



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

H & A TRUCKING, 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: November 7, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *George H. Hild*

ARTICLES OF INCORPORATION 38 NOV 7 10 40

OF

H & A TRUCKING, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation shall be H & A TRUCKING, INC.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purpose and objects of this corporation are as follows:

1. to engage in commercial truck transportation of goods and commodities of every type and description.

2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be

necessary, useful or advantageous to this corporation.

3. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in the stock of this corporation,

PROVIDED that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or

rights.

(f) To do any and all of the things in this Article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Idaho Business Corporation Act of the State of Idaho, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE IV

CAPITALIZATION

The aggregate number of shares that the corporation shall have authority to issue is 50,000 shares, consisting of 50,000 shares of common stock, with a par value of TEN (\$10.00) DOLLARS, each.

ARTICLE V

PREEMPTIVE RIGHTS

Shareholders shall not have preemptive rights to acquire additional shares of the corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation shall be 1603 Powers Avenue, City

of Lewiston, County of Nez Perce, State of Idaho. The initial registered agent of the corporation at such address shall be Arthur C. Fee.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three. The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Arthur C. Fee
Hazel A. Fee
Donald C. Adams
1603 Powers Avenue
Lewiston, Idaho 83501

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its Director(s), officer(s) and stockholder(s) and with corporations, associations, firms and entities in which they are or may be or become interested as Director(s), officer(s), shareholder(s), members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such Director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no

such Director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of stockholders who are not Directors and officers of the corporation (but not in the case of stockholders who are not Directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS OR OFFICERS

Each Director or officer now or hereafter serving the corporation, and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a Director or

officer of any other corporation, and the respective heirs, executors and administrators of each of them, shall be indemnified by the corporation against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of his being or having been such Director or officer or by reason of any action alleged to have been taken or omitted by him as such Director or officer, whether or not he is a Director or officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which he shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of his duty as such Director or officer. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or officer may be entitled as a matter of law.

ARTICLE IX
INCORPORATORS


The name and address of the incorporators are:

Arthur C. Fee
Hazel A. Fee
Donald C. Adams
1603 Powers Avenue
Lewiston, Idaho 83501

IN WITNESS WHEREOF, the incorporator(s) has
(have) executed these articles of incorporation in
duplicate on Nov 2, 1988.



Arthur C. Fee



Hazel A. Fee



Donald C. Adams