



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

D. A. WHITLEY, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-second** day of **June** 19**64**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-second** day of **June** 19**64**, a designation of **William G. Cummings** in the County of **Clearwater** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **22nd** day of **June**, A.D. 19 **64**.

Secretary of State.

United States of America
State of Washington

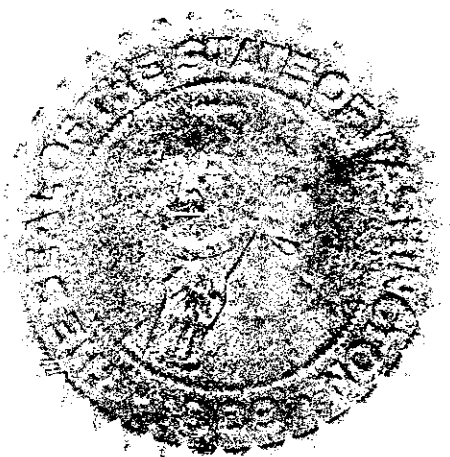
DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, Victor A. Meyers, Secretary of State of the State of Washington and custodian of the Seal of said State, do hereby certify that the annexed is a true and correct copy of the Articles of Incorporation and all amendments thereto of WACHTER TRUCKING CO., INC., including Amendatory Articles changing the name to D. A. WHITLEY, INC., which have been duly filed and recorded in my office in accordance with law: I further certify that D. A. WHITLEY, INC. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1964; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia, this 16th day of June A.D. 1964

Victor A. Meyers
Secretary of State

By *Jean C. Dunker*
Assistant Secretary of State
(Mrs.) Jean C. Dunker,

ARTICLES OF INCORPORATION

- of -

WACHTER TRUCKING CO., INC.

Ray J. Leonard

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators, all of whom are citizens of the United States and of the State of Washington, for the purpose of forming a corporation under the laws of the State of Washington, make and subscribe the following Articles of Incorporation:

I.

The name of this corporation shall be WACHTER TRUCKING CO., INC.

II.

The objects for which this corporation is formed are to acquire, own, operate, sell or otherwise dispose of trucks and truck lines, and engage in the business of transporting freight of any and all kinds as public, contract or private carrier within or without the State of Washington; to acquire, own, operate and dispose of real and personal property of any kind, tangible or intangible; to do any and all kinds of building and construction work as owner or contractor; to guarantee performance of contracts by others; to loan money; to borrow money and to pledge, mortgage, or otherwise hypothecate its property as security for repayment thereof; and generally to do any act and conduct any business or enterprise not prohibited by law. It may carry on its activities either within or without the State of Washington, either as principal or agent, and either alone or in association with other persons or firms.

III.

Its duration shall be perpetual.

IV.

The location and post office address of its registered office in the State of Washington shall be Wiltur, Lincoln County, Washington.

V.

Its capitalization shall consist of par value shares in the amount of

1 five hundred (500) of the par value of One Hundred Dollars (\$100.00) each.

2 VI.

3 The amount of paid-up capital with which the corporation will begin
4 business is the sum of Seven Hundred Dollars (\$700.00).

5 VII.

6 The first directors shall hold office until the 10th day of October
7 1949, and until their successors have been elected and qualified. The names
8 and addresses of said first directors are as follows:

9 NAME	10 ADDRESS
11 W. H. Wachter	Wilbur, Washington
12 Horace W. Wachter	Wilbur, Washington
13 Wayne Wachter	Wilbur, Washington.

14 VIII.

15 The names and post office addresses of each of the incorporators, and
16 the number of shares subscribed by each, are as follows:

17 NAME	18 ADDRESS	19 NUMBER OF SHARES
20 W. H. Wachter	Wilbur, Washington	5
21 Horace W. Wachter	Wilbur, Washington	1
22 Wayne Wachter	Wilbur, Washington	1

23 IX.

24 The Board of Directors of this corporation shall have power to make
25 and alter its By-Laws, or any part thereof, and to sell, lease, exchange, or
26 otherwise dispose of any and all of its corporate assets, less than the whole
27 thereof, all without vote of the shareholders.

28 DATED at Spokane, Washington, this 14 day of April, 1949.

29 W. H. Wachter
30 Horace W. Wachter
31 Wayne Wachter
32

1 STATE OF WASHINGTON)
2 County of Spokane) ss.

3
4 I, the undersigned, a Notary Public in and for the above named County
5 and State, do hereby certify that on this 14 day of April,
6 1940, personally appeared before me W. H. WACHTER, HORACE W. WACHTER and
7 WAYNE WACHTER, to me known to be the individuals described in and who
8 executed the within instrument, and acknowledged that they signed and sealed
9 the same as their free and voluntary act and deed, for the uses and purposes
10 therein mentioned.

11 GIVEN under my hand and official seal the day and year last above
12 written.
13

14 Clarence Stevens
15 Notary Public in and for the State of
16 Washington, residing at Spokane, Washington
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CERTIFICATE OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF WACHTER TRUCKING CO., INC.

The undersigned, Ruby Whitley, President, and A. W. Campbell, Secretary, of Wachter Trucking Co., Inc., a corporation organized and existing under and by virtue of the Laws of the State of Washington with its principal office and place of business in Spokane, County of Spokane, State of Washington, do hereby certify that of the Five Hundred (500) common shares of the corporation One Hundred Eighty-seven (187) shares are issued and outstanding and that all of the shareholders of the corporation owning stock and having voting power, have consented in writing to amend the Articles of Incorporation to change the name of the corporation to D. A. WHITLEY, INC. and to change the registered office to 2401 North Division Street, Spokane, Spokane County, Washington, and have consented that Articles I and IV of the Articles of Incorporation be amended to read as follows:

ARTICLE I: The name of this corporation shall be D. A. WHITLEY, INC.

ARTICLE IV: The location and Post Office address of the registered office of the corporation in the State of Washington shall be at North 2401 Division Street, Spokane, Spokane County, Washington.

IN WITNESS WHEREOF the said Wachter Trucking Co., Inc., a corporation, has caused these presents to be executed by its President and its corporation seal to be affixed and attested by its Secretary this 18th day of December, 1937.

WACHTER TRUCKING CO., INC.

CORPORATE SEAL

A T T E S T:

By Ruby Whitley
Ruby Whitley, President

A. W. Campbell
A. W. Campbell, Secretary

APPROVED

DEC 18 1937

Notary Public
Notary Public for the State of Washington

STATE OF WASHINGTON

County of Spokane ; ss.

ASBY WHITLEY and A. W. CAMPBELL, being first duly sworn, on oath, depose and say: That they are the President and Secretary respectively of WHEATON TRUCKING CO., INC., a corporation, organized and existing under and by virtue of the laws of the State of Washington; that they have each read the foregoing Certificate of Amendment to the Articles of Incorporation of Wheaton Trucking Co., Inc. changing the corporate name to D. A. WHITLEY, INC. and the registered office to North 2401 Division Street, Spokane, Washington, executed in triplicate by said corporation on this date, know the contents thereof and certify that the same is true and correct.

Asby Whitley
Asby Whitley

A. W. Campbell
A. W. Campbell

SUBSCRIBED and SWORN to before me on this 14
day of December, 1937.

[Signature]
Notary Public in and for the
State of Washington residing
at Spokane

My Commission Expires: 1-1-38