

ARTICLES OF INCORPORATION

OF

MacPHERSON, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, Donald R. MacPherson, Georgia B. MacPherson and Betty Alice MacPherson, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation:

I

The name of this corporation shall be MacPHERSON, INC.

II

The period of existence and duration of the life of this corporation shall be perpetual.

III

The location of the registered office of this corporation shall be Boise, County of Ada, State of Idaho, and the address of the registered office of this corporation shall be Route 3, Boise, Idaho.

IV

The nature of the business and the objects of this corporation shall be:

To engage in and carry on the business of transportation, including also a general trucking, and a general shipping, and forwarding business, and to that end to acquire, deal in, purchase, lease, sell, use, and contract the use of to its own account and to others, the vehicles of any kind or character, used or useful as a means of conveying or transporting, persons, chattels, and property of any and every kind and description, and to contract for the operating, using, selling, leasing and hiring the same.

To mortgage, pledge, hypothecate, or otherwise deal in, property, whether real or personal, of every kind and description.

To carry on a mercantile or merchandise business.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm or corporation, municipality, body politic, district, state and government.

To institute, enter into, carry on, assist, promote, or participate in, financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

To apply for, secure, acquire, transfer, purchase or otherwise, and to exercise, carry out and enjoy, any charter, license, power, authority, franchise, concession, right or privilege which any government or authority may be empowered to grant.

To incur debt, and to draw, make, accept, endorse, discount,

execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and mortgage, pledges, and other instruments of security.

To incur debt and to raise, borrow and secure the payment of money in any lawful manner.

To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

To do each and every thing necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which will, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations.

V

In furtherance, and not in limitation of the powers conferred

by statute, the board of directors is expressly authorized:

To make and alter by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its

directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VI

The capital stock of this corporation shall be Fifty (50) shares without nominal or par value.

VII

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other rights or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

VIII

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

IX

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

X

The name and post office address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

NAME	ADDRESS	NO. SHARES	AMOUNT
Donald R. MacPherson	Route 3, Boise, Idaho	1	non-par value
Georgia B. MacPherson	3900 Ayres St., Boise, Idaho	1	non-par value
Betty Alice MacPherson	Route 3, Boise, Idaho	1	non-par value

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

WE, THE UNDERSIGNED, being each one of the original subscribers to the Capital Stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively

agree to take the number of shares of stock hereinbefore set
opposite our names and accordingly have hereunto set our hands
and seals this 21st day of May, A. D., 1965.

Donald R. MacPherson
Donald R. MacPherson

Georgia B. MacPherson
Georgia B. MacPherson

Betty Alice MacPherson
Betty Alice MacPherson

STATE OF IDAHO,)
) ss.
COUNTY OF ADA,)

On this 21st day of May, in the year 1965, before me, the
undersigned, a Notary Public in and for said State, personally
appeared Donald R. MacPherson, Georgia B. MacPherson and Betty Alice
MacPherson, 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.

Vera Belnap
Notary Public for the State of Idaho,
Residing at Boise, Idaho.