

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

BOISE TRANSICOLD & SUPPLY, INC.

was filed in the office of the Secretary of State on the **fourteenth** day of **October** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise,** in the County of **Ada.**

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 **14th** day of **October**, A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
BOISE TRANSICOLD & SUPPLY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the United States of America, and all of whom are over the age of twenty-one years, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the State of Idaho, AND WE HEREBY CERTIFY:

ARTICLE I

That the name of the said corporation shall be
BOISE TRANSICOLD & SUPPLY, INC.

ARTICLE II

That the purposes for which said corporation is formed are:

1. To engage generally in the purchase and sale of all types of trailers, both new and used, servicing, repairing and replacing of same, trading, exchanging, manufacturing, building, or in any manner producing the same or any parts or portions thereof.
2. To engage generally in the purchase and sale of all types of automotive vehicles, without limitation as to type kind or nature, both new and used, servicing, repairing and replacing the same, trading, exchanging, manufacturing, building, or in any manner producing the same or any parts or portions thereof.
3. To transport goods and merchandise by land or water in any manner; to construct, purchase, sell, lease, hire, own and operate all kinds of land vehicles and water vessels, both for land, inland and deep water navigation, barges and any and every kind of vehicle or vessel disigned for the transportation upon land or water of goods, wares and merchandise, and to operate the same.
4. To engage in and deal in generally, all types of cooling, coolants, refrigeration of every type, kind and

nature, both fixed, stationary or portable, in private, commercial or any other type of vehicle, trailer, boat or any form of land, water or air transportation, without limitation as to any type, kind or nature; to deal and engage in generally parts, repairs or replacements of the above without limitation.

5. To acquire by purchase, by subscription or otherwise, become interested in, deal in, invest in, buy, own, hold, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of all forms of securities, including stocks, bonds, debentures, notes, evidences of indebtedness, certificates of indebtedness, certificates of interest, bills of exchange, acceptances, commercial paper, mortgages and other similar instruments and rights, issued or created by corporations, public, quasi-public or private, domestic or foreign, associations, firms, trustees, syndicates, individuals, partnerships, governments, provinces, colonies, states, districts, territories, municipalities or other political divisions, domestic or foreign, of the United States of America or of any foreign government or otherwise, issued or created by others; and to deal in and with the same and to issue in exchange therefor, or in payment thereof, its own stocks, bonds or other obligations or securities, or otherwise pay therefor; to exercise in respect thereof any and all rights, powers and privileges of individual ownership or interest therein, including the right to vote thereon for any and all purposes, and to consent or otherwise act with respect thereto.

6. To do any and all acts and things for the preservation, protection, improvement and enhancement in value of such securities, or any thereof, or designed to accomplish any such purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever, those issuing, creating, or responsible for any of such securities.

7. To acquire or become interested in any such securities as aforesaid by original subscription, underwriting, participation in syndicates or otherwise, and irrespective of whether or not such securities be fully paid or subject to further payments, to make payments thereon as called for, or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise, and either with a view to investment or for resale, or for any other lawful purpose.

8. To enter into and make and perform and carry out contracts of any kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or agency thereof.

9. To acquire, hold, own and dispose of grants, concessions and franchises, or interests therein; to cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law the formation, merger or reorganization of any corporation, domestic or foreign, including the right from time to time to merge with or enter into and execute a reorganization with any other corporation or

corporations to the full extent and in the manner permitted by law; to enter into contracts of underwriting of the securities of any other corporation, domestic or foreign, and to buy, sell and deal in the same, or any interest therein, and to act as manager of such underwriting agreements.

10. To investigate and report with respect to and to undertake, carry on, assist or participate in the liquidation or reorganization or consolidation of financial, commercial, mercantile, mining, construction, manufacturing, industrial or other business concerns, firms, associations and corporations, domestic or foreign, and for all purposes and to the extent then permitted by law; to take over the properties, manage the affairs and conduct the business of such concerns, firms, associations and corporations, domestic or foreign, and in the course of such business to acquire and dispose of, deal in, realize upon, or otherwise turn to account, all or any negotiable or transferable instruments or securities, including debentures, bonds, notes, certificates of indebtedness, certificates of interest and all kinds of commercial paper.

11. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

12. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with goods, wares and merchandise and articles of commerce.

13. To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

14. To acquire by purchase or otherwise, own, hold, control, dispose of by sale or otherwise realize upon, or otherwise turn to account, manage, liquidate or reorganize the properties, assets, business, undertakings, enterprises or ventures, or any part thereof, of corporations, domestic or foreign, associations, firms, individuals, syndicates and others; to further and promote the general business interest of any thereof; and to improve, extend and place upon a safe and more permanent foundation any such business, undertaking or venture.

15. To act as financial, commercial or business agent or representative, general or special, of any corporation, domestic or foreign, association, firm, syndicate, individual, partnership, or others, and as such to develop, improve and extend the property, trade and business interest thereof, and to aid any lawful enterprise in connection therewith and in connection with acting as such, or as agent or broker for any principal, to give any other aid or assistance to such extent as may be permitted by law.

16. To undertake and carry on any business, undertaking, enterprise, venture, transaction or operation commonly undertaken or carried on by contractors and agents, and in the course thereof to acquire and dispose of or otherwise turn to account or realize upon all or any negotiable or transferable instruments or securities, including debentures, bonds, notes, certificates of indebtedness, certificates of interest, bills of exchange, acceptances and all kinds of commercial paper, to such extent as may be permitted by law.

17. To promote and assist, financially or otherwise, corporations, domestic or foreign, firms, syndicates, associations, individuals and others, and to the extent then permissible by law to give any guaranty in connection therewith, or otherwise for the payment of money for the performance of any other undertaking or obligation.

18. To institute, enter upon, assist, promote or participate in commercial, construction, manufacturing, mercantile and industrial works, contracts, ventures, enterprises and operations; to endorse or underwrite stocks, securities, or undertakings of any corporation, firm, individual, syndicate, or others.

19. To borrow money, and for moneys borrowed or in payment for property acquired, or for any other objects and purposes of this corporation or otherwise in connection with the transaction of any part of its business, to issue bonds, debentures, notes and other obligations, secured or unsecured, and to mortgage, pledge or hypothecate any or all of its property or assets as security therefor; to loan its own funds, with or without security.

20. To guarantee the payment of dividends upon the stock, or the principal of or interest upon bonds, notes, other evidences of indebtedness or obligations, or the performance of the contracts or other undertakings of any corporation, domestic or foreign, co-partnership, syndicate, individual or others, to such extent as may be permitted by the general corporation laws of the State of Idaho, and to such extent to enter into, make, perform, and carry out contracts of every kind, and for any lawful purpose, with any person, firm, association, corporation, syndicate, or others.

21. To acquire by purchase or otherwise, sell, pledge, exchange or otherwise dispose of, hold, deal in and deal with, and otherwise turn to account and realize upon, either as principal or agent, upon commission or otherwise, all kinds of personal property whatsoever tangible or intangible without limit as to amount, and to make and enter into all manner and kinds of contracts, agreements, obligations, by or with any person or persons, firm or firms, corporation or corporations, domestic or foreign, or others, for purchasing, acquiring, selling, disposing of, or in any way turning to account any and all personal property of any and every kind or description.

22. To apply for, obtain, register, purchase, lease or otherwise acquire, hold, own, use, operate, introduce, develop or control, sell, assign or otherwise dispose of, take or grant licenses, patents and trademarks, or other rights, with respect to and in any and all ways to exploit or turn to account, inventions, improvements, processes, copyrights, patents trademarks, formulae, trade names and distinctive marks, and similar rights of any and all kinds, and whether granted, registered or established by or under the laws of the United States or of any other state, country or place.

23. To conduct its business in any or all of its branches and maintain offices, both within and without the State of Idaho, and in all parts of the world.

24. To acquire by purchase or otherwise, hold, take, own, develop, operate, possess, mortgage, pledge, improve, lease, transfer, sell, convey, assign, or otherwise dispose of and deal in real and personal property, and rights and privileges therein, without limitation, in all parts of the world.

25. To act as trustee under deeds of trust given solely for securing obligations for the repayment of money, other than corporation bonds.

26. To act both on its own account and as agent, broker, consignee, assignee or factor for others, in buying, warehousing, selling, in procuring insurance upon, and otherwise dealing in goods, wares, merchandise and personal property of every kind and description.

27. To do each and every thing necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or all of the objects here enumerated or incidental to the powers herein named, or which at any time shall appear conducive thereto or expedient for the protection or benefit of this corporation, either as holder of or as interested in any property or otherwise; to do and perform every kind of business and corporate act permitted by law under Articles of Incorporation of this character, whether or not such business or act is included among the purposes hereinabove specified.

28. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or in connection with any person, firm, association or corporation; and to enter into partnership with other corporations, firms, associations, persons, individuals, or others, for the attainment of any of the foregoing objects or purposes, or for any lawful purpose, business, or enterprise.

29. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall

not be held to limit or restrict in any way the general powers of this corporation; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE SECOND of these Articles of Incorporation shall in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other article of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article and each of the articles or paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

30. To purchase the corporation's own capital stock, using the corporation's surplus earnings or accumulated profits, at any time, as the Board of Directors may determine, and the corporation's capital stock so purchased may, if the Directors so determine, be held in the treasury as its treasury stock, to be thereafter disposed of in such manner as the Directors may deem proper.

ARTICLE III

The location and post office address of the principal office for the transaction of the business of the corporation shall be located in Boise, Ada County, State of Idaho.

ARTICLE IV

The Board of Directors of this corporation shall consist of not less than three nor more than seven members, as may be provided for in the By-Laws of the corporation. The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors, the number shall be three.

ARTICLE V

The existence of the corporation shall be perpetual from and after the date authorized to do business.

ARTICLE VI

The amount of the capital stock of said corporation is Twenty-five Thousand Dollars (\$25,000.00), and the number of shares into which it is divided is Twenty-five Thousand (25,000) shares of the par value of One Dollar (\$1.00) each.

ARTICLE VII

That the amount of said capital stock which has been actually subscribed is Three Dollars (\$3.00), and the following are the names of the persons by whom the same has been subscribed:

<u>Name of Subscriber</u>	<u>No. of Shares</u>	<u>Amount</u>
C. Ben Martin	One	\$1.00
Bertha H. Davis	One	\$1.00
Bette M. Charnock	One	\$1.00

ARTICLE VIII

The shares of stock of this corporation shall be non-assessable and the directors shall have no authority or power whatever to levy and collect assessments upon shares of the capital stock of the corporation in any manner whatever.

ARTICLE IX

The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws for the government of this corporation shall be vested in the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14th day of October, 1965.

P.O. Address

P.O. Box 2184, Boise, Idaho

P.O. Box 2184, Boise, Idaho

P.O. Box 2184, Boise, Idaho

C. Ben Martin
Bertha H. Davis
Bette M. Charnock

STATE OF IDAHO)
) ss
COUNTY OF ADA)

On this 14th day of October, 1965, before me, the undersigned Notary Public, personally appeared C. BEN MARTIN, BERTHA H. DAVIS and BETTE M. CHARNOCK, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Vivian A. Pullman
Notary Public for Idaho
Residence: Boise, Idaho