

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ASSOCIATED TRANSPORT 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 31, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *M. Richards*

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RECEIVED
SECRETARY OF STATE
OF IDAHO

ARTICLES OF INCORPORATION SEC. OF STATE
of
ASSOCIATED TRANSPORT SERVICES, INC. 5700 PM 2/27/92

KNOW ALL PERSONS BY THESE PRESENTS:

We, the undersigneds, being adult citizens of the United States, for the purpose of forming a corporation pursuant to the Idaho Code, and all acts supplemental thereto and amendatory thereof, do hereby adopt and certify the following Articles of Incorporation, to wit:

ARTICLE I. The name of the corporation shall be Associated Transport Services, Inc.

ARTICLE II. The term of existence of this corporation shall be perpetual.

ARTICLE III. The corporation's purposes are:

1. To consult with trucking companies on Department of Transportation compliance matters including, but not limited to, drivers qualification files, including background checks, MVRs, drug testing, past employers and criminal background checks; driver training, including new hire orientation, employee handbooks, drug and alcohol training, log book-hours of service, driver award and incentive programs; maintenance programs, including program development, records keeping including staff training; accident reporting, including staff training, records keeping to include insurance reviews; log book-hours of service, including computer or manual training for log books which will include on-going audit programs; drug and alcohol, including the setup of drug-alcohol testing and training programs, but not limited to trucking companies; complete training of staff and

employees for all matters set forth herein; and providing bookkeeping services for matters including fuel taxes, licensing and permit services.

2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind or character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances

thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof;

3. To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others;

4. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations;

5. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof;

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of the Corporation, and to do all things specified by Idaho law on corporations formed under the laws pursuant to which and under

which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purpose shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV. The place where the principal office of this Corporation shall be maintained and its principal place of business is 609 B Bryden Avenue, Lewiston, Idaho 83501; the mailing address of the principal office of the Corporation is Post Office Box 2202, Lewiston, Idaho 83501; the name of the registered agent is Jeff M. Brudie, 609-B Bryden Ave., Lewiston, Idaho 83501. The Corporation may maintain offices and transact business in any other state, the United States, or in any other

foreign country; but the registered office of this Corporation in the State of Idaho is and shall be 609 B Bryden Avenue, Lewiston, Idaho 83501.

ARTICLE V. The total authorized capital stock of this corporation is 5,000 shares of the par value of Ten Dollar (\$10) per share. It may be issued by the Corporation from time to time for such considerations as labor, services, money, or property, real or personal, as may be fixed from time to time by the Board of Directors.

ARTICLE VI. The names, post office addresses of the incorporators, each being of full legal age, and the number of shares of stock subscribed by each are as follows:

| | |
|-------------------|---|
| Merle D. Washburn | 3130 Eighth Street C Lewiston, Idaho 83501 |
| Linda L. Washburn | 3130 Eighth Street C Lewiston, Idaho 83501 |
| Roger D. Baker | 923 Burrell Lewiston, Idaho 83501 |
| Dennis L. Baker | 812 N Street Lewiston, Idaho 83501 |

The following-named persons shall serve as directors and shall manage and control the affairs of the Corporation until the first meeting of directors for adoption of bylaws and the completion of the organization:

| | |
|-------------------|---|
| Merle D. Washburn | 3130 Eighth Street C Lewiston, Idaho 83501 |
| Linda L. Washburn | 3130 Eighth Street C Lewiston, Idaho 83501 |

Roger D. Baker

923 Burrell
Lewiston, Idaho 83501

Dennis L. Baker

812 N Street
Lewiston, Idaho 83501

ARTICLE VII. The Corporation shall have four (4) directors.

ARTICLE VIII. The officers of this Corporation shall consist of a president, vice president, and secretary/treasurer; and such other officers as the Board of Directors of the Corporation shall deem necessary, all of whom shall be elected by the Board of Directors and shall hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the Corporation.

ARTICLE IX. The Corporation reserves the right to amend, alter, change, or repeal any of the provisions contained in this Articles of Incorporation in any manner now or hereinafter prescribed by statute.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 th day of March 1992.

Merle D. Washburn
MERLE D. WASHBURN, INCORPORATOR

Linda L. Washburn
LINDA L. WASHBURN, INCORPORATOR

Roger D. Baker
ROGER D. BAKER, INCORPORATOR

Dennis L. Baker
DENNIS L. BAKER, INCORPORATOR

STATE OF IDAHO,)
: ss.
COUNTY OF NEZ PERCE.)

On this 26th day of March 1992, before me, the undersigned Notary Public for the State of Idaho, personally appeared Merle D. Washburn, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

William H. Schmedemann
NOTARY PUBLIC for Idaho
Residing at Lowiston ID, therein.
My commission expires: 4/4/97

STATE OF IDAHO,)
: ss.
COUNTY OF NEZ PERCE.)

On this 26th day of March 1992, before me, the undersigned Notary Public for the State of Idaho, personally appeared Linda L. Washburn, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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

William H. Schmedemann
NOTARY PUBLIC for Idaho
Residing at Lowiston ID, therein.
My commission expires: 1/1/97

STATE OF IDAHO,)
COUNTY OF NEZ PERCE.) : ss.

On this 26th day of March 1992, before me, the undersigned Notary Public for the State of Idaho, personally appeared Roger D. Baker, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

William H. Schmalha
NOTARY PUBLIC for Idaho
Residing at Lewiston IP, therein.
My commission expires: 1/1/97

STATE OF IDAHO,)
COUNTY OF NEZ PERCE.) : ss.

On this 26th day of March 1992, before me, the undersigned Notary Public for the State of Idaho, personally appeared Dennis L. Baker, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

William H. Schmalha
NOTARY PUBLIC for Idaho
Residing at Lewiston IP, therein.
My commission expires: 1/1/97