of 10,000 shares. The amount of the stated capital with which this corporation will begin business shall be \$1,000; and the corporation will carry on business with the stated capital of at least an amount equal to the aggregate of the total issued and outstanding shares of stock having an aggregate of not less than one hundred dollars (\$100) per share and such additional amount as from time to time may by resolution of the Board of Directors of the corporation be transformed thereto.

Subject to the action of the stockholders present in law in such case provided, the consideration for which the stock of the corporation will be issued will be the sum of \$100 per share.

We further certify that said amendment was duly adopted and that the amount of stock authorized and the amount of the increase by which said Amendment was adopted was \$500,000.00 and that the same was duly recorded against the books of the stock certificate and the books of the corporation.

We further certify that said amendment was regularly called and that due and legal notice of the proposed amendment had been given and that the attached copy of notice is a true copy of the notice that was served upon all the stockholders of the Buckingham Transportation, Inc., and that notice was given in the manner provided by law.

IN WITNESS WHEREOF We have hereunto signed this Certificate as President and Secretary, respectively of the said Buckingham Transportation, Inc., and caused the same to be signed and sealed thereto.

Karl F. Buckingham
President of BUCKINGHAM TRANSPORTATION, INC.
H. D. Buckingham
Secretary of BUCKINGHAM TRANSPORTATION, INC.

NOTARIAL SEAL

STATE OF LOUISIANA
County of Iberville

BEFORE ME, Frederick M. Goshaw, Notary Public in and for said County and State personally came Karl F. Buckingham and H. D. Buckingham known to me to be the persons described in and who signed the foregoing Certificate as to the correctness of the foregoing amendment to the Articles of Incorporation of the Buckingham Transportation Inc. personally known to me to be the President and Secretary, respectively, of said Buckingham Transportation Inc. and severally acknowledged the execution and signing thereof by them in and to me for the purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal the day and year last above written.

NOTARIAL SEAL

Frederick M. Goshaw
Notary Public

NOTARY PUBLIC - EXPIRES APRIL 17, 1956

Note: sixty (60) day notice required to increase capital stock

(Attach Copy of Notice)

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Notice is hereby given that a special meeting of the stockholders of Buckingham Transportation, Inc. will be held at the offices of the corporation in Rapid City, South Dakota, on Saturday, June 25, 1955, at 10:00 A.M., for the purpose of considering a proposed Amendment to Article VI of the Articles of Incorporation of Buckingham Transportation, Inc. Such proposed Amendment would increase the authorized capital stock of the corporation from 1,000 Shares having no par value to 10,000 Shares having no par value.

Dated at Rapid City, South Dakota, this 21st day of April, 1955.

(S) H. D. Buckingham
Harold D. Buckingham, Secretary

ACKNOWLEDGMENT OF SERVICE OF NOTICE

The undersigned, being all of the shareholders of Buckingham Transportation, Inc., do hereby acknowledge service of the above and foregoing Notice at Rapid City, South Dakota, this 21st day of April, 1955.

(s) Earl F. Buckingham

(s) H. D. Buckingham

(s) Ray J. Aish

AMENDMENT TO ARTICLES OF INCORPORATION

OF

Buckingham Transportation, Inc.

We, Karl F. Buckingham and Harold D. Buckingham
President and Secretary, respectively, of the Buckingham Transportation, Inc.
a corporation organized and existing under the Laws of the State of South Dakota, hereby certify that said Corpora-
tion at a special meeting of the stockholders of said Company, held at its offices in the city
of Rapid City, State of South Dakota, on the
16 day of July, 1959, amended Article I, III, V, VI, VII and VIII of the
Articles of Incorporation, so as to read as follows:

ARTICLE

See attached exhibits.

We further certify that there were subscribed and outstanding at said date 5,796 shares of stock of said Company and no more, and that the vote by which said Amendment was adopted was 5,796 votes in favor thereof and no votes against, being more than two-thirds of the stock outstanding voting in favor of said amendment.

We further certify that said meeting was regularly called and that due and legal notice of the proposed amendment had been given and that the attached copy of notice is a true copy of the notice that was served upon all the stockholders of the Buckingham Transportation, Inc. and said notice was given in the manner provided by law.

IN WITNESS WHEREOF, We have hereunto signed this Certificate as President and Secretary, respectively, of the said Buckingham Transportation, Inc. and caused the seal of said Company to be attached thereto.

Earl F. Buckingham

President of Buckingham Transportation, Inc.

Harold D. Buckingham

Secretary of Buckingham Transportation, Inc.

STATE OF SOUTH DAKOTA
County of Pennington

BE IT REMEMBERED, That on this 10th day of July 1939 before me, the undersigned a Notary Public in and for said County and State personally came Earl F. Buckingham and Harold D. Buckingham known to me to be the persons described in and who signed the foregoing Certificate as to the correctness of the foregoing amendment to the Articles of Incorporation of the Buckingham Transportation, Inc. personally known to me to be the President and Secretary, respectively, of said Buckingham Transportation, Inc. and severally acknowledged the execution and signing of same to be their free act and deed for the purposes therein set forth.

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

NOTARY PUBLIC

Geo. W. C. [Signature]
Notary Public.

MY COMMISSION EXPIRES MARCH 1, 1940

NOTE--Said (66) share note required to increase capital stock.

The name of this corporation shall be South Dakota Energy Services

ARTICLE IV

The place where the principal business of this corporation shall be transacted is Rapid City, South Dakota. The principal office address of such principal place of business is 500 East Queen Street, Rapid City, South Dakota. Branch offices may be located at other points within or without the state of South Dakota as provided by law. In addition to Rapid City, South Dakota, official meetings of the stockholders and directors may be held at Sioux Falls, Minnneapolis, Minneapolis, Des Moines, Iowa, Kansas, Lawrence, Kansas, Oklahoma, Oklahoma, Palm Springs, California. Unless otherwise specified in the official notice thereof, any annual meeting of stockholders for election of directors shall be held at Rapid City, South Dakota. Meetings of directors may be held at any of the points specified herein upon proper call and notice thereof or waiver of such notice as may be provided in the Bylaws."

ARTICLE V

The number of directors of this corporation shall be not less than three nor more than eleven, as may be determined by a majority vote of the stockholders at their annual meeting or at any special meeting called for that purpose and the names and residences of the existing board who are to serve as such until the next election of directors and their qualifications are as follows: Herb F. Buckingham, Rapid City, South Dakota; Harold L. Buckingham, Rapid City, South Dakota; Ward F. Schwan, Rapid City, South Dakota; Leonard L. Haney of Des Moines, Iowa, and Jack Crism of Des Moines, Iowa."

ARTICLE VI

PARAGRAPH 1. The capital stock of this corporation shall be divided into 1,500,000 shares of the par value of \$1.00 per share, of which 1,000,000 shares shall be a class designated Class A Common Stock (the "Class A Stock") and 500,000 shares shall be a class designated Class B Common Stock (the "Class B Stock").

PARAGRAPH 2. The preferences and voting powers or restrictions or qualifications thereof in respect of each class of capital stock are:

(a) The Class A Stock and the Class B Stock shall be in all respects identical, and the respective holders of shares of each class shall be entitled to participate in any dividend, reclassification, merger, consolidation, reorganization, recapitalization, liquidation, dissolution or winding up of the affairs of the corporation, share for share, without priority or other distinction between classes, except as follows: No dividend payable in cash or in any other medium (including shares of the corporation other than shares of Class A Stock or Class B Stock) may be declared on either class unless a dividend is concurrently declared on the other class payable in the same medium, at the same time and at such rate per share that the dividend then declared upon each share of Class A Stock will be twenty times as large as the dividend then declared upon each share of Class B Stock. No dividend payable in Class B Stock may be declared on the Class A Stock; no dividend payable in Class A Stock may be declared on the Class B Stock; no dividend payable in shares of either class may be declared on the shares of such class unless concurrently a dividend is declared on the shares of the other class then outstanding, if any, payable in shares of such other class at the same time and at the same rate per share; and no split-up, combination or other reclassification of the shares of either class into a different number of shares of such class shall be made unless a split-up, combination or other reclassification of the shares of the other class then outstanding, if any, into a different number of shares of such other class is made at the same time and at the same rate per share.

(b) Each holder of shares of Class A Stock and Class B Stock shall have one vote per share on each matter submitted to a vote of the stockholders and in all elections for directors may cast the whole number of his votes for one candidate or distribute them upon two or more candidates, as he may prefer. No amendment to the Articles of Incorporation of the corporation which would (i) create, (ii) increase the authorized number of shares of, or (iii) change the designations, or preferences, or voting powers or restrictions or qualifications thereof, of any class of capital stock of the corporation shall be adopted except upon receiving the affirmative vote of the holders of at least two-thirds of the shares of Class A Stock then outstanding and at least two-thirds of the shares of Class B Stock then outstanding.

(c) Shares of Class B Stock shall be convertible, at the option of the respective holders thereof, into fully paid and non-assessable shares of Class A Stock, share for share, at the election and in the amounts specified as follows:

100% per share

any time prior July 31, 1966, to any of the years 1963-1965, inclusive, and the remaining shares of Class B Stock at any time after July 31, 1966, provided that if the number of shares of Class B Stock at any time outstanding shall be subdivided into a greater or combined into a lesser number of shares of Class B Stock, or increased by reason of a dividend paid in shares of Class B Stock, the holder of shares of Class B Stock which shall have become convertible prior to such subdivision, combination or share dividend (less the number of shares of Class A Stock therefor converted), as well as the additional number of shares of Class B Stock to become convertible in accordance with the foregoing table after such subdivision, combination or share dividend, shall be increased or decreased, as the case may be, in proportion to the increase or decrease in the number of shares of Class B Stock outstanding as a result of such subdivision, combination or share dividend. Subject to the foregoing limitations, shares of Class B Stock may be converted, in the order of tender to and receipt by the corporation of certificates evidencing such shares of Class B Stock, upon surrender to the corporation (at the office of any transfer agent for the Class B Stock or at such other place, if any, as the board of directors shall determine) for cancellation of the certificates for the Class B Stock so to be converted. No allowance shall be made for cash dividends permitted by the provisions of subparagraph (a) of this Paragraph 2 in connection with such conversion. Shares of Class B Stock surrendered to the corporation for conversion shall be permanently retired and shall not be re-issued. The corporation shall at all times reserve and keep available for issuance upon such conversion the full number of shares of Class A Stock deliverable upon conversion of all shares of Class B Stock from time to time outstanding.

(d) Except for the conversion rights of holders of Class B Stock expressly provided for in subparagraph (c) of this Paragraph 2, no holder of shares of Class A Stock or Class B Stock shall have any preemptive right to subscribe for or acquire additional shares of the corporation of any class, or any other securities convertible into or evidencing or accompanied by any right to subscribe for, purchase or acquire shares of any class of the corporation, whether now or hereafter authorized.

Upon the taking effect of this amendment, the 5,000 issued and outstanding shares of capital stock of no par value of this corporation shall be automatically reclassified and changed by this amendment (without any further act of the corporation or its stockholders) into 250,000 shares of Class B Stock, \$1.00 par value."

ARTICLE VII.

The liability of each stockholder for any indebtedness of this corporation shall be limited to the sum remaining unpaid on his capital stock."

"RESOLVED that Article VIII of the Articles of Incorporation be repealed in its entirety."

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

HAROLD D. BUCKINGHAM, being first duly sworn,
deposes and says that.

1. He is the duly elected, qualified and
acting Secretary of Buckingham Transportation,
Inc., a South Dakota corporation.

2. On April 24, 1959, he caused to be
deposited in the United States mail, first class
postage prepaid, in Chicago, Illinois, a copy of
the notice and exhibit thereto attached to this
affidavit as Exhibit A, addressed to each of the
holders of outstanding capital stock of no par
value of said corporation.

Harold D. Buckingham
Harold D. Buckingham

Subscribed and sworn to
before me, this 24 day
of April, 1959.

Marion Rogers
Notary Public

My Commission Expires:

March 4, 1961

BUFFINGTON TRANSPORTATION, INC.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Notice is hereby given that, pursuant to order of a majority of the Directors, a special meeting of the stockholders of Buffington Transportation, Inc. will be held at the office of the corporation in Rapid City, South Dakota, on Wednesday, the 25th day of June, 1959, at 10:00 o'clock a.m. for the purpose of considering proposed amendments to the Articles of Incorporation of the corporation. Said amendments to be substantially in the form accompanying this notice. Among other things, such amendments would increase the authorized capital stock of the corporation from 10,000 shares having no par value to 1,500,000 shares of the par value of \$1.00 per share, of which 1,000,000 shares shall be a class designated Class A Common Stock and 500,000 shares shall be a class designated Class B Common Stock.

Dated April 22, 1959.


Harold D. Buckingham, Secretary

ARTICLE I
OF THE
BYLAWS OF THE
BURLINGTON FREIGHT LINE

WITNESSETH that as a result of the Board of Directors of the Burlington Freight Line, Inc. the following articles have been adopted:

ARTICLE II

The name of this corporation shall be Burlington Freight Line.

WITNESSETH that Article V of the Articles of Incorporation shall be amended to read as follows:

ARTICLE V

The number of directors of this corporation shall be not less than three nor more than 11, as may be determined by a majority vote of the stockholders at their annual meeting or at any special meeting called for that purpose and the names and residences of the existing Board who are to serve as such until the next election of directors and their qualifications are as follows: Earl E. Buckingham, Rapid City, South Dakota; Harold D. Buckingham, Rapid City, South Dakota; and Fred Schwenk, Rapid City, South Dakota.

WITNESSETH that Article VI of the Articles of Incorporation shall be amended to read as follows:

ARTICLE VI

SECTION 1. The capital stock of this corporation shall be divided into 1,000,000 shares of the par value of \$1.00 per share, of which 1,000,000 shares shall be a class designated Class A Common Stock (the "Class A stock") and 100,000 shares shall be a class designated Class B Common Stock (the "Class B stock").

SECTION 2. The qualifications and voting power of the stockholders shall be as follows: (a) In respect of each share of Capital Stock A and

(a) The Class A Stock and the Class B Stock shall be in all respects identical, and the respective holders of shares of each class shall be entitled to participate in any dividend, reclassification, merger, consolidation, reorganization, recapitalization, liquidation, dissolution or winding up of the affairs of the corporation, share for share, without priority or other distinction between classes, except as follows: Dividends payable in cash or in any other medium (including shares of the corporation other than shares of Class A Stock or Class B Stock) may be declared on the Class A Stock. No dividend payable in cash or in any other medium (including shares of the corporation other than shares of Class A Stock or Class B Stock) may be declared on either class unless a dividend is concurrently declared on the other class payable in the same medium, at the same time and at such rate per share that the dividend then declared upon each share of Class A Stock will be twenty times as large as the dividend then declared upon each share of Class B Stock. No dividend payable in Class B Stock may be declared on the Class A Stock; no dividend payable in Class A Stock may be declared on the Class B Stock; no dividend payable in shares of either class may be declared on the shares of such class unless concurrently a dividend is declared on the shares of the other class then outstanding, in any, payable in shares of such other class at the same time and at the same rate per share; and no split-up, combination or other reclassification of the shares of either class into a different number of shares of such class shall be made unless a split-up, combination or other reclassification of the shares of the other class then outstanding, in any, into a different number of shares of such other class is made at the same time and at the same rate per share.

(b) Each holder of shares of Class A Stock and Class B Stock shall have one vote per share on each matter submitted to a vote of the stockholders and in all elections for directors may cast the whole number of his votes for one candidate or distribute them upon two or more candidates, as he may prefer. No amendment to the Articles of Incorporation of the corpo-

ration which would (i) create, (ii) increase the authorized number of shares of, or (iii) change the designations, preferences, or voting powers or restrictions or qualifications thereof, of any class of capital stock of the corporation shall be adopted except upon receiving the affirmative vote of the holders of at least two-thirds of the shares of Class A Stock then outstanding and at least two-thirds of the shares of Class B Stock then outstanding.

(c) Shares of Class B Stock shall be convertible, at the option of the respective holders thereof, into fully paid and non-assessable shares of Class A Stock, share for share, at the times and in the amounts specified as follows: 50,000 shares at any time after July 31, 1962, an additional 50,000 shares at any time after July 31 in each of the years 1963-1965, inclusive, and the remaining shares of Class B Stock at any time after July 31, 1966, provided that if the number of shares of Class B Stock at any time outstanding shall be subdivided into a greater or combined into a lesser number of shares of Class B Stock, or increased by reason of a dividend paid in shares of Class B Stock, the number of shares of Class B Stock which shall have become convertible prior to such subdivision, combination or share dividend (less the number of shares of Class B Stock theretofore converted), as well as the additional numbers of shares of Class B Stock to become convertible in accordance with the foregoing table after such subdivision, combination or share dividend, shall be increased or decreased, as the case may be, in proportion to the increase or decrease in the number of shares of Class B Stock outstanding as a result of such subdivision, combination or share dividend. Subject to the foregoing limitations, shares of Class B Stock may be converted, in the order of tender to and receipt by the corporation of certificates evidencing such shares of Class B Stock, upon surrender to the corporation (at the office of any transfer agent for the Class B Stock or at such other place, if any, as the board of directors shall determine) for cancellation of the certificates for the Class B Stock so to be converted. No allowance shall be made for cash dividends permitted by the provisions of subparagraph (a) of this Paragraph 2 in

connecting with such conversion. Shares of Class B Stock surrendered to the corporation for conversion shall be permanently retired and shall not be reissued. The corporation shall at all times reserve and keep available for issuance upon such conversion the full number of shares of Class A Stock deliverable upon conversion of all shares of Class B Stock from time to time outstanding.

(2) Except for the conversion rights of holders of Class B Stock expressly provided for in subparagraph (c) of this Paragraph 2, no holder of shares of Class A Stock or Class B Stock shall have any preemptive right to subscribe for or acquire additional shares of the corporation of any class, or any other securities convertible into or evidencing or accompanied by any right to subscribe for, purchase or acquire shares of any class of the corporation, whether now or hereafter authorized.

Upon the taking effect of this amendment, the 5,796 issued and outstanding shares of capital stock of no par value of this corporation shall be automatically reclassified and changed by this amendment (without any further act of the corporation or its stockholders) into 250,000 shares of Class B Stock, \$1.00 par value.

RESOLVED that Article VII of the Articles of Incorporation be amended to read as follows:

ARTICLE VII

The liability of each stockholder for any indebtedness of this corporation shall be limited to the sum remaining unpaid on his capital stock.

RESOLVED that Article VIII of the Articles of Incorporation be repealed in its entirety.

OK JAH

AMENDMENT TO ARTICLES OF INCORPORATION

OF

Buckingham Freight Lines

We, Ward F. Schwenk and Julian Orner

Vice President and Secretary, respectively, of the Buckingham Freight Lines
a corporation organized and existing under the Laws of the State of South Dakota, hereby certify that said Corporation at a special meeting of the stockholders of said Company held at its office in the city of Denver, State of Colorado on the 3d day of February, 1961, amended Article s I, III, and VI of the Articles of Incorporation, so as to read as follows:

ARTICLE I

The name of this corporation shall be United-Buckingham Freight Lines

ARTICLE III

The place where the principal business of this corporation shall be transacted is Rapid City, South Dakota; the Post Office address of such principal place of business is 900 East Omaha Street, Rapid City, South Dakota; but branch offices may be located at other points within or without the State of South Dakota as provided by law. In addition to Rapid City, South Dakota, official meetings of the stockholders and Board of Directors may be held at Chicago, Illinois; Minneapolis, Minnesota; Des Moines, Iowa; Omaha, Nebraska; Denver, Colorado; Billings, Montana; Palm Springs, California; or Spokane, Washington. Unless otherwise specified in the official notice thereof the annual meeting of stockholders for election of directors shall be held at Rapid City, South Dakota. Meetings of directors may be held at any of the points specified herein upon proper call and notice thereof or waiver of such notice as may be provided in the By-Laws.

ARTICLE VI

PARAGRAPH 1. The capital stock of this corporation shall be divided into 3,500,000 shares of the par value of \$1.00 per share of which 2,000,000 shares shall be of a class designated Class A Common Stock (the "Class A Stock") and 1,500,000 shares shall be of a class designated Class B Common Stock (the "Class B Stock"). The Class B Stock shall be divided into ten series designated Series B-1, Series B-2, Series B-3, Series B-4, Series B-5, Series B-6, Series B-7, Series B-8, Series B-9 and Series B-10, each such series to consist of 150,000 shares of Class B Stock. The Class A Stock and the Class B Stock are sometimes herein referred to collectively as Common Stock.

PARAGRAPH 2. The preferences and voting powers or restrictions or qualifications thereof in respect of each class of Common Stock are:

(a) The Class A Stock and the Class B Stock shall be in all respects identical, and the respective holders of shares of each such class shall be entitled to participate in any dividend, reclassification, merger, consolidation, reorganization, recapitalization, liquidation, dissolution or winding up of the affairs of the corporation, share for share, without priority or other distinction between classes, except as follows: no dividend payable in cash or in any other medium (including shares of the corporation other than shares of Class A Stock or Class B Stock) may be declared on either class unless a dividend is concurrently declared on the other class payable in the same medium, at the same time and at

250,000 - 300,000

10-000-1-1-1-1

198,188 (1984) was in the amount of \$1,111,000. Page A was acquired, being more than two-thirds of the total, through the purchase of the stock of the company.

The federal entities that had been given notice of the proposed amendment had been given and it was noted that the notice was also being served upon all the stakeholders of the Bill.

B. C. Rajan [PLAINT] 10/26/2017

[illegible]

1. WILLIAM WILSON, Chairman, and JOHN W. WILSON, Secretary, respectively.

BUCKINGHAM AIRFIELD

where $\mathbf{A} = \mathbf{A}(\mathbf{r})$ is the vector potential, \mathbf{r} is the position vector, and $\mathbf{r} \cdot \nabla$ is the scalar product of the vector \mathbf{r} and the gradient operator ∇ .

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... Maritime Freight Lines ...

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RECEIVED: JANUARY 17, 1968

1961 October 1961

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1991 *Journal of Interpersonal Violence* 6(1): 103-113

1. The following information was obtained from the records of the
Birmingham Heights Lines:

Witness my hand and the seal of the said County of Buckingham, this 14th day of March, 1944.

 Clerk of the Peace

Witness my hand and the seal of the said County of Buckingham, this 14th day of March, 1944.

 Clerk of the Peace

THE UNIVERSITY OF CHICAGO LIBRARY

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED DATE 08-21-2001 BY 60322 UCBAW/STP/STP

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SECRET

1. $\text{CH}_3\text{COCH}_3 + \text{H}_2\text{O} \rightleftharpoons \text{CH}_3\text{C(OH)}_2\text{CH}_3$ $K = 1.5 \times 10^{-4}$

Article VI continued

Upon the taking effect of this amendment, the 150,000 issued and outstanding shares of Class B Stock shall be automatically reclassified and changed by this amendment without further act of the corporation or its stockholders into a like number of shares of Class B Stock, ratably in series, provided however that no fractional shares will be issued in the reclassification provided for by this amendment and, upon the reclassification, the fractional shares of each of the ten series of Class B Stock to which a stockholder may be entitled shall be combined and if, upon such combination, the total thereof represents one or more full shares, such full shares shall be issued to such stockholder as additional shares of Series B-1. Any remaining fractional shares resulting from the reclassification herein provided for shall be combined and issued and delivered to one or more persons designated by the corporation as Fractional Share Agents of the stockholders and each stockholder otherwise entitled to receive a fractional share shall have an opportunity to instruct the Fractional Share Agents, as his agent and for his account, either to purchase the additional fractional share required for one whole share or to sell his fractional interest (either by specific instruction or in the absence of an instruction within the time specified) and remit the proceeds to such stockholder.

BUCKINGHAM FREIGHT LINES
800 EAST OMAHA

RAPID CITY, SOUTH DAKOTA

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

February 3, 1961

TO THE STOCKHOLDERS OF
BUCKINGHAM FREIGHT LINES

Notice is hereby given that a Special Meeting of Stockholders of Buckingham Freight Lines, a South Dakota corporation, will be held in the Argonaut Hotel, 233 East Colfax Avenue, Denver, Colorado, on February 3, 1961, at 10:30 a.m., Mountain Standard Time, for the following purposes:

1. To consider and act upon a proposal to amend the Articles of Incorporation of Buckingham Freight Lines as follows:

Article VI shall be amended to increase the authorized capital stock of the corporation to three million five hundred thousand (3,500,000) shares of One Dollar (\$1.00) per value per share, of which two million (2,000,000) shares shall be designated Class A Common Stock and one million five hundred thousand (1,500,000) shares shall be designated Class B Common Stock. The Class B Common Stock shall be divided into (10) consecutively numbered series, each such series to consist of one hundred fifty thousand (150,000) shares. Shares of the Class B stock shall be convertible by series at the option of the holders thereof into fully-paid and non-assessable shares of Class A stock, share for share, the first series to become convertible one year after the effective date of this amendment, with the remaining series becoming convertible at one year intervals thereafter, one series each year, in serial order. (Presently Class B stock is convertible into Class A stock on a share for share basis at the rate of 20 per cent per year commencing July 31, 1962). Upon the effective date of this amendment, the two hundred fifty thousand (250,000) issued and outstanding shares of Class B Common Stock shall be automatically divided, without further act or deed, ratably into ten series as herein provided. The remaining provisions of Article VI pertaining to voting power, preferences, restrictions, or qualifications of Class A and Class B common stock, respectively, shall not be affected by the amendment. The purpose of the proposed amendment is to prepare for the merger of United Truck Lines, Inc. into this corporation.

2. Such other and further business as may lawfully come before the meeting.

For information purposes, the South Dakota law requires that notice of **not less than sixty (60) days** be given to stockholders whenever action is to be taken which would result in increasing the authorized capital stock of the company. It is for purposes of compliance with the state law that this notice is given. However, the By-Laws of Buckingham Freight Lines, Article II, Section 4, provides that written or printed notice of meeting "shall be dispatched not less than ten **nor more than fifty (50) days** before that date of the meeting". Consequently, in compliance with the By-Laws, you will receive a second notice of meeting within a few weeks. The second notice will set forth other matters to be considered and acted upon at the meeting and will be accompanied by a Proxy Statement and Proxy for the meeting. Holders of common stock as of date of mailing of this notice are entitled to Notice and to vote at said meeting and any adjournment or adjournments thereof. The transfer books will not be closed.

BY ORDER OF THE BOARD OF DIRECTORS
Harold D. Buckingham, Secretary

DATED: November 30, 1960

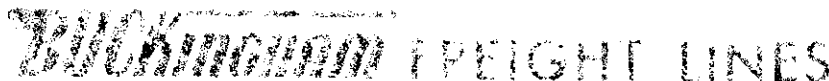
CERTIFICATION

I, Julius Klein, Secretary-Treasurer of Birmingham Freight Lines do hereby certify that the attached notice of special meeting of stockholders for the purpose of increasing the authorized capital stock of said corporation was mailed by United States mail, postage prepaid, on December 11, 1961.

I do further certify that the attached proxy statement and notice of special meeting relating to the approval of the merger agreement with United Fruit Lines, the change of the corporate name, and the amendment to Article III of the Articles of Incorporation was duly transmitted to each stockholder of record of said corporation by United States mail, postage prepaid on December 11, 1961.

In witness whereof I have set my hand and official seal of the corporation this 16th day of October, 1961.

Julius Klein, Secretary-Treasurer



REPORT OF INDOIA. MEETING IN STOCKHOLM
FEBRUARY 3, 1941

1. The Board of Directors of United Bank has approved the following plan of merger, which it has authorized the Board to implement, subject to the approval of the stockholders of United Bank, who must approve the plan by a vote of at least 60 per cent of the shares of United Bank outstanding on the date of the meeting of the stockholders, following the completion of the plan. At present, there are 200,000 shares of United Bank outstanding, which are owned by 1,000 shareholders. The plan provides that the corporation, upon completion of the merger, shall continue to do business as a going concern under the name of United Bank, a New Jersey corporation, and assume the liabilities of United Bank, and that the corporation shall be the owner of all the assets of United Bank, and that the plan shall be subject to the approval of the stockholders of United Bank, who must approve the plan by a vote of at least 60 per cent of the shares of United Bank outstanding on the date of the meeting of the stockholders, following the completion of the plan.

that the Board of Directors of United Buckinghams, Inc. (the "United Buckinghams") has adopted a plan of reorganization (the "Plan") which has been approved by the stockholders of the United Buckinghams, Inc. (the "United Buckinghams Stockholders") and the Plan provides for the reorganization of the United Buckinghams, Inc. into a new corporation (the "New Corporation") which shall be a corporation organized under the laws of the State of New York. The Plan provides for the reorganization of the United Buckinghams, Inc. into a new corporation (the "New Corporation") which shall be a corporation organized under the laws of the State of New York. The Plan provides for the reorganization of the United Buckinghams, Inc. into a new corporation (the "New Corporation") which shall be a corporation organized under the laws of the State of New York.

1. The following are the names of the officials of the Executive and General Employment Services in Birmingham, Alabama: Birmingham Area Office and General Manager of Burt G. Jones and his wife, Dr. Raymond Jones, Secretary, Executive of Birmingham. Both agreements were signed by the General Director of Birmingham, Alabama, September 13, 1960. Copies of which are attached as exhibits 1 and 2, respectively, to the Entry Statement annexed to this report.

OK LHM

EXHIBIT

JOINT AGREEMENT OF MERGER
UNITED TRUCK LINES, INC.
BUCKINGHAM FREIGHT LINES

JOINT AGREEMENT OF MERGER made at Denver, Colorado, this 21st day of November, A.D., 1960, by and between the Board of Directors of UNITED TRUCK LINES, INC. and the Board of Directors of BUCKINGHAM FREIGHT LINES, pursuant to majority vote of each of said Board of Directors.

I.

TERMS OF MERGER

1. On the effective date of this agreement, as hereinafter defined, pursuant to the laws of the States of South Dakota and Washington, United Truck Lines, Inc., hereinafter sometimes referred to as "United", a Washington corporation, shall be forthwith, by virtue hereof, merged into Buckingham Freight Lines, hereinafter sometimes referred to as "Buckingham", a South Dakota corporation, which shall survive the merger and continue its corporate existence under the laws of South Dakota. On said effective date of this agreement, the separate corporate existence of United shall terminate, without further act or deed, and Buckingham, the surviving corporation, shall thereupon, without further transfer, possess all the rights, privileges and franchises possessed by each of the constituent corporations so merged; and all the property, real, personal and mixed, of each of the constituent corporations, and all debts due on whatever account to either of them, including subscriptions for shares and other choses in action belonging to either of them, shall be taken and be deemed to be transferred to and invested in such surviving corporation without further act or deed; and the

surviving corporation shall be responsible for all the liabilities and obligations of each of the merged constituent corporations, in the same manner as if such surviving corporation had itself incurred such liabilities or obligations; but the liabilities of each of the constituent corporations to the merger, or of their shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof, or of any persons dealing with such constituent corporations be impaired by such merger, and any claim existing or action or proceeding pending by or against any of such constituent corporations may be prosecuted to judgment as if such merger had not taken place, or the surviving corporation may be proceeded against or substituted in its place.

2. On the effective date of this agreement, or within a reasonable time thereafter, the shareholders of United will surrender their stock in that corporation to Buckingham, or its authorized agent for transfer, and receive in exchange therefore, shares of the Class B common stock of Buckingham issued equally from each series of Class B stock, as hereinafter described. The aggregate amount of Buckingham Class B common stock to be issued to the shareholders of United shall bear the same ratio to the total number of shares of Buckingham Class A and B stock issued and outstanding on the effective date of the merger as the net worth of United bears to the net worth of Buckingham immediately prior to said effective date; provided, however, that the shareholders of United shall receive an amount of Buckingham Class B stock which is not less than sixty (60) percent of the total number of shares of Buckingham Class A and B stock which are issued and outstanding immediately following the merger. Individual shareholders of United will receive Buckingham Class B common stock pro rata according to their proportional shareholdings in United as of the effective date of

the merger.

3. For purposes of the issue of Buckingham Class B common stock to the shareholders of United as provided for in paragraph (2), the relative net worth of the constituent corporations shall be determined according to the following formulae:

i - As of September 30, 1960, the value of Buckingham's intangible assets, including operating authorities, franchises, permits, good will and organizational expenses, shall be valued at One Million Dollars (\$1,000,000). United's corresponding intangible assets as of September 30, 1960, shall bear the same ratio to One Million Dollars (\$1,000,000) as the gross operating revenues of United, including the gross operating revenue of its operating subsidiary, Miller & Brown, Ltd., for the twelve month period preceding that date, bear to the gross operating revenue of Buckingham, including the gross revenues of Cooper Transport, Ltd., Buckingham Express and Buckingham Transfer, Inc., for the same twelve month period, the last two companies included because of expected acquisition, though not now subsidiaries or affiliates. The gross operating revenues referred to herein shall consist of proper credits to the Interstate Commerce Commission prescribed accounts numbered 3100, 3110 and 3120, and any subdivisions thereof, less any proper debits to such numbered accounts or any subdivisions thereof. Any intangibles acquired by either of the constituent corporations after September 30, 1960, but prior to the effective date of this agreement, except intangibles which Buckingham may acquire from Buckingham Express or Buckingham Transfer, Inc., shall be valued at cost.

ii - The value of the tangible assets of Buckingham and United

including the tangible property of the subsidiaries of each, shall be determined by physical appraisal. This appraisal is to be made promptly after the effective date of an order of the Interstate Commerce Commission approving the merger. In the event of the failure of the management of each of the constituent corporations to agree mutually on the value of any item or items subject to said physical appraisal, the appraisal of such item or items shall be referred to an appraiser or appraisers to be agreed upon by each constituent corporation, whose appraisal shall be binding upon both corporations; and if the management of Buckingham and United cannot mutually agree on an appraiser or appraisers, then the management of each corporation shall appoint one appraiser. If the two appraisers thus appointed cannot agree on the value of any item or items referred to them, then the two appraisers shall select a third appraiser, and the value fixed by a majority of the three appraisers shall be binding upon both of the constituent corporations. The cost of such appraisal or appraisals shall be borne equally between Buckingham and United.

iii - Subject to the provisions of subparagraphs (i) and (ii) above, the net worth of each constituent corporation and its subsidiaries shall be determined by a balance sheet of each corporation showing the financial condition of the corporation as of the end of the calendar month preceeding the effective date of the order of the Interstate Commerce Commission approving the merger, each corporation's balance sheet to be audited by a firm of accountants agreeable to the other corporation. The cost of such audit shall be borne by the corporation audited. The balance sheets required herein shall disclose all known assets and liabilities of each corporation, but should there develop undisclosed or concealed assets or liabilities, the balance sheet of the corporation having such assets or liabilities shall

be adjusted to reflect the amount of any changes in its net worth.

iv - With respect to any adjustments to be made in the net worth of either of the constituent corporations on account of undisclosed assets or liabilities, if as a result of said adjustments, the shareholders of United are entitled to additional shares of Buckingham Class B common stock, such shares shall be issued to them; but if the adjustment results in the stockholders of United having received more shares of Buckingham stock than they were entitled to, then said shareholders shall surrender the excess shares to Buckingham; provided, however, that no adjustments shall be made with respect to the balance sheet of either constituent corporation unless the aggregate net adjustment exceeds Five Thousand Dollars (\$5,000) and claims therefor shall have been made within four years from the effective date of this agreement; and provided further, that adjustment may be deferred until the final determination of contested claims. To insure the performance by the shareholders of United of their obligation to surrender shares of Buckingham stock as a result of any adjustment provided for in this subparagraph, the management of United shall cause ten thousand (10,000) shares of Buckingham stock due to said shareholders as a result of the merger to be held in escrow on a pro rata basis for the account of the respective shareholders of United for the aforesaid period of four (4) years or such further time as is required to make the adjustments referred to herein.

4. As of the effective date of this agreement, the Articles of Incorporation of Buckingham shall be amended as follows:

i - Article I shall be amended to change the name of the corporation to "UNITED-BUCKINGHAM FREIGHT LINES".

ii - Article III shall be amended to provide that official meetings

of the stockholders and Board of Directors may be held at Spokane, Washington, in addition to the several places now named in said Article.

iii - Article VI shall be amended to increase the authorized capital stock of the corporation to three million five hundred thousand (3,500,000) shares of One Dollar (\$1.00) par value per share, of which two million (2,000,000) shares shall be designated Class A common stock and one million five hundred thousand (1,500,000) shares shall be designated Class B common stock. The Class B common stock shall be divided into ten (10) consecutively numbered series, each such series to consist of one hundred fifty thousand (150,000) shares. Shares of the Class B stock shall be convertible by series at the option of the holders thereof into fully-paid and non-assessable shares of Class A stock, share for share, the first series to become convertible one year after the effective date of this amendment, with the remaining series becoming convertible at one year intervals thereafter, one series each year, in serial order. Upon the effective date of this amendment, the two hundred fifty thousand (250,000) issued and outstanding shares of Class B common stock shall be automatically divided, without further act or deed, ratably into ten series as herein provided. The remaining provisions of Article VI pertaining to voting power, preferences, restrictions or qualifications of Class A and B common stock, respectively, shall not be affected by the amendment.

5. Until the effective date of this agreement, Buckingham and United shall each conduct its business substantially in the same manner as that business is now operated, and shall not incur any expense, indebtedness or liability except in the ordinary course of business or except expenses reasonably required for the consummation of the merger. Pending the

effective date of this agreement, neither Buckingham nor United is to sell, dispose of, or encumber any of its properties or assets except in the ordinary course of business; neither corporation is to pay or agree to pay any bonus or special compensation or special remuneration of any kind except pursuant to existing agreements or at rates currently in effect; neither corporation shall declare or pay any dividend in excess of the amounts heretofore established by custom; nor shall either corporation issue or sell any shares of its own stock or grant any options or rights to acquire any shares of its stock; and each corporation shall in good faith carry on its business in such manner as is deemed to be in the best interest of the merged and surviving corporation. Buckingham and United each agrees that until the effective date of this agreement it will continue the operations now conducted under its authorities in full compliance with its responsibilities to the public and its duties as a common carrier, to the end that its property or service will not deteriorate.

6. The current pension plan covering the employees of Buckingham is to be continued in effect and, on the effective date of this agreement, shall cover all employees who qualify under the plan subsequently employed or becoming eligible. The pension plan covering the employees of United is to be continued in full force and effect with respect to those employees; provided that if the Commissioner of Internal Revenue requires the consolidation of said plans that such consolidation shall be made under the rules and regulations of the Internal Revenue Service.

7. On the effective date of the merger, Buckingham will make available to John Manlowe, the controlling stockholder of United and prospectively the holder of a majority of the outstanding capital stock of the surviving

corporation, the written resignations of those Buckingham directors and officers as shall be designated by said John Hanlowe. As soon as is practicable thereafter a special meeting of the Board of Directors of the surviving corporation shall be held at which time the vacancies created by the resignations of directors shall be filled according to the By-Laws of the corporation.

II.

CONDITIONS OF MERGER

1. This merger shall not become effective unless and until each of the following conditions occurs or is satisfied:

i - The Interstate Commerce Commission has issued an order authorizing the merger and the acquisition of Buckingham Class B common stock by the stockholders of United, and the transaction shall have been approved by the regulatory bodies of each of the states in which Buckingham and United are operating where the approval of said state regulatory body is necessary.

ii - The Commissioner of Internal Revenue has issued a ruling to the effect that the proposed merger is a "reorganization" in the form of a statutory "merger" within the meaning of the Internal Revenue Code; that in the consummation of the plan of merger adopted herein no gain or loss shall be recognized to either Buckingham or United, their subsidiaries, or their respective shareholders.

iii - This Joint Agreement of Merger has been adopted and approved by the shareholders of Buckingham and United, at separate meetings thereof, duly called in the manner provided by the laws of South Dakota and Washington, such adoption to be by an affirmative vote of at least two-thirds of the issued and outstanding shares of each class of Buckingham common stock

(Classes A and B) and by at least two-thirds of the total issued and outstanding common stock of United.

2. If John Manlowe should de cease prior to the effective date of this agreement, then the merger shall be abandoned and this agreement shall be terminated.

3. The joint agreement shall be filed with proper governmental authorities in the States of South Dakota and Washington upon compliance with these conditions.

III.

ADOPTION OF AGREEMENT

Buckingham and United shall each forthwith cause special meetings of their shareholders to be called for the purpose of voting for the adoption of this agreement. The Buckingham shareholders' meeting shall be called for the further purpose of voting for the adoption of the amendments to the Articles of Incorporation of Buckingham required by this agreement, copies of which amendments are attached hereto as Exhibits "A" through "C", and are hereby made a part of this agreement. The meeting of the shareholders of Buckingham is to be held at Denver, Colorado, on February 3, 1960, at 10:30 A.M., and the meeting of the shareholders of United will be held at Spokane, Washington, on November 21, 1960, at 10:00 A.M. At each of such meetings, this Joint Agreement must be approved and adopted by an affirmative vote of at least two-thirds of all the shareholders of each corporation, and, in the case of Buckingham, the agreement must be adopted by the vote of two-thirds of the outstanding shares of Class A common stock and two-thirds of the outstanding shares of Class B common stock voting

separately. The fact of such adoption by the shareholders of each of the constituent corporations shall then be separately certified hereunder by the Secretaries of Buckingham and United, and this agreement, so adopted and certified, shall be signed by the President and Secretary of each of the constituent corporations and acknowledged by the President of each of such corporations.

IV.

EFFECTIVE DATE

The effective date of this JOINT AGREEMENT OF MERGER shall be that date when, all the terms and conditions specified herein having been complied with and satisfied, a copy hereof, duly signed, adopted, certified and acknowledged as provided for in III above and in conformity with the laws of South Dakota and Washington, shall be filed for record with the Secretary of the State of South Dakota, a duplicate copy hereof, similarly signed, adopted, certified and acknowledged, having been concurrently filed for record with the Secretary of the State of Washington.

IN WITNESS WHEREOF, the members of the Boards of Directors of United and Buckingham have hereunto set their hands and seals this 21st day of November, 1960, A.D., 1960.

<u>W. B. Birmingham</u>	Director	<u>W. B. Birmingham</u>	Director *
<u>Ward F. Schuck</u>	Director	<u>W. B. Birmingham</u>	Director
<u>W. B. Birmingham</u>	Director	<u>W. B. Birmingham</u>	Director
<u>W. B. Birmingham</u>	Director	<u>W. B. Birmingham</u>	Director
<u>W. B. Birmingham</u>	Director	<u>W. B. Birmingham</u>	Director
<u>W. B. Birmingham</u>	Director	<u>W. B. Birmingham</u>	Director
<u>W. B. Birmingham</u>	Director	<u>W. B. Birmingham</u>	Director

OF UNITED TRUCK LINES, INC.

* Buckingham Freight Lines, Director

Wm. Baker Director
Wm. Cooper Director
Director

OF BUCKINGHAM FREIGHT LINES

CERTIFICATE

I, H. D. Buckingham, Secretary of Buckingham Freight Lines, a corporation organized under the laws of the State of South Dakota, hereby certify that the above and foregoing JOINT AGREEMENT OF MERGER was adopted by the shareholders of said corporation at a special meeting thereof held at Denver, Colorado, on the 3rd day of February, A.D. 1961, at 10:30 o'clock, A. M.

I further certify that on the date of said vote there were issued and outstanding 250,000 shares of Class A common stock and 250,000 shares of Class B common stock of said corporation and no more, being all of the outstanding capital stock of said corporation, and that the vote by which said JOINT AGREEMENT OF MERGER was adopted was 198,388 votes of Class A common stock in favor thereof and 300 votes against, and 238,750 votes of Class B common stock in favor thereof and 00 votes against, being more than two-thirds of each class of the stock of said corporation voting in favor of said agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of the said corporation to be affixed hereto, this 3rd day of Feb, A.D., 1961.

H. D. Buckingham
Secretary
BUCKINGHAM FREIGHT LINES

(SEAL)

CERTIFICATE

I, Helen Maslow, Secretary of United Truck Line, Inc., a corporation organized under the laws of the State of Washington, hereby certify that the above and foregoing JOINT AGREEMENT OF MERGER was adopted by the shareholders of said corporation at a special meeting thereof held at Spokane, Washington, on the 21st day of November, A.D., 1960, at 10:00 o'clock A. M.

I further certify that on the date of said vote there were issued and outstanding 3,950 shares of common stock of said corporation and no more, being all the outstanding capital stock of said corporation, and that the vote by which said JOINT AGREEMENT OF MERGER was adopted was 3,950 votes in favor thereof and None votes against, being more than two-thirds of the stock of said corporation voting in favor of said agreement.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of the said corporation to be affixed hereto, this 21st day of November, A.D., 1960.

Helen Maslow
Secretary
UNITED TRUCK LINES, INC.

(CORPORATE SEAL)

IN WITNESS OF THE WITHIN JOINT AGREEMENT OF MERGER we have hereunto set our hands and seals this 21st day of November, A.D., 1960.

W. J. Buckingham
President, BUCKINGHAM FREIGHT LINES

W. J. Buckingham
Secretary, BUCKINGHAM FREIGHT LINES

W. J. Buckingham
President, UNITED TRUCK LINES, INC.

Helen Maslow
Secretary, UNITED TRUCK LINES, INC.

STATE OF SOUTH DAKOTA)
COUNTY OF PENNINGTON) SS:

BE IT REMEMBERED, That on this 21st day of November, A.D., 19 60, before me, C. M. Coleman, a Notary Public in and for said County and State, personally came EARL F. BUCKINGHAM, who first being duly sworn on his oath deposed and acknowledged that he is the person who signed the above and foregoing JOINT AGREEMENT OF MERGER as President of Buckingham Freight Lines and that said JOINT AGREEMENT OF MERGER truly prescribes the terms and conditions of merger between Buckingham Freight Lines and United Truck Lines, Inc. and the mode of carrying the same into effect.

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

C. M. Coleman
Notary Public

(SEAL)

My Commission Expires MY COMMISSION EXPIRES JANUARY 31, 1961

STATE OF WASHINGTON)
COUNTY OF SPOKANE) SS:

BE IT REMEMBERED, That on this 21st day of November, A.D., 19 60, before me John Manlowe, a Notary Public in and for said County and State, personally came JOHN MANLOWE, who first being duly sworn on his oath deposed and acknowledged that he is the person who signed the above and foregoing JOINT AGREEMENT OF MERGER as President of United Truck Lines, Inc. and that said JOINT AGREEMENT OF MERGER truly prescribes the terms and conditions of merger between Buckingham Freight Lines and United Truck Lines, Inc. and the mode of carrying the same into effect.

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

Ronald E. Agostini
Notary Public

(SEAL)

My Commission Expires April 21, 1963

EXHIBIT "B"
TO JOINT AGREEMENT OF MERGER

ARTICLE I

The name of this Corporation shall be

UNITED-BUCKINGHAM FREIGHT LINES

EXHIBIT "C"
TO JOINT AGREEMENT OF MEMBERS

ARTICLE III

The place where the principal business of this corporation shall be transacted is Rapid City, South Dakota; the Post Office address of such principal place of business is 800 East Omaha Street, Rapid City, South Dakota; but branch offices may be located at other points within or without the State of South Dakota as provided by law. In addition to Rapid City, South Dakota, official meetings of the stockholders and Board of Directors may be held at Chicago, Illinois; Minneapolis, Minnesota; Des Moines, Iowa; Omaha, Nebraska; Denver, Colorado; Billings, Montana; Palm Springs, California, or Spokane, Washington. Unless otherwise specified in the official notice thereof the annual meeting of stockholders for election of directors shall be held at Rapid City, South Dakota. Meetings of directors may be held at any of the points specified herein upon proper call and notice thereof or waiver of such notice as may be provided in the By-Laws.

EXHIBIT "A"
TO JOINT AGREEMENT OF MERGER

ARTICLE VI

Paragraph 1. The capital stock of this corporation shall be divided into 3,500,000 shares of the par value of \$1.00 per share of which 2,000,000 shares shall be of a class designated Class A Common Stock (the "Class A Stock") and 1,500,000 shares shall be of a class designated Class B Common Stock (the "Class B Stock"). The Class B Stock shall be divided into ten series designated Series B-1, Series B-2, Series B-3, Series B-4, Series B-5, Series B-6, Series B-7, Series B-8, Series B-9, and Series B-10, each such series to consist of 150,000 shares of Class B Stock. The Class A Stock and the Class B Stock are sometimes herein referred to collectively as Common Stock.

Paragraph 2. The preferences and voting powers or restrictions or qualifications thereof in respect of each class of Common Stock are:

(a) The Class A Stock and the Class B Stock shall be in all respects identical, and the respective holders of shares of each such class shall be entitled to participate in any dividend, reclassification, merger, consolidation, reorganization, recapitalization, liquidation, dissolution or winding up of the affairs of the corporation, share for share, without priority or other distinction between classes, except as follows: no dividend payable in cash or in any other medium (including shares of the corporation other than shares of Class A Stock or Class B Stock) may be declared on either class unless a dividend is concurrently declared on the other class payable in the same medium, at the same time and at such rate per share that the dividend then declared upon each share of Class A Stock will be twenty times as large as the dividend declared upon each share of Class B Stock. No dividend payable in Class B Stock may be declared on the Class A Stock: no dividend payable in Class A Stock may be declared on the Class B Stock: no dividend payable in shares of either class may be declared on the shares of such class unless concurrently a dividend is declared on the shares of the other class then outstanding, if any, payable in shares of such other class at the same time and at the same rate per share: and no split-up, combination or other reclassification of the shares of either class into a different number of shares of such class shall be made unless a split-up, combination or other reclassification of the shares of the other class then outstanding, if any, into a different number of shares of such other class is made at the same time and at the same rate per share. Any dividend on any series of Class B Stock payable in shares of Class B Stock shall be payable in shares of the same series, and any split-up, combination or other reclassification of Class B Stock shall be effected ratably by series.

(b) Each holder of shares of Class A Stock and Class B Stock shall have one vote per share on each matter submitted to a vote of the stockholders and in all elections for directors may cast the whole number of his votes for one candidate or distribute them upon two or more candidates, as he may prefer. No amendment of the

Articles of Incorporation of the corporation which would (i) create, (ii) increase the authorized number of shares of, or (iii) change the designations, preferences or voting powers or restrictions or qualifications thereof, of any class of capital stock of the corporation shall be adopted except upon receiving the affirmative vote of the holders of at least two-thirds of the shares of Class A Stock then outstanding and at least two-thirds of the shares of the Class B Stock then outstanding.

(c) Shares of Class B Stock shall be convertible by series at the option of the respective holders thereof into fully-paid and nonassessable shares of Class A Stock, share for share, as follows: (i) shares of Series B-1 on and after a date twelve months from the date on which these amendments shall take effect (the "Effective Date"); (ii) shares of Series B-2 on and after a date twenty-four months from the Effective Date; (iii) shares of Series B-3 on and after a date thirty-six months from the Effective Date; (iv) shares of Series B-4 on and after a date forty-eight months from the Effective Date; (v) shares of Series B-5 on and after a date sixty months from and after the Effective Date; (vi) shares of Series B-6 on and after a date seventy-two months from and after the Effective Date; (vii) shares of Series B-7 on and after a date eighty-four months from and after the Effective Date; (viii) shares of Series B-8 on and after a date ninety-six months from and after the Effective Date; (ix) shares of Series B-9 on and after a date one hundred and eight months from and after the Effective Date; and (x) shares of Series B-10 on and after a date one hundred and twenty months from and after the Effective Date.

(d) Shares of Class B Stock issued for cash or property, shall be issued ratably by series; provided however that, to avoid issuance of fractional shares in any series, the aggregate of any such fractional shares otherwise issuable shall be combined and shall be issued as shares of Series B-1.

(e) Except for the conversion rights of holders of Class B Stock expressly provided for in subparagraph (c) of this paragraph 2, no holder of shares of Common Stock shall have any preemptive right to subscribe for or acquire additional shares of the corporation of any class, or any other securities of the corporation convertible into or evidencing or accompanied by any right to subscribe for, purchase or acquire shares of any class of the corporation, whether now or hereafter authorized.

Upon the taking effect of this amendment, the 250,000 issued and outstanding shares of Class B Stock shall be automatically reclassified and changed by this amendment (without further act of the corporation or its stockholders) into a like number of shares of Class B Stock, ratably by series; provided however that no fractional shares will be issued in the

reclassification provided for by this Amendment and, upon the reclassification, the fractional shares of each of the ten series of Class B Stock to which a stockholder may be entitled shall be combined, and if, upon such combination, the total thereof represents one or more full shares, such full shares shall be issued to such stockholder as additional shares of Series B-1. Any remaining fractional shares resulting from the reclassification herein provided for shall be combined and issued and delivered to one or more persons designated by the corporation as Fractional Share Agents of the stockholders and each stockholder otherwise entitled to receive a fractional share shall have an opportunity to instruct the Fractional Share Agents, as his agents and for his account, either to purchase the additional fractional share interest required for one whole share or to sell his fractional share interest (either by specific instruction or in the absence of an instruction within the time specified) and remit the proceeds to such stockholder.