

# State of Idaho

## Department of State

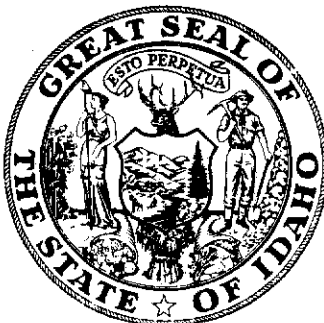
### CERTIFICATE OF INCORPORATION OF

SUNSHINE CUSTOM COMPANY, INC.  
File number C 117994

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 24, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Reeves*

**ARTICLES OF INCORPORATION  
OF  
SUNSHINE CUSTOM COMPANY, INC.**

JAN 24 9 40 AM '97  
SECRETARY OF STATE  
IDAHO

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned citizens and residents of the United States of America and the State of Idaho and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify, and file this certificate and Articles of Incorporation for the purpose as follows:

**ARTICLE I.**

**NAME OF CORPORATION**

The name of this corporation shall be and is:

**SUNSHINE CUSTOM COMPANY, INC.**

**ARTICLE II.**

**PURPOSES**

The purposes and powers of the corporation shall be:

**Section 1.** To provide a service for the hauling, transporting, delivering, and transferring of all agricultural, ranching, and farming products, supplies, equipment, and inventories; to contract with producers, suppliers, processors, and manufacturers for the transportation and hauling of such goods, merchandise, and products.

**Section 2.** To buy and sell, fabricate, manufacturer, distribute, lease, and otherwise deal in trucks, trailers, receptacles, loading devices, transportation equipment, and supplies and accessories; and generally acquiring by purchase, trade, or manufacturer all types of supplies and equipment used in the trucking, transportation, and hauling business..

**Section 3.** To buy, sell, exchange, and generally deal in automotive vehicles and equipment; real properties, improved and unimproved, and buildings, shops, shop equipment of every kind and description; to improve, manage, operate, sell, buy, mortgage, lease, or

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otherwise acquire or dispose of any property, real or personal.

**Section 4.** In general, to conduct in all several departments and branches, the business of owning, operating, managing, improving, trucks and trucking equipment, and supplies; and to conduct the business of transporting, hauling, and delivering of products, equipment, machinery, and supplies; and to do everything necessary and conducive to the full accomplishment of the foregoing objectives.

**Section 5.** To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

**Section 6.** To have the general powers as stated in Section 30-1-4 of the Idaho Code.

**Section 7.** To engage in any or all of the purposes or powers enumerated in this Article II as a partner, joint venturer, or limited liability member in such transactions.

**Section 8.** The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

### **ARTICLE III.**

#### **CORPORATE EXISTENCE**

The term of existence of this corporation shall be perpetual.

### **ARTICLE IV.**

#### **PRINCIPAL PLACE OF BUSINESS**

**Section 1.** The location of the corporation's registered office in this state is 1055 East 1100 North, Shelley, Idaho 83274. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The Post Office address of the registered offices shall be 1055 East 110 North, Shelley, Idaho 83274.

**Section 2.** The operation and business of this corporation shall be carried out in

the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

**Section 3.** The initial registered agent for the corporation shall be SHIRLEY OLANDER whose street address is 1055 East 1100 North, Shelley, Idaho 83274 and whose mailing address is 1055 East 110 North, Shelley, Idaho 83274.

#### **ARTICLE V.**

##### **CAPITAL STOCK**

**Section 1.** This company is a stock company chartered under the laws of the State of Idaho.

**Section 2.** The amount of capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000) authorized capital to consist of Ten Thousand (10,000) shares of common capital stock of the par value of Ten Dollars (\$10) each.

#### **ARTICLE VI.**

##### **MANAGEMENT**

**Section 1.** The management of this corporation shall be vested in a Board of Directors. The directors shall be elected at the annual meeting of the stockholders and the number of directors to serve shall be elected and decided at the annual meeting of stockholders as provided in the bylaws and in the manner and method therein provided.

**Section 2.** The number of directors constituting the initial Board of Directors of the corporation shall be two (2) who are to serve as directors until the first annual meeting of stockholders or until their successors shall have been elected and qualified and who are named as follows:

Vernon D. Olander  
1055 E. 1100 N.  
Shelley, Idaho 83274

Shirley Olander  
1055 E. 1100 N.  
Shelley, Idaho 8327

**Section 3.** The meeting of the Board of Directors may be held at the principal office of the corporation in this state, or at such other place or places within or without this state, for the transaction of any business of the corporation as the directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

**Section 4.** No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting or the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

## **ARTICLE VII. INCORPORATORS**

The name, post office address, and number of shares subscribed by each of the incorporators are as follows:

<b>Shareholder &amp; Address</b>	<b>Number of Shares</b>
Vernon D. Olander 1055 E. 1100 N. Shelley, Idaho 83274	One Share
Shirley Olander 1055 E. 1100 N. Shelley, Idaho 83274	One Share

All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the State of Idaho.

**ARTICLE VIII.**

**AMENDMENTS**

The corporation may amend, alter, add to, change, or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 21<sup>st</sup> day of January, 1997.

Vernon D. Olander  
VERNON D. OLANDER

Shirley Olander  
SHIRLEY OLANDER

STATE OF IDAHO           )  
                                      :  
County of Bonneville    )

On this 21<sup>st</sup> of January, 1997, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Vernon D. Olander and Shirley Olander known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation 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 first above written.

N. J. Anderson  
Notary Public for the State of Idaho  
Residing at Shales Falls  
My Commission expires: 11-24-98

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