

ARTICLES OF INCORPORATION
OF

BARCLAY TRUCK REBUILDERS, INC.

We, the undersigned natural persons of the age of twenty-one (21) years, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this Corporation is Barclay Truck Rebuilders, Inc.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSES

(a) This Corporation is organized for the basic purpose of repairing and rebuilding trucks.

(b) This Corporation shall have all rights and powers normally ascribed to and incidental to said basic purpose and to business operations in general including, but not limited to; raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited or general partnership, and to act as a general partner in one or more limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property,

IDaho SECRETARY OF STATE

08/29/1997 09:00

EX: 2030 CT: 7730 FILE: 44226

1 @ 100.00 = 100.00 CORP

C 120724

equipment and other facilities as are needed by the Corporation; and to undertake all business transactions, functions and services ordinary and necessary to the business, as set forth above, or any other lawful business authorized under the laws of this State.

(c) This Corporation shall also have as its purpose the pursuit and development of any other business opportunities that relate to its basic purpose, as set forth above.

(d) The Corporation may engage in other lawful activities providing that its bylaws and/or records reflect proper action permitting such activity.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 10,000 having no par value. Each share shall participate equally in the earned surplus and dividends of the Corporation as well as share equally in the distribution of the assets of the Corporation upon dissolution and termination. There shall be one (1) class of common stock. All stock shall be voting stock.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of this Corporation's initial registered office is 500 West 100 South, Paul, Idaho 83347, and the name of its original registered agent at such address is Martin C. Barclay.

ARTICLE VI

INCORPORATORS

The Incorporators of the Corporation reside in the State of Idaho and the names and addresses are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Martin C. Barclay	500 West 100 South Paul, ID 83347
Judy Barclay	500 West 100 South Paul, ID 83347

ARTICLE VII

DIRECTORS AND CUMULATIVE VOTING

The number of Directors constituting the initial Board of Directors of this Corporation is four (4) and the names and addresses of persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

<u>NAME:</u>	<u>ADDRESS:</u>
Martin C. Barclay	500 West 100 South Paul, ID 83347
Judy Barclay	500 West 100 South Paul, ID 83347

Such Director is to be elected by cumulative voting, in that each Shareholder shall be entitled to vote all of his whole or fractional shares cumulatively.

ARTICLE III

REGULATION OF INTERNAL AFFAIRS

(a) Bylaws: The majority of the Directors may adopt bylaws for the Corporation which are consistent with these

Articles and the laws of the State of Idaho and may amend and repeal from time to time any bylaw as provided hereafter.

(b) Contracts with Interested Directors or Officers:

No contract, lease or other transaction between the Corporation and any other corporation and no other act of the Corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected, by the fact that any one or more of the Directors of the Corporation is pecuniarily or otherwise interested in, or are Directors or Officers of such other corporation. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated Corporation without regard to the fact that he is also a Director of such subsidiary or affiliated Corporation. Any Director of the Corporation, individually, or any firm or association of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract, lease or other transaction with the Corporation, provided that the fact that he individually or as a member of such firm or association is such a party to, or is so interested in, any contract, lease, or other transaction with the Corporation, shall disclose, or shall have been known, to the Board of Directors or by a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and in any case described in this paragraph, any such Director may be counted in determining the existence of a quorum

at any meeting of the Board of Directors which shall authorize any such contract, lease, or other transaction and may vote thereat to authorize any such contract or transaction.

(c) Shareholders' Meetings: Meetings of Shareholders may be called by the President or by any one Director or by any numbers of Shareholders owning not less than ten percent of the outstanding shares entitled to vote at such meeting. Notice of Shareholders' meetings shall be given in writing by mailing such notice to the address of every Shareholder, at the last known address of such Shareholder, at least ten days prior to the date of such meeting. Publication of notice of a Shareholders' meeting is not required for any purpose. Any notice required to be given any Shareholders of this Corporation may be waived by written instrument signed by Shareholders.

ARTICLE IX

SPECIAL REQUIREMENTS FOR DIRECTOR ACTION

Except with the affirmative vote of not less than sixty-seven percent (67%) of the total number of Directors constituting the entire Board, the Board of Directors or any committee thereof shall not have the power, or take any action the result of which would be to:

(a) amend, repeal or alter in anyway the Articles of Incorporation or Bylaws of the Corporation;

(b) merge or consolidate or agree to merge or consolidate the Corporation with or into any other corporation

or corporations;

(c) liquidated, reorganize or recapitalize the Corporation or adopt any plan to do so;

(d) issue or sell any shares of Capital Stock of the Corporation or any options or rights to purchase any shares of Capital Stock of the Corporation, whether or not such shares have been previously authorized or issued;

(e) declare or pay any dividends on, or make any other distributions upon or in respect of, or purchase, retire or retain any Shares of the Capital Stock of the Corporation, or set aside any funds for such purposes.

ARTICLE X

SHAREHOLDER VOTE REQUIRED FOR FUNDAMENTAL CHANGES

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares entitled to vote shall be necessary for the following corporate action:

(a) Amendment to the Articles of Incorporation;

(b) Merger or consolidation of the Corporation;

(c) Reduction or increase of the stated capital of the Corporation;

(d) Reduction or increase in the number of authorized shares of the Corporation;

(e) Sale, lease or exchange of the major portion of the property or assets of the Corporation;

(f) Dissolution of the Corporation.

ARTICLE XI

RESTRICTIONS ON TRANSFER OF STOCK

If (a) any two or more Shareholders or subscribers to stock of the Corporation shall enter into any agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any or all of the stock of the Corporation held by them and if a copy of said agreement shall be filed with the Corporation, or if (b) the Incorporators or the Shareholders entitled to vote shall adopt any bylaw provision abridging, limiting or restricting the aforesaid rights of any Shareholder, then and in either of such events, all certificates of shares of stock subject to such abridgements, limitations or restrictions shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance herewith or with the terms and provisions of such agreement or bylaws, as the case may be.

ARTICLE XII

PRE-EMPTIVE RIGHTS

The authorized and treasury stock of this Corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine.

Shareholders shall have pre-emptive rights to acquire unissued shares of this Corporation in the manner and subject to the limitations prescribed by this Article, and not otherwise.

Before the Board of Directors shall issue any unissued shares of this Corporation, authorized in these Articles or by later amendment, it shall notify each Shareholder of the proposed issuance of the terms and conditions under which the shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any Shareholder shall have the rights, on the same terms and conditions as is stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such Shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the Corporation at its registered office. If any Shareholder does not give notice of his election to acquire such shares within thirty-day period, the shares may be issued to others, but only on terms and conditions stated in the notice to the Shareholders. Except as provided above, no other pre-emptive rights shall vest in any Shareholder.

ARTICLE XIII

NONASSESSIBILITY

Shares of the Corporation shall not be subject to assessment for payment of debts of the Corporation.

ARTICLE XIV

RIGHT TO AMEND

These Articles may be amended as provided herein. The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter

prescribed by law, and by these Articles; and all rights and powers conferred herein on Shareholders and Directors are subject to this reserved power.

DATED this 26 day of August, 1997.

Martin C. Barclay
MARTIN C. BARCLAY

Judy Barclay
JUDY BARCLAY

STATE OF IDAHO

County of Cassia

I, Alicia S. Barrus a Notary Public, hereby certify that on the 26 day of Aug, 1997, Martin C. Barclay and Judy Barclay, personally appeared before me, who first duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators and that the statements therein contained are true.

Alicia S. Barrus
NOTARY PUBLIC FOR IDAHO

Residing at: Boise

My Commission Expires: 9/16/98