

**FILED**

**ARTICLES OF INCORPORATION  
of**

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**O'Connell Trucking, Inc.**

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned person, acting as incorporator of a corporation organized under the laws of Idaho, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be O'Connell Trucking, Inc.

**ARTICLE II  
SHARES**

The total number of shares, which the corporation shall have authority to issue, is 1,000 shares of no par value stock.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Thomas M. Vasseur  
409 Coeur d'Alene Ave.  
Coeur d'Alene, ID 83814  
(208) 664-4457

**ARTICLE IV  
INCORPORATOR**

The name and address of the incorporator are:

Kari K. Thompson  
Heritage Financial Services  
157 W. Hayden Ave., Suite 204  
Hayden, ID 83835  
(208) 762-7372

IDAHO SECRETARY OF STATE

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## **ARTICLE V INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

2300 W. Hwy 53  
Rathdrum, ID 83858

## **ARTICLE VI PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The name and residence address of the person constituting the initial board of directors is:

Bradley T. O'Connell  
6047 Valley  
Dalton Gardens, ID 83815

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for the monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer or agent that is specifically designated by resolution of the board of directors.

## Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Kari K. Thompson

Heritage Financial Services

Kari K. Thompson, Incorporator

Hayden, ID 83835