



CERTIFICATE OF INCORPORATION
OF

DIEBEL TRUCK SERVICE, INC.

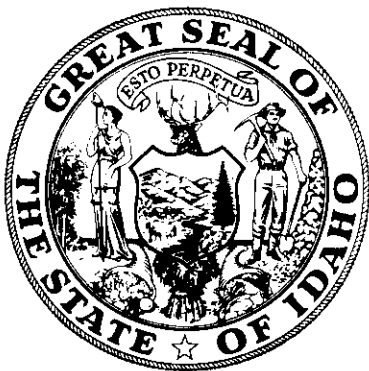
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DIEBEL TRUCK SERVICE, INC.

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 27, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gursaa*

ARTICLES OF INCORPORATION
OF
DIEBEL TRUCK SERVICE, INC.

THE UNDERSIGNED, being over the age of twenty-one (21) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation

ARTICLE I

NAME

The name of this corporation shall be DIEBEL TRUCK SERVICE, INC., and its existence shall be perpetual.

ARTICLE II

PURPOSE

The purpose and objects of this corporation are as follows:

1. To engage in a commercial trucking operation and for that purpose to carry freight on board highway vehicles; to transport such freight throughout the United States, and to buy, sell, and otherwise deal in with tractors and trailers suitable for commerce.

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 Uniform 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 III

PRE-EMPTIVE RIGHTS

Shareholders of this corporation shall have pre-emptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE IV

REGISTERED OFFICE AND AGENT

1. The location and post office address of the registered office of the corporation in this State shall be:

301 D Street, Suite 104, Lewiston, Idaho 83501

2. The name and address of the registered agent is as follows:

Boyd Diebel

301 D Street, Suite 104, Lewiston, Idaho 83501

ARTICLE V

CAPITAL STOCK

1. The total number of shares of stock authorized and which may be issued by this corporation and the par value thereof is as follows:

Total number of shares authorized 5,000

Total capital stock 5000

Par Value \$10.00

2. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

3. The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, not only to the extent of unreserved and unrestricted earned surplus available, but also to the extent unreserved and unrestricted capital surplus is available.

ARTICLE VI.

PAID IN CAPITAL

The amount of paid-in capital with which the corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE VII.

DIRECTORS

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall not be less than ~~one~~ (1), nor more than three (3).

2. In furtherance of, and not in limitation of, the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and stockholders and with corporations, associations, firms and entities in which they are, or may be, or become, interested as directors, officers, shareholders, 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 transaction; 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 reasons 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 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.

4. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The first directors of this corporation shall be in number and their post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
<u>Boyd Diebel</u>	<u>2904 25th</u> <u>Clackston Wash</u>
<u>Marvin S. Marcell</u>	<u>813 Bryden Dr.</u> <u>Lewiston, Idaho 83501</u>
<u>Sharon Diebel</u>	<u>2904 25th</u> <u>Clackston Wash</u>

The term of the first directors shall be until the first annual meeting of the stockholders of the corporation and until their successors are elected and qualified, the first annual meeting shall be held on the following date: 1-3-82.

ARTICLE VIII.

INCORPORATORS

The names and post office addresses of each of the incorporators shall be as follows:

<u>Name</u>	<u>Post Office Address</u>
<u>Boyd Diebel</u>	<u>2904 25th</u> <u>Clackston Wash</u>
<u>Marvin S. Marcell</u>	<u>813 Bryden Dr.</u> <u>Lewiston, Idaho 83501</u>
<u>Sharon Diebel</u>	<u>2904 25th</u> <u>Clackston Wash</u>

IN WITNESS WHEREOF, the incorporators hereinabove named
have hereunto set their hands in Cuplicate, this 20
day of November, 19 81.

E. Boyd Diebel
Maurice L. Marcell
Sharon Diebel