



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

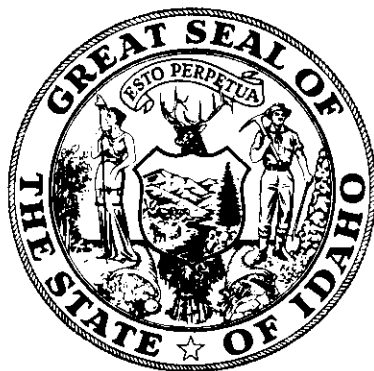
MALLORY TRUCK LINES, INC.

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 _____
MALLORY TRUCK LINES, INC.

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 _____ **January 10** _____, 19**80** .



Pete T. Cenarrusa

SECRETARY OF STATE

Muriel F. Artisch

Corporation Clerk

RECEIVED

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE

MALLORY TRUCK LINES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years, do by these presents, voluntarily associate ourselves together for the purpose of forming a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose.

WE HEREBY SET FORTH, DECLARE AND CERTIFY:

ARTICLE I

NAME

This corporation shall be known as "MALLORY TRUCK LINES, INC.".

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is formed are as follows:

(a) To engage in the business of a common motor carrier, and to offer hauling, and carriage services for freight and goods within our licensed authorization and capabilities; and to generally engage in the business of transporting goods for hire.

(b) To engage in any commercial, industrial or agricultural enterprise, calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho, or such other place or places and states in which the corporation may, from time to time, conducts its business.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform, carry out contracts of every sort and kind, with any person, including the right to become a partner or

1 interested in a joint venture, and to acquire
2 and take over the good will, property, rights,
3 franchises, and assets of every kind, and
4 liabilities of any person, firm, association
or corporation, either wholly or in part, and
to pay for the same in cash, stocks, bonds of
the corporation, or otherwise.

5 (d) To organize or cause to be organized under
6 the laws of any state of the United States, or
7 the District of Columbia, or of any territory,
8 dependency, or possession of the United States,
9 or of any foreign country, a corporation or
10 corporations for the purpose of transacting,
11 promoting or carrying on any or all of the
objects or purposes for which this corporation
is organized, and to dissolve, wind up, liquidate,
merge, or consolidate any such corporation or
corporations, or to cause the same to be dissolved,
wound up, liquidated, merged or consolidated.

12 (e) To do all and every thing necessary, suitable,
13 and proper for the accomplishment of any of the
14 purposes or the attainment of any of the objectives,
15 or the furtherance of any of the powers hereinbefore
16 set forth, either alone or in association with
17 other corporations, firms or individuals, and
to do every other act, or acts, thing or things,
incidental or pertinent to or growing out of,
or connected with the foregoing objects or
purposes, or any part or parts thereof, provided
the same be not inconsistent with the laws under
which this corporation is organized.

18 (f) The provisions of these Articles shall be
19 construed as purposes and powers, and each as
20 an independent purpose and power in furtherance
21 of, and not in limitation of, the powers which
22 the corporation may have under present or future
laws of the State of Idaho, and in such states
as the corporation may, from time to time, do
business.

23 (g) To have and to exercise all rights and powers
from time to time granted to a corporation by law.

24 ARTICLE III

25 DURATION

26 The term and existence of this corporation shall be
27 perpetual

28 ARTICLE IV

29 LOCATION OF REGISTERED OFFICE AND AGENT

30 The location and registered office of this corporation
31 shall be 1115 Conant Avenue, Burley, Idaho; the post office address
32 of the corporation is 1115 Conant Avenue, Burley, Idaho 83318;

1 the registered agent of this corporation shall be Larry Mallory,
2 1115 Conant Avenue, Burley, Idaho 83318.

3 ARTICLE V

4 CORPORATE STOCK

5 The total number of shares which the corporation is
6 authorized to issue is two hundred fifty (250) shares of stock
7 with no par value per share.

8 <u>TYPE</u>	<u>COMMON</u>	<u>PAR VALUE</u>
9 Common	250 shares	No par value

10 ARTICLE VI

11 CHARACTERISTICS OF STOCK

12 The holders of the common stock are entitled to all
13 dividends declared by the Board of Directors, each stockholder of
14 common stock of record shall be entitled in all meetings of the
15 corporation or in matters requiring a vote, to one (1) vote for
16 each share of stock standing in his name upon the books of the
17 corporation.

18 The holder of shares of any class of this corporation
19 shall, upon sale by authorization of the corporation, for cash
20 or shares of the same class, have the right, during a reasonable
21 time to be fixed by the Board of Directors, to purchase shares
22 in proportion to their respective holdings of shares of such
23 class, at such price as may be fixed therefore by the Board of
24 Directors, but at not less than par for par value shares.

25 All stock, when fully paid, shall be non-assessable.

26 The corporation may purchase its own stock.

27 ARTICLE VII

28 INCORPORATORS

29 The name and post office address of each of the
30 incorporators are as follows:

31 ---

32 ---

	<u>NAME</u>	<u>ADDRESS</u>
2	Gerald A. Mallory	Box 131, Declo, Idaho 83323
	Larry Mallory	201 Susan Drive, Burley, Idaho 83318
3	Gary Mallory	Declo, Idaho 83323
	Dennis Mallory	Declo, Idaho 83323

5 ARTICLE VIII

6 BOARD OF DIRECTORS

7 The initial Directors of the corporation who shall serve
8 until the first election of Directors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
10	Gerald A. Mallory	Box 131, Declo, Idaho 83323
	Larry Mallory	201 Susan Drive, Burley, Idaho 83318
11	Gary Mallory	Declo, Idaho 83323
	Dennis Mallory	Declo, Idaho 83323

13 The Board of Directors shall consist of at least three
14 (3) Directors, and not more than seven (7), except that if all of
15 the shares of the corporation are owned beneficially and of record
16 by either one or two stockholders, the number of Directors may
17 be less than three, but not less than the number of stockholders.
18 A majority of the Board of Directors shall constitute a quorum
19 for transacting business, and the act of the majority of such
20 quorum of said Board of Directors shall be the act of the Board.
21 The Directors need not be stockholders of the corporation.

22 ARTICLE IX

23 AMENDMENT

24 These Articles of Incorporation may be amended in
25 accordance with the provisions of the statutes of the State of
26 Idaho, then in full force and effect; the power to make and repeal
27 and amend the By-Laws, and adopt new By-Laws, is hereby conferred
28 upon the Directors as well as the shareholders.

29 ARTICLE X

30 No contract or other transaction between this corpora-
31 tion and any other corporation, whether or not the majority of
32 the shares of the capital stock of such corporation are owned by

1 this corporation, and no act of this corporation shall in any way
2 be affected or invalidated by the fact that any of the Directors
3 of this corporation are pecuniarily or otherwise interested in
4 or are Directors or officers of such corporation; any Director,
5 individually, may be a party to or may be pecuniarily or
6 otherwise interested in any contract or transaction and may vote
7 thereon with like force and effect as if he were not so interested.

8 IN WITNESS WHEREOF, we have hereunto set our hands
9 this 9th day of January, 1980.

10 Gerald A. Mallory
11 Gerald A. Mallory

12 Larry Mallory
13 Larry Mallory

14 Gary Mallory
15 Gary Mallory

16 Dennis Mallory
17 Dennis Mallory

18 STATE OF IDAHO)
19) ss.
20 County of Cassia)

21 On this 9th day of January, 1980, before me,
22 the undersigned, a Notary Public in and for said State, personally
23 appeared GERALD A. MALLORY, LARRY MALLORY, GARY MALLORY, and
24 DENNIS MALLORY, known to me to be the persons whose names are
25 subscribed to the within instrument, and acknowledged to me that
26 they executed the same.

27 IN WITNESS WHEREOF, I have hereunto set my hand and
28 affixed my official seal, the day and year in this certificate
29 first above written.

30 Della Mae Johnson
31 Notary Public for Idaho
32 Residing at Burley, Idaho