

# State of Idaho

## Department of State

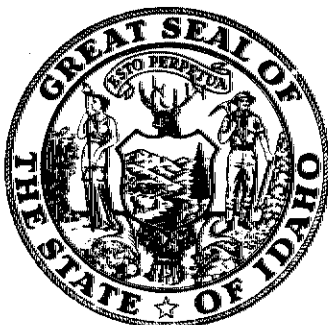
### CERTIFICATE OF INCORPORATION OF

M & D TRUCKING, INC.  
File number C 117198

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: November 20, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sonya Herald*

ARTICLES OF INCORPORATION  
OF

M & D TRUCKING, INC.

Nov 20 1 05 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

\_\_\_\_ARTICLE 1. NAME\_\_\_\_

The name of the Corporation M & D TRUCKING Inc.

\_\_\_\_ARTICLE 11. PERIOD OF DURATION\_\_\_\_

The period of duration of the Corporation is perpetual.

\_\_\_\_ARTICLE 111. PURPOSES AND POWERS\_\_\_\_

SECTION 1\_\_\_\_ The purpose for which the Corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

SECTION 2\_\_\_\_ The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

SECTION 3\_\_\_\_ The Corporation shall engage in the transportation of general commodities of all kinds, transporting refer trailers, flatbed trailers, pulling double trailers and the doing of any other business and contracting work incidental to or connected with such work. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from engaging in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the state of Idaho

\_\_\_\_ARTICLE IV. AUTHORIZED SHARES\_\_\_\_

SECTION 1\_\_\_\_NUMBERS\_\_\_\_ The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 100,000. The stock shall have 1.00 par value

ARTICLES PG. 1

IDAHO SECRETARY OF STATE  
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**SECTION 2. DIVIDENDS.**\_\_\_\_\_ The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

**SECTION 3. STOCK NONASSESSABLE.**\_\_\_\_\_ The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation

**SECTION 4. VOTING POWER.**\_\_\_\_\_ The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

\_\_\_\_\_ **ARTICLE V. PREEMPTIVE RIGHTS** \_\_\_\_\_

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

\_\_\_\_\_ **ARTICLE VI. REGISTERED OFFICE** \_\_\_\_\_

The address of the initial registered office of the Corporation is 19118 Walker Rd Caldwell, Idaho  
and the name of its initial registered agent is Merlin Himerich Sr. 83605

\_\_\_\_\_ **ARTICLE VII BOARD OF DIRECTORS** \_\_\_\_\_

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the person(s) who is (are) to serve as Director(s) until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

NAME	ADDRESS
Merlin Himerich Sr.	19118 Walker Rd Caldwell, Ida 83605
Darlene Himerich	19118 Walker Rd Caldwell, Ida 83605

ARTICLE VII. INCORPORATOR

NAME

ADDRESS

Merlin Himerich Sr.

19118 Walker Rd Caldwell, Idaho 83605

DATED THIS 19 DAY OF November 19 96.

(X) Merlin Himerich Sr.

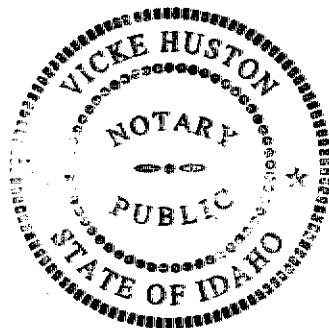
STATE OF IDAHO )

COUNTY OF Canyon )

: ss

ON THIS 19 DAY OF November, 19 96, BEFORE ME THE  
UNDERSIGNED NOTARY PUBLIC IN AND FOR THE STATE OF IDAHO,  
PERSONALLY APPEARED Merlin Himerich Sr.  
KNOWN TO ME TO BE THE PERSON (S) WHOSE NAME IS SUBSCRIBED TO  
THE WITHIN INSTRUMENT AND ACKNOWLEDGE TO ME THAT HE  
EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY  
OFFICIAL SEAL, THE DAY AND YEAR ABOVE WRITTEN HEREIN.



Vickie Huston

NOTARY PUBLIC FOR IDAHO  
RESIDING AT Nampa, Idaho 83651  
MY COMMISSION EXPIRES 10/19/2001