

STATE OF SOUTH DAKOTA



OFFICE OF THE SECRETARY OF STATE

Department of State

United States of America, }
State of South Dakota, } SECRETARY'S OFFICE

This is to certify that the attached instrument of writing is a true, correct and examined copy of Restated Articles of Incorporation of UNITED-BUCKINGHAM FREIGHT LINES, INC., filed on the 16th day of May, 1967;

and the whole thereof, and has been carefully compared with the original now on file in this office and found correct.



IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of
the State of South Dakota at the City of
Pierre, the Capital, on this16th... day
ofMay....., 19.67....
.....
Secretary of State

FEES \$..8.00.....

By
Assistant Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
UNITED-BUCKINGHAM FREIGHT LINES, INC.

Pursuant to the provisions of Section 61 of the South Dakota Business Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation:

FIRST: The name of the corporation is United-Buckingham Freight Lines, Inc.

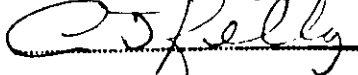
SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

The general purpose for which this corporation is formed is to conduct the business of transportation for hire of property and persons as a common, contract or private carrier, or otherwise, by motor vehicle or any other means of transport and carriage (without limitation) on the ground, over water or in the air, in intrastate, interstate or foreign commerce, or otherwise, in, within, to, from and between all states of the United States, its territories and possessions, and any foreign country pursuant to any certificate of public convenience and necessity, franchise, license, privilege or right granted by any constituted authority, or otherwise, and for such purposes (incidental thereto or otherwise) to acquire, own, hold, operate, buy, sell, lease, rent, mortgage, pledge and generally deal in all types and kinds of real and personal property useful, desirable or connected with the aforesaid general transportation business, including but not as a matter of limitation, all types and kinds of motor vehicles, trailers, trucks, cars, conveyances, machines, machinery and facilities for any type of transport, together with repairs, supplies, accessories, parts, equipment and materials for the operation, use and maintenance thereof, and also lands, buildings, depots, stations, terminals, garages, repair shops, offices, equipment, fixtures, materials and supplies therefor; and in connection with said business, or otherwise, to generally borrow money and finance its business by all lawful means and methods and to pledge, mortgage and encumber any and all of its property, issuing all types and kinds of evidence of indebtedness and security instruments for said purposes.

Approved as to Form

this 10th day of May, 1967



*Assistant Attorney General

The further purposes for which this corporation is formed are to engage in the business commonly known as freight forwarding by any means of transportation and that of an agent or broker for all types of transportation; to engage in the business of leasing and renting all kinds and types of motor vehicles, motor vehicle equipment, machines, machinery and facilities for any kind of transport, to any person, firm, corporation, association, public body or government agency including the business of repair, maintenance, servicing and supplying of all such property and facilities; to engage in the business of owning, leasing and operating freight stations, transportation terminals, and warehouses and storage facilities for all types and kinds of freight, commodities and property generally; to engage in a general garage and automotive repair, supply and maintenance business including sale of all types and kinds of motor vehicles, products, supplies, parts, accessories, equipment, appliances and attachments for the operation, maintenance, repair and rebuilding of all types and kinds of motor vehicle equipment or motor or power-driven vehicles, conveyances, machinery and equipment; to particularly arrange for and obtain loans and borrow money from private individuals, corporations and concerns and from the government and governmental agencies and to pledge the credit of and mortgage and encumber the property of the corporation therefor and take all necessary steps incident thereto; to acquire, own, buy, sell, lease, rent, mortgage, pledge and generally deal in real and personal property of all kinds and act as an agent or broker for others in connection therewith, including the dealing in all types and kinds of securities, credit and security instruments, patents, copyrights, franchises, certificates of public convenience and necessity, licenses and trade names; to operate, advertise and promote its businesses not only under its corporate name but under trade names, trade marks, and other business names; to enter into partnerships or into any arrangement for sharing of profits, union of interest, co-operations and joint adventures, or otherwise, with any person, corporation or association carrying on or engaged in or about to carry on or engage in any business or transaction which the corporation is authorized to carry on or engage in; to purchase, hold, sell, transfer, mortgage, pledge or otherwise deal in the shares of the capital stock of, or any bonds or securities of any corporation, including its own stock and securities, and while the owner

of such stock or securities to exercise all the rights, powers and privileges of ownership including the right to vote thereon; to conduct its business any place in the United States, its territories or possessions, or in any foreign country; and in carrying on its business, or for the purpose of obtaining or furthering any of its objects or purposes, to do any and all things and exercise any and all powers which a natural person can do and exercise or which now or hereafter may be authorized by law.

The foregoing purposes are and shall be construed both as objects and powers and not in limitation of any other powers granted to said corporation as provided by law.

FOURTH: The aggregate number of shares which the corporation has authority to issue is as follows:

Paragraph 1. The capital stock of this corporation shall be divided into 3,500,000 shares of the par value of \$1.00 per share of which 2,000,000 shares shall be of a class designated Class A Common Stock (the "Class A Stock") and 1,500,000 shares shall be of a class designated Class B Common Stock (the "Class B Stock"). The Class B Stock shall be divided into ten series designated Series B-1, Series B-2, Series B-3, Series B-4, Series B-5, Series B-6, Series B-7, Series B-8, Series B-9 and Series B-10, each such series to consist of 150,000 shares of Class B Stock. The Class A Stock and the Class B Stock are sometimes herein referred to collectively as Common Stock.

Paragraph 2. The preference and voting powers or restrictions or qualifications thereof in respect of each class of Common Stock are:

(a) The Class A Stock and the Class B Stock shall be in all respects identical, and the respective holders of shares of each such class shall be entitled to participate in any dividend, reclassification, merger, consolidation, reorganization, recapitalization, liquidation, dissolution or winding up of the affairs of the corporation, share for share, without priority or other distinction between classes, except as follows: no dividend payable in cash or in any other medium (including shares of the corporation other than shares of Class A Stock or Class B Stock) may be declared on either class unless a dividend is concurrently declared on the other class payable in the same medium, at the same time and at such rate per share that the dividend then declared upon each share of Class A Stock will be twenty times as large as the dividend declared upon each share of Class B Stock. No dividend payable in Class B Stock may be declared on the Class A Stock: no dividend payable in Class A Stock may be declared on the Class B Stock: no dividend payable in shares of either class may be declared on the shares of such class unless concurrently a dividend is declared on the shares of the other class then outstanding, if any, payable in shares of such other class at the same time and at the same rate per share: and no split-up, combination or other reclassification of the shares of either class into a different number of shares of such class shall be made unless a split-up, combination

or other reclassification of the shares of the other class then outstanding, if any, into a different number of shares of such other class is made at the same time and at the same rate per share. Any dividend on any series of Class B Stock payable in shares of Class B Stock shall be payable in shares of the same series, and any split-up, combination or other reclassification of Class B Stock shall be effected ratably by series.

(b) Each holder of shares of Class A Stock and Class B Stock shall have one vote per share on each matter submitted to a vote of the stockholders and in all elections for directors may cast the whole number of his votes for one candidate or distribute them upon two or more candidates, as he may prefer. No amendment of the Articles of Incorporation of the corporation which would (i) create, (ii) increase the authorized number of shares of, or (iii) change the designations, preferences or voting powers or restrictions or qualifications thereof, of any class of capital stock of the corporation shall be adopted except upon receiving the affirmative vote of the holders of at least two-thirds of the shares of Class A Stock then outstanding and at least two-thirds of the shares of the Class B Stock then outstanding.

(c) Shares of Class B Stock shall be convertible by series at the option of the respective holders thereof into fully-paid and nonassessable shares of Class A Stock, share for share, as follows: (i) shares of Series B-1 on and after October 16, 1962; (ii) shares of Series B-2 on and after October 16, 1963; (iii) shares of Series B-3 on and after October 16, 1964; (iv) shares of Series B-4 on and after October 16, 1965; (v) shares of Series B-5 on and after October 16, 1966; (vi) shares of Series B-6 on and after October 16, 1967; (vii) shares of Series B-7 on and after October 16, 1968; (viii) shares of Series B-8 on and after October 16, 1969; (ix) shares of Series B-9 on and after October 16, 1970; (x) shares of Series B-10 on and after October 16, 1971.

(d) Shares of Class B Stock issued for cash or property, shall be issued ratably by series: provided however that, to avoid issuances of fractional shares in any series, the aggregate of any such fractional shares otherwise issuable shall be combined and shall be issued as shares of Series B-1.

FIFTH: The corporation will not commence business until at least one thousand dollars has been received by it as consideration for the issuance of shares.

SIXTH: Existing provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

Except for the conversion rights of holders of Class B Stock expressly provided for in subparagraph (c) of paragraph 2 of Article Fourth, no holder of shares of Common Stock shall have any preemptive right to subscribe for or acquire additional shares of the corporation of any class, or any other securities of the corporation convertible into or evidencing or accompanied by any right to subscribe for, purchase or acquire shares of any class of the corporation, whether now or hereafter authorized.

SEVENTH: Existing provisions of the Articles of Incorporation for the regulation of the internal affairs of the corporation are:

1. The number of directors of this corporation shall be not less than three nor more than eleven as may be determined by a majority vote of the stockholders at their annual meeting.

2. The place where the principal business of this corporation shall be transacted is Rapid City, South Dakota; the post office address of such principal place of business is 900 East Omaha Street, Rapid City, South Dakota; but branch offices may be located at other points within or without the State of South Dakota as provided by law. In addition to Rapid City, South Dakota, official meetings of the stockholders and Board of Directors may be held at Chicago, Illinois; Minneapolis, Minnesota; Des Moines, Iowa; Omaha, Nebraska; Denver, Colorado; Billings, Montana; Palm Springs, California; or Spokane, Washington. Unless otherwise specified in the official notice thereof the annual meeting of stockholders for election of directors shall be held at Rapid City, South Dakota. Meetings of directors may be held at any of the points specified herein upon proper call and notice thereof or waiver of such notice as may be provided in the By-Laws.

EIGHTH: The Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto. The abbreviation Inc. has been added to the corporation name in compliance with the South Dakota Business Corporation Act.

Dated: March 29, 1967.

UNITED-BUCKINGHAM FREIGHT LINES, INC.

By Donald W. MacLoughry
Its President
and
By Donald E. Augustine
Its Secretary

State of South Dakota:

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County of Pennington :

I, Geo. A. Bange, a notary public, do hereby certify that on this 29 day of March, 1967, personally appeared

before me Donald W. Manliwe and Donald E. Agostino, who,
being by me first duly sworn, declared that they are the President and Secretary
respectively of United-Buckingham Freight Lines, Inc., that they signed the
foregoing document as President and Secretary respectively of the corporation,
and that the statements therein contained are true.

Geo A Blang
Notary Public, South Dakota

MY COMMISSION EXPIRES MARCH 1, 1974