

# State of Idaho

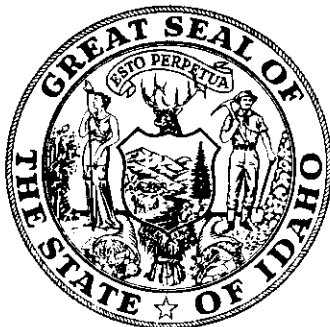
## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of IDA-CAL FREIGHT LINES, INC, an Idaho corporation, into MAY TRUCKING COMPANY, an Idaho corporation, duly executed 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: October 6, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sally J. Clark*

OCT 3 4 23 PM '95

ARTICLES OF MERGER

IDA-CAL FREIGHT LINES, INC. INTO MAY TRUCKING COMPANY

SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to Idaho Business Corporation Act § 30-1-74, the undersigned corporations submit for filing the following Articles of Merger for the purpose of merging **Ida-Cal Freight Lines, Inc.** into **May Trucking Company**.

- FIRST: The Agreement of Merger is attached hereto as Exhibit A.
- SECOND: The respective number of shares outstanding of the constituent corporations are set forth below:

<u>Name of Corporation</u>	<u>Shares Outstanding</u>
May Trucking Company	1,590
Ida-Cal Freight Lines, Inc.	300,000

- THIRD: The number of shares voted for and against the Agreement of Merger by the shareholders of the constituent corporations, respectively, are set forth below:

<u>Name of Corporation</u>	<u>For</u>	<u>Against</u>
May Trucking Company	1,590	0
Ida-Cal Freight Lines, Inc.	300,000	0

MAY TRUCKING COMPANY

Dated: September 29, 1995

By [Signature]  
C. Marvin May, President

Dated: September 29, 1995

By [Signature]  
David R. Jostad, Secretary

IDA-CAL FREIGHT LINES, INC.

Dated: September 29, 1995

By [Signature]  
C. Marvin May, President

Dated: September 29, 1995

By [Signature]  
David R. Jostad, Secretary

IDAHO SECRETARY OF STATE  
10/3/95 9:00:00 AM  
Customer # 20168  
IVC960017009 16384  
CORPORATION MERGER

1 - ARTICLES OF MERGER - IDA-CAL FREIGHT LINES, INC. INTO MAY TRUCKING COMPANY 30.00 = 30.00

## AGREEMENT OF MERGER

Now on this 30th day of June, 1989, May Trucking Company and Ida-Cal Freight Lines, Inc., both Idaho Corporations, pursuant to IC §30-1-71, have entered into the following agreement of merger, effective May 1, 1989.

Witnesseth that:

Whereas, the respective boards of directors of the foregoing named corporations deem it advisable that the corporations merge into a single corporation as hereinafter specified: and,

Whereas, said May Trucking Company, by its certificate of incorporation which was filed in the office of the Secretary of State on July 13, 1966, has an authorized capital stock consisting of 2500 shares of which capital stock 1,590 shares are now issued and outstanding: and,

Whereas, said Ida-Cal Freight Lines, Inc. by its certificate of incorporation which was filed in the office of the Secretary of State on July 17, 1954, has an authorized capital stock consisting of 1,000,000 Class A and 100,000 Class B of which capital stock 300,000 Class A and none of Class B are now issued and outstanding: and,

Whereas, the principal office of said May Trucking Company in the state of Idaho is located in the city of Payette, county of Payette, state of Idaho and the name and address of its resident agent is Blaine F. May, Idaho; and,

Whereas, the principal office of said Ida-Cal Freight Lines, Inc. in the state of Idaho is located in the city of Nampa, county of Canyon, state of Idaho and the name and address of its resident agent is Dave Daniels, Idaho.

Now, therefore, the corporations, parties to this agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

First: May Trucking Company hereby merges into itself. Ida-Cal Freight Lines, Inc., and said Ida-Cal Freight Lines, Inc. shall be and hereby is merged into May Trucking Company, which shall be the surviving corporation.

Second: The certificate of incorporation of May Trucking Company, as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the certificate of incorporation of the corporation surviving this merger.

EXHIBIT A

Third: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows: 710 shares of May Trucking Company common stock shall be issued for each 300,000 of Ida-Cal Freight Lines, Inc. Class A conversion stock issued and outstanding.

Fourth: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Idaho.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

In witness whereof, the parties to this agreement, pursuant to authority duly given by their respective boards of directors have caused these presents to be executed by a majority of the directors of each party hereto, and the corporate seal affixed.