



## 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

**TRINITY OF BOISE, INC.**

was filed in the office of the Secretary of State on the **Third** day  
of **December**, A.D. One Thousand Nine Hundred **Sixty-four** 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  
**Seventy-five years** 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 **3rd** day of **December**,  
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

of

THERMO-KING OF BOISE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is THERMO-KING OF BOISE, INC.

ARTICLE II

The period of its duration is seventy-five (75) years.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

(a) To buy, sell, lease and service transportation and commercial refrigeration units and equipment; to build, construct, lease or otherwise acquire, maintain, own, utilize and operate buildings, storage houses, warehouses for the storing, repairing and servicing or caring for and keeping for hire therein motor coaches, motor buses, automobiles, taxicabs and vehicles of every kind and nature and description.

(b) To own and operate a line or lines of automobiles or buses for transportation of passengers or freight, may be engaged in and to carry on as principal, agent and otherwise the wholesale business of owning, buying, selling and producing merchandise and various products thereof either as wholesalers or retailers with the right to engage in and conduct every merchantable and manufacturing business necessary and proper that may be lawfully conducted in connection with said wholesale or retail business.

(c) And in general to carry on any other lawful business whatever in connection with the foregoing, said corporation shall have and exercise all the powers conferred by the laws of the State of Idaho upon business

1 corporations, it being hereby expressly provided that the  
2 foregoing enumeration of specific powers shall not be held  
to limit or restrict in any way such general powers.

3 ARTICLE IV

4 The principal place of business shall be at Boise, Ada County,  
5 State of Idaho, or any other place the Board of Directors by  
6 resolution may designate.

7 ARTICLE V

8 The amount of capital stock shall be \$50,000.00, and the  
9 aggregate number of shares which the corporation shall have  
10 authority to issue is 50,000 shares of common stock of the par  
11 value of \$1.00 per share, which stock shall be fully paid up and  
12 is non-assessable.

13 ARTICLE VI

14 Upon any increased issue of stock, the stockholders shall have  
15 the pro rata preferential pre-emptive right to subscribe therefore  
16 at such price and on such terms as the Board of Directors may in  
17 each instance fix.

18 ARTICLE VII

19 The Board of Directors shall consist of not less than three  
20 and not more than seven persons elected by the stockholders for a  
21 term of one year, and no person shall be eligible to the office of  
22 director of this corporation who is not a stockholder of record.  
23 Said directors shall hold office until their successors are  
24 elected and qualified.

25 ARTICLE VIII

26 The regular meeting of the stockholders for the election of  
27 directors and for the transaction of other business shall be held  
28 at the office of the corporation on the third Monday of the month

1 October, 1965, and on the Third Monday of October every year there-  
2 after, at the hour of 2:00 o'clock p.m.

3 ARTICLE IX

4 The vote for the election of the directors shall be by ballot  
5 and the election may be conducted in such a manner and form as may  
6 be provided by the by-laws.. In all elections for directors, each  
7 stockholder shall be entitled to one vote for each share of stock  
8 owned by him or her for each director.

9 ARTICLE X

10 The Board of Directors shall elect and appoint such employees  
11 and agents as they deem advisable and define the authority of each  
12 and prescribe their duties.

13 ARTICLE XI

14 The officers of this corporation shall be President, Vice-  
15 President, Secretary and Treasurer, who shall each hold office for  
16 a term of one year and until their successors are elected and  
17 qualified.

18 ARTICLE XII

19 The directors, from their number, shall appoint the above  
20 named officers at the first meeting after the regular annual  
21 meeting of the stockholders.

22 ARTICLE XIII

23 One person may be both Secretary and Treasurer, or one person  
24 may be Secretary and another person Treasurer, at the option of  
25 the Board of Directors.

26 ARTICLE XIV

27 The Board of Directors, at their regular meeting of said board  
28 or at a special meeting called for that purpose, may enlarge the

1 number of directors from three to seven by appointing additional  
2 directors to act on said board until the regular annual stockholders  
3 meeting.

4 ARTICLE XV

5 Special meetings of the stockholders may be called by the  
6 Board of Directors in the manner provided by law or by the by-laws  
7 of this corporation, and must be called whenever the owners, as  
8 shown by the company's books, of twenty-five (25%) per cent or more  
9 of stock of the corporation, in writing, request the board to call  
10 a special meeting of the stockholders.

11 ARTICLE XVI

12 Any officer of this corporation may resign on giving five (5)  
13 days notice to the Board of Directors, and the Board of Directors  
14 shall fill the vacancy for the unexpired term of such officer.

15 ARTICLE XVII

16 The number of directors constituting the initial Board of  
17 Directors is three and the names and addresses of the persons who  
18 are to serve as directors until their successors are elected and  
19 qualify are:

|                       |                      |                     |
|-----------------------|----------------------|---------------------|
| 20 William G. Ligeros | 4310 Lynne Lane      | President and       |
|                       | Salt Lake City, Utah | Director            |
| 21 William I. Watson  | 2866 East 7375 South | Vice-President and  |
| 22                    | Salt Lake City, Utah | Director            |
| 23 Jack Ligeros       | 3539 Christine       | Secretary-Treasurer |
| 24                    | Salt Lake City, Utah | and Director        |

25 ARTICLE XVIII

26 A majority of the Board of Directors shall be necessary to  
27 form a quorum and to be authorized to transact the business and  
28 exercise the corporate powers of this corporation.

ARTICLE XIX

The Board of Directors are expressly authorized, with the assent of the vote of the stockholders, to make, alter, amend or rescind the by-laws of the corporation.

ARTICLE XX

The private property of the stockholders shall not be liable for the corporate debts.

ARTICLE XXI

These Articles of Incorporation may be changed, altered or amended at any annual regular stockholders meeting by a vote of the stockholders representing a majority of the stock issued and outstanding or at any special meeting called for that purpose.

ARTICLE XXII

The address of the initial registered office of the corporation is 502 South 6th Street, Boise, Idaho, and the name of its initial registered agent at such address is George Jackson.

ARTICLE XXIII

The name and address of each incorporator and the amount of stock to which each incorporator has subscribed is as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                               | <u>NUMBER OF SHARES</u> |
|--------------------|--|-------------------------|
| William G. Ligeros | 4310 Lynne Lane<br>Salt Lake City, Utah      | 6,998                   |
| William I. Watson  | 2866 East 7375 South<br>Salt Lake City, Utah | 1                       |
| Jack Ligeros       | 3539 Christine<br>Salt Lake City, Utah       | 1                       |

Dated at Boise, Idaho, this 2th day of November, 1964.

William G. Ligeros  
William I. Watson  
Jack Ligeros

1 STATE OF IDAHO )  
2 COUNTY OF ADA ) :: SS.

3 I, Sharon J. Totten, a Notary Public in and for Ada  
4 County, State of Idaho, hereby certify that on the 10 day of  
5 November, 1964, personally appeared before me William G. Ligeros,  
6 who being by me first duly sworn, declared that he is the person  
7 who signed the foregoing document as one of the incorporators, and  
8 that the statements therein contained are true, and that he is a  
9 citizen of the United States of America.

10 IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
11 10 day of November, 1964.

12 Sharon J. Totten  
13 NOTARY PUBLIC  
14 Residing at, Boise, Ada County,  
State of Idaho

15 STATE OF UTAH )  
16 COUNTY OF SALT LAKE ) : SS.

17 I, Judith A. Schutz, a Notary Public in and for Salt  
18 Lake County, State of Utah, hereby certify that on the 22nd day  
19 of November, 1964, personally appeared before me William I. Watson  
20 and Jack Ligeros, who being by me first duly sworn, severally  
21 declared that they are the persons who signed the foregoing docu-  
22 ment as incorporators, and that the statements therein contained  
23 are true, and that they are citizens of the United States of  
24 America.

25 IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
26 22nd day of November, 1964.

27 My Commission Expires:  
28 Oct 24, 1967

Judith A. Schutz  
NOTARY PUBLIC  
Residing at Salt Lake City, Utah

C O N S E N T

KNOW ALL MEN BY THESE PRESENTS, that THERMO-KING SALES & SERVICE, INC., a corporation, hereby consents that a new corporation of the State of Idaho, to be known as Thermo-King of Boise, Inc., may be incorporated and that it raises no objection to the Secretary of State of the State of Idaho issuing Articles of Incorporation to the proposed corporation known as Thermo-King of Boise, Inc. and consents that the name Thermo-King of Boise, Inc. does not conflict with nor hamper the operations of the said Thermo-King Sales & Service, Inc.

Dated at Boise, Idaho, this \_\_\_\_ day of December, 1964.

THERMO-KING SALES & SERVICE, INC.

By Edward S. Baird Pres

ATTEST: