



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**S.E.D. 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: March 23, 1988



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Jessie M. Markes*  
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ARTICLES OF INCORPORATION OF  
S. E. D. TRANSPORTATION SERVICES, INC.

We, the undersigned, whose names and address are:

R. Allen Hirst  
E. 1204 Longfellow  
Spokane, WA 99207

Carole Lee Welk  
203 Ridgewood Rd.  
Post Falls, ID 83854

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SECRETARY OF STATE

having associated ourselves for the purpose of forming a corporation under the laws of the State of Idaho, to that end as incorporators hereby adopt the following Articles of Incorporation.

ARTICLE I - Name. The name of the corporation shall be S.E.D. TRANSPORTATION SERVICES, INC.

ARTICLE II - Purpose, Powers and Duration.

(A) Purposes. The purposes of the corporation shall be any and all lawful purposes not specifically prohibited to corporations under the laws of the State of Idaho, and specifically, but not by way of limitation, to engage in the general business of transportation consulting, transportation engineering, transportation by motor vehicle and transportation of water-borne vehicles.

(B) Powers. The corporation shall have all powers not specifically prohibited to corporations by laws of the State of Idaho, including specifically, but not by way of limitation, all powers reasonably necessary or convenient to carry out the purposes set forth in Paragraph (A) of the Article.

(C) Duration. The corporation duration shall be perpetual.

ARTICLE IV - Stock. The corporation shall have authority to issue 100,000 shares with par value of \$1.00 per share, for which payment shall be made at such time and in such manner as the Board of Directors may designate.

ARTICLE V - Initial Business. The corporation shall initially engage in the business of worldwide transportation consulting for common or contract carrier's in intrastate or interstate commerce, foreign and domestic.

ARTICLE VI - Management.

(A) In General. The affairs of the corporation shall be conducted by the Board of directors composed of such number of members, not less than two not more than seven, as the Board shall from time to time designate and by such officers as the Board may from time to time elect or appoint.

(B) Initial Board of Directors. The initial Board of Directors shall be composed of the following:

R. Allen Hirst

Carole L. Welk

who shall serve until the first regular election of directors.

(C) Election of Directors. The Board of Directors shall be elected at the regular annual meeting of stockholders, each member of the Board to serve for a term of one year or until a successor shall be chosen. Vacancies of the Board of Directors, resulting from an increase in the number of directors or otherwise, may be filled by appointment by the Board, pending the next annual meeting of the stockholders.

(D) Officers. The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such other officers as may from time to time be elected by the Board of Directors. Any number of offices may be held by the same person unless the certificate of incorporation or bylaws otherwise provide.

(E) Capital Distribution. The Board of Directors of the corporation may, from time to time, distribute on a pro-rata basis to its shareholders out of the capital surplus of the corporation, a portion of its assets in cash or property.

ARTICLE VII - Indemnification. The corporation shall be authorized to indemnify any person who incurs any loss, cost or expense by reason of the fact that such person is or was an officer, director, employee or agent of the corporation and, except as may be otherwise provided by the bylaws, such indemnification for an officer or director shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE IX - Exemption from Liability. The private property of each and every shareholder, officer and director of the corporation, real or personal, tangible or intangible now owned or hereafter acquired by any of them, is and shall be exempt from all debts and obligations of the corporation of any kind whatsoever, except as set forth by law.

ARTICLE X - Statutory Agent. The corporation hereby appoints as its statutory agent, upon whom may be served any process, notice or demand required or permitted by law to be served on the corporation, Carole Lee Welk, whose address is 203 Ridgewood Rd., Post Falls, Idaho 83854, and who is a bona-fide resident of this state.

ARTICLE XI - Known Place of Business. The known place of business of the corporation is 920 Corbin, Post Falls, Idaho 83854, but other offices and places for conducting business within and without the state Idaho may be established from time to time by the Board of Directors, and meetings of the Board may be held and all business transacted at any of such branch offices, and should the Board of Directors sign minutes of

the meeting, then the signing of the minutes shall have the same effect as if a meeting were held.

IN WITNESS WHEREOF, we the undersigned have executed the within Articles of Incorporation this 14th day of March, 1988.

R Allen Hirst  
R. Allen Hirst

Carole L. Welk  
Carole L. Welk

STATE OF IDAHO       )  
                              )  
COUNTY OF KOOTENAI )       ss.

On this, the 22 day of March, 1988, before me, the undersigned Notary Public, personally appeared R. Allen Hirst and Carole L. Welk, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereto set my hand and official seal.

William Thomas Hedrick  
Notary Public

My commission expires:

4-15-89

I, Carole Lee Welk, having been designated to act as Statutory Agent, hereby consent, on this, the 22 day of March, 1988, to act in that capacity until removed or resignation is submitted in accordance with the Idaho Revised Statutes.

Carole L. Welk