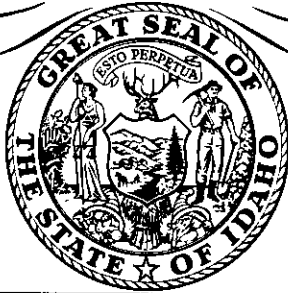


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

HIGHWAY CRUISERS, INC.

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-fifth** day of **May**, 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-fifth** day of **May** 19 **62**, a designation of **Graydon W. Smith** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **25th** day of **May**, A.D. 19 **62**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the photographic reproduction hereunto annexed was prepared from certain records on file in my office and is a full, true and correct copy thereof.



IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California

this FEB 14 1962

Frank M. Jordan

Secretary of State

By *Walter L. Butler*
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
HIGHWAY CRUISERS OF CALIFORNIA, INC.

FILED

351230
In the office of the Secretary of State
of the State of California

MAY 7 - 1938

FRANK M. JORDAN, Secretary of State

Deputy

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a corporation under and pursuant to the laws of the State of California, and we do hereby certify:

Yes
FIRST: That the name of this corporation shall be as follows: "HIGHWAY CRUISERS OF CALIFORNIA, INC."

SECOND: That the primary purpose for which this corporation is formed is to manufacture and distribute house trailers, mobile markets, truck coaches and truck equipment.

That other and additional purposes for which said corporation is formed are as follows:

1. To manufacture and process and fabricate wood and metal parts or items of any type and description.
2. To establish, maintain and conduct a general sales business and agency as factors, agents or merchants; to buy, deal in, or sell, at whole sale or retail, goods and merchandise of every description, and to carry on any further business in connection therewith to accomplish any of the purposes that are incidental thereto.
3. To purchase, sell, lease, pledge or otherwise deal in and with personal property of every description.

4. To purchase, sell, lease, hold, pledge or otherwise deal in and with real property and any and all interests therein.

5. To enter into, make perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, partnership, joint stock, or any corporation, public or private, municipal or body politic, including the government of any city, county, state United States, or any subdivision, district or department thereof.

6. To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises, patents, grants, trade marks, processes and property of every kind and to undertake the whole or any part of the assets or liabilities of any person, firm, association, partnership or corporation, and to pay for the same in cash, in the stocks or bonds of this corporation, or otherwise, and to hold or in any manner dispose of the whole or any part of the business or property so acquired.

7. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time for any of the objects or purposes of this corporation and to mortgage, pledge, hypothecate and/or convey in trust, any or all of its property to secure the payment thereof.

8. To enter into any kind of agreement or contract, co-operative or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient; or otherwise to award or pay such persons for their services as the directors may see fit.

9. To do any and all such other acts, thing, business or business in any manner connected with, or necessary, incidental, convenient or auxiliary to do any of the objects hereinabove enumerated or calculated to directly or indirectly to promote the interests of this corporation, and to exercise any and all powers which a co-partner or natural person could do or exercise and which now or hereafter may be authorized by law, and in any part of the world.

10. To do any and all things which it is not expressly prohibited from doing by the laws of the United States, State of California, or any other governmental body having jurisdiction over the acts of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause above shall, except where otherwise expressed, be in no manner limited or restricted by reference to the items or provisions of any other clause, or by inference to such other clause or clauses, but shall be construed as independent purposes or powers.

THIRD: The principal office for the transaction of the business of the corporation is to be located in the County of Los Angeles, State of California.

FOURTH: That this corporation is authorized to issue two types of stock shares. The aggregate number of all shares shall be 650 and the aggregate par value of all shares having a par value shall be \$200,000.00. That the first class of stock shares shall be known as common stock - Class "A" - the aggregate number of shares of common

Class "A" which this corporation is authorized to issue is One Hundred Fifty (150), and that the aggregate par value of said stock shall be \$150,000.00, and that the par value of each of said shares shall be \$1,000.00.

That the second class of stock - common stock - Class "B", aggregate number of shares which this corporation is authorized to issue is Five Hundred (500) shares, and that the aggregate par value of said stock shall be \$50,000.00, and that the par value of each of said shares shall be \$100.00.

The Board of Directors of this corporation, in its discretion, may fix or alter the dividend rights, dividend rate, conversion rights, voting rights, the redemption price or prices, the liquidation preferences of any wholly unissued class or of an wholly unissued series of any class of shares, or the number of shares constituting any unissued series of any class and the designation of such series, or all or any of them.

FIFTH: That the number of directors of said corporation shall be five (5) and the names and addresses of the persons who are appointed to act as the first directors and to hold office until the selection and qualifications of their successors are as follows:

DONALD L. CONLEY - 6061 De Lay,
Glendora, California.

RICHARD J. CONLEY - 350 Alosta Blvd.,
Glendora, California.

DOROTHY B. CONLEY - 6061 De Lay,
Glendora, California.

JOSEPH F. PERCIVAL - 19556 Cienega,
Covina, California.

EUGENE J. TALLIAN - 10321 S. Devillo Dr.,
Whittier, California.

SIXTH: That authority is hereby granted to the shareholders of this corporation entitled to vote to change from time to time the authorized number of directors of this corporation, not less than five (5), by a duly adopted amendment to the by-laws of this corporation.

SEVENTH: That the share-holders of this corporation shall have the preemptive rights to subscribe to any and all issues or shares, option rights, or securities having conversion or option rights of this corporation. Such share-holders shall be deemed to have waived such preemptive rights unless exercised within thirty (30) days (unless sooner waived in writing) after deposit in the United States mail at Azusa, California of a notice signed by the President, Vice-President or Secretary of said corporation, registered mail, postage prepaid, addressed to such stock holders and each of them, at his last known address shown on the records of said corporation, stating that the Board of Directors of this corporation intends to issue and sell such shares, option rights, or securities having conversion or option rights.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons hereinabove named as the first directors of this corporation, have executed these Articles of Incorporation

this 29th day of April, 1958.

Donald L. Conley
DONALD L. CONLEY

Richard J. Conley
RICHARD J. CONLEY

Dorothy B. Conley
DOROTHY B. CONLEY

Joseph F. Percival
JOSEPH F. PERCIVAL

Eugene J. Tallian
EUGENE J. TALLIAN

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On this 29th day of April, 1958, before me, the undersigned, EDNA L. DALE, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared DONALD L. CONLEY, RICHARD J. CONLEY, DOROTHY B. CONLEY, JOSEPH F. PERCIVAL and EUGENE J. TALLIAN, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

Edna L. Dale
Notary Public in and for said
County and State.

my commission expires 7-24-61

1 CERTIFICATE OF DESIGNATION

2 of

3 HIGHWAY CRUISERS OF CALIFORNIA, INC.

354230
1318
FILED X
In the office of the Secretary of State
of the State of California

SEP 24 1958

4
5 The undersigned, DONALD L. CONLEY and DOROTHY E. CONLEY,

6 do hereby certify that they are now and since the time of the
7 formation of HIGHWAY CRUISERS OF CALIFORNIA, INC., a California
8 corporation, have been the duly elected and Acting President and
9 Secretary respectively of said Corporation; and further, that at
10 the first meeting of the Board of Directors of HIGHWAY CRUISERS OF
11 CALIFORNIA, INC., held at 739 North Georgia Street, Azusa,
12 California, on May 22, 1958, at which time there were present and
13 acting all of the members of the Board of Directors of said Corpor-
14 ation, the following Resolutions were duly adopted:

15 BE IT RESOLVED that each share of Common Stock, Class
16 "A" shall be entitled to ten votes and that each share of Common
17 Stock, Class "B" shall be entitled to one vote in any election
18 authorized by the Laws of the State of California or pursuant to
19 the By-Laws or the Articles of Incorporation of this Corporation.
20 Each share of each class shall be entitled to have and receive any
21 and all dividends and distributions, whether ordinary, special,
22 liquidating or otherwise, in direct proportion to the par value of
23 each share, i.e. Class "A" Common shares shall share with Class "B"
24 Common shares on the basis of ten to one.

25 They further certify that Article IV of the Articles of
26 Incorporation of this Corporation authorizes it to issue 650 shares
27 of stock of the aggregate par value of \$200,000.00; that the stock
28 of this Corporation is divided into two Classes, Common Stock,
29 Class "A" and Common Stock, Class "B"; that the corporation is
30 authorized to issue 150 shares of the first named class and 500
31 shares of the second named class; the par value of each share of
32 Common Stock, Class "A" is \$1,000.00 and the aggregate par value

1 of said class is \$150,000.00; that the par value of each share of
2 Common Stock, Class "B" is \$100.00 and the aggregate par value of
3 said stock is \$50,000.00; and that at the time of the adoption of
4 the Resolutions fixing the voting, dividend and other rights
5 appertaining to each class, no stock of this Corporation had been
6 issued.

7 IN WITNESS WHEREOF I have set my hand and seal this
8 20th day of September, 1958.

9
10 HIGHWAY CRUISERS OF CALIFORNIA, INC.

11 By Donald L. Conley
Donald L. Conley, President

12
13 By Dorothy B. Conley
Dorothy B. Conley, Secretary

14
15 STATE OF CALIFORNIA)
16 County of Los Angeles) ss.

17 DONALD L. CONLEY and DOROTHY B. CONLEY, each being first duly
18 sworn, deposes and says:

19 That each and every statement contained in the Certificate of
20 Designation above set forth is true and accurate to the best of
21 his/her own knowledge.

22
23 Donald L. Conley
Donald L. Conley

24
25 Dorothy B. Conley
Dorothy B. Conley

26 SUBSCRIBED AND SWORN to before me
27 this 20th day of September, 1958.

28 Edna L. Dale
Notary Public in and for said
29 County and State

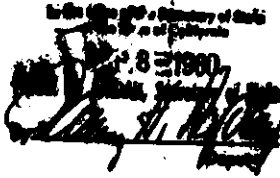
30 My Comm. expires 7/24/61
31
32

FILED

Cap stk chg from \$200,000 to \$500,000

354122

A24289



CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
HIGHWAY CRUISERS OF CALIFORNIA, INC.

The undersigned, Donald L. Conley and Dorothy B. Conley do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of Highway Cruisers of California, Inc., a California corporation, and they do further certify that:

One: At a special meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at 8117 East Slauson Avenue, Montebello, California, at 4:00 o'clock P.M. on the 1st day of August, 1960, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly adopted:

WHEREAS, at a special meeting of the Board of Directors of Highway Cruisers of California, Inc., a California corporation, duly held at the principal office for the transaction of the business of said corporation at 8117 East Slauson Avenue, Montebello, California, on the 1st day of August, 1960, at which meeting a quorum of the members of said Board was present and acting, certain amendments of the articles of incorporation of said corporation were adopted and

approved and said articles of incorporation were amended to read in full as set forth in the following resolution:

WHEREAS, it is deemed by the board of directors of this corporation to be to the best interests of this corporation and its stockholders that its Articles of Incorporation be amended to change the form of some of the provisions thereof, to change and add to its powers and purposes, to increase the number of its directors from five to seven, to eliminate provision for preemptive rights in shareholders of the corporation, to eliminate provision for two classes of stock and to increase the number of its authorized shares from 150 shares of common stock - Class "A," par value \$1,000 per share, and 500 shares of common stock - Class "B," par value \$100 per share, to 500,000 shares of Capital Stock, par value \$1 per share,

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of this corporation be amended accordingly, so that as so amended they shall read in full as follows:

"ARTICLES OF INCORPORATION
OF
HIGHWAY CRUISERS OF CALIFORNIA, INC.
(as amended)

"KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a

corporation under and pursuant to the laws of the State of California, and we do hereby certify that:

One: The name of this corporation is:

HIGHWAY CRUISERS, INC.

Two: The ~~primary purpose for~~ ^{specific business in} which this corporation is ~~formed~~ ^{primarily to engage} is to manufacture and sell truck bodies, trailers, trailer coaches, and accessories for trucks and automobiles.

Other and additional purposes for which this corporation is formed are:

(a) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and deal with goods, wares and merchandise and supplies and all other personal property of every class and description.

(b) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wherever situated, either in California, other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.

(c) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares

or any part thereof, or (iii) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the good will, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(d) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(f) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(g) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may

be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(h) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, good will, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of, any trust estate, now or hereafter existing, and whether created by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(i) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(j) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(k) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

(l) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral-bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

(m) To carry on any business whatsoever, either as principal or as agent or both or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, and other states; in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(n) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Three: The principal office for the transaction of the business of this corporation is to be located in the County of Los Angeles, State of California.

Four: The total number of shares which this corporation is authorized to issue shall be 500,000, all of one class; the aggregate par value of such shares shall be Five Hundred Thousand Dollars (\$500,000); and the par value of each of such shares shall be One Dollar (\$1). Upon the effective date of this Amendment all the issued and outstanding shares immediately prior thereto outstanding, consisting of 36 shares of common stock - Class "A," par value \$1,000 per share, and 80 shares of common stock - Class "B," par value \$100 per share, held by two shareholders as joint tenants, shall automatically and without further action on the part of said shareholders or of this corporation be changed and reconstituted into 92,500 shares of Capital Stock, par value \$1 per share, of this corporation, and said shareholders shall thereafter be entitled, upon the surrender for cancellation of certificates evidencing said shares of common stock - Class "A" and common stock - Class "B," to receive certificates evidencing 92,500 shares of the Capital Stock, par value \$1 per share, of this corporation.

Five: The number of directors of this corporation shall be seven (7) and the names and addresses of the persons

(five in number) who are appointed to act as the first directors are:

DONALD L. CONLEY - 6061 De Lay,
Glendora, California
RICHARD J. CONLEY - 350 Alosta Blvd.,
Glendora, California
DOROTHY B. CONLEY - 6061 De Lay,
Glendora, California
JOSEPH F. PERCIVAL - 19556 Gionaga,
Covina, California
EUGENE J. TALLIAN - 10321 S. Devillo Dr.,
Whittier, California

"IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons hereinabove named as the first directors of this corporation, have executed these Articles of Incorporation this 29th day of April, 1958.

/s/ Donald L. Conley
DONALD L. CONLEY
/s/ Richard J. Conley
RICHARD J. CONLEY
/s/ Dorothy B. Conley
DOROTHY B. CONLEY
/s/ Joseph F. Percival
JOSEPH F. PERCIVAL
/s/ Eugene J. Tallian
EUGENE J. TALLIAN

"STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss.

On this 29th day of April, 1958, before me, the undersigned, EDNA L. DALE, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared DONALD L. CONLEY, RICHARD J. CONLEY, DOROTHY B. CONLEY, JOSEPH F. PERCIVAL and EUGENE J. TALLIAN, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

/s/ Edna L. Dale (SEAL)
Notary Public in and for said
County and State

My Commission expires 7-24-61"

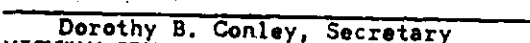
Two: The number of shares of said corporation consenting to such amendments of its articles of incorporation is Thirty-Six (36) shares of Common Stock - Class "A," par value \$1,000 per share, and Eighty (80) shares of Common Stock - Class "B," par value \$100 per share, and attached hereto as Exhibit A and made a part hereof by this reference is a copy of the form of written consent executed by the holders of said shares.

Three: The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendments is Thirty-Six (36) shares of Common Stock - Class "A," par value \$1,000 per share, and Eighty (80) shares of Common Stock - Class

"B," par value \$100 per share, entitled to cast a total of 80 votes.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment of articles of incorporation this 1st day of August, 1960.

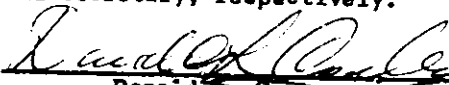

Donald L. Conley, President
HIGHWAY CRUISERS OF CALIFORNIA, INC.



Dorothy B. Conley, Secretary
HIGHWAY CRUISERS OF CALIFORNIA, INC.

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss.

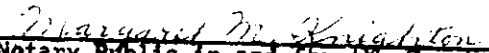
DONALD L. CONLEY, and DOROTHY B. CONLEY, being first duly sworn, each for himself deposes and says:

That Donald L. Conley is, and was at all the times mentioned in the foregoing Certificate of Amendment, the President of Highway Cruisers of California, Inc., the California corporation therein mentioned, and Dorothy B. Conley is, and was at all said times, the Secretary of said corporation; that each has read said certificate and that the statements therein made are true of his own knowledge, and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary, respectively.


Donald L. Conley


Dorothy B. Conley

Subscribed and sworn to before me this 1st day of August, 1960.

Margaret M. Knighton 
Notary Public in and for the County
of Los Angeles, State of California
My Commission Expires: June 15, 1962 10

HIGHWAY CRUISERS OF CALIFORNIA, INC.

WRITTEN CONSENT OF SHAREHOLDERS
TO AMENDMENT OF ARTICLES OF INCORPORATION

WHEREAS, at a special meeting of the Board of Directors of Highway Cruisers of California, Inc., a California corporation, duly held at the principal office for the transaction of the business of said corporation at 8117 East Slauson Avenue, Montebello, California, on the 1st day of August, 1960, at which meeting a quorum of the members of said board was present and acting, certain amendments of the articles of incorporation of said corporation were adopted and approved and said articles of incorporation were amended to read in full as set forth in the following resolution:

WHEREAS, it is deemed by the board of directors of this corporation to be to the best interests of this corporation and its stockholders that its Articles of Incorporation be amended to change the form of some of the provisions thereof, to change and add to its powers and purposes, to increase the number of its directors from five to seven, to eliminate provision for preemptive rights in shareholders of the corporation, to eliminate provision for two classes of stock and to increase the number of its authorized shares from 150 shares of common stock - Class "A", par value \$1,000 per share, and 500 shares of common stock - Class "B", par value \$100 per share, to 500,000 shares of Capital Stock, par value \$1 per share,

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of this corporation be amended accordingly, so that as so amended they shall read in full as follows:

"ARTICLES OF INCORPORATION
OF
HIGHWAY CRUISERS OF CALIFORNIA, INC.
(as amended)

"KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a corporation under and pursuant to the laws of the State of California, and we do hereby certify that:

One: The name of this corporation is:

HIGHWAY CRUISERS, INC.

Two: The ~~specific business in~~ which this corporation is primarily to engage ~~is~~ is to manufacture and sell truck bodies, trailers, trailer

coaches, and accessories for trucks and automobiles.

Other and additional purposes for which this corporation is formed are:

(a) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and deal with goods, wares and merchandise and supplies and all other personal property of every class and description.

(b) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in California, other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.

(c) To acquire, by purchase or otherwise, the good will, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(d) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements

and processes, copyrights, trade-marks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(e) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(f) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(g) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(h) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in,

or in respect of, any trust estate, now or hereafter existing, and whether created by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(i) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(j) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(k) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

(l) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas

and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsoil and surface, of every nature and description.

(m) To carry on any business whatsoever, either as principal or as agent or both or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, and other states; in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(n) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Three: The principal office for the transaction of the business of this corporation is to be located in the County of Los Angeles, State of California.

Four: The total number of shares which this corporation is authorized to issue shall be 500,000, all of one class; the aggregate par value of such shares shall be Five Hundred

Thousand Dollars (\$500,000); and the par value of each of such shares shall be One Dollar (\$1). Upon the effective date of this Amendment all the issued and outstanding shares immediately prior thereto outstanding, consisting of 36 shares of common stock - Class "A", par value \$1,000 per share, and 80 shares of common stock - Class "B", par value \$100 per share, held by two shareholders as joint tenants, shall automatically and without further action on the part of said shareholders or of this corporation be changed and reconstituted into 92,500 shares of Capital Stock, par value \$1 per share, of this corporation, and said shareholders shall thereafter be entitled, upon the surrender for cancellation of certificates evidencing said shares of common stock - Class "A" and common stock - Class "B", to receive certificates evidencing 92,500 shares of the Capital Stock, par value \$1 per share, of this corporation.

Five: The number of directors of this corporation shall be seven (7) and the names and addresses of the persons (five in number) who are appointed to act as the first directors are:

DONALD L. CONLEY - 6061 De Lay,
Glendora, California
RICHARD J. CONLEY - 350 Alosta Blvd.,
Glendora, California
DOROTHY B. CONLEY - 6061 De Lay,
Glendora, California
JOSEPH F. PERCIVAL - 19556 Cienega,
Covina, California
EUGENE J. TALLIAN - 10321 S. Bevillo Dr.,
Whittier, California

"IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons hereinabove named as the first directors of this corporation, have executed these Articles of Incorporation this 29th day of April, 1958.

/s/ Donald L. Conley
DONALD L. CONLEY
/s/ Richard J. Conley
RICHARD J. CONLEY
/s/ Dorothy B. Conley
DOROTHY B. CONLEY
/s/ Joseph F. Percival
JOSEPH F. PERCIVAL
/s/ Eugene J. Tallian
EUGENE J. TALLIAN

"STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS

On this 29th day of April, 1958, before me, the undersigned, EDNA L. DALE, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared DONALD L. CONLEY, RICHARD J. CONLEY, DOROTHY B. CONLEY, JOSEPH F. PERCIVAL and EUGENE J. TALLIAN, known to me to be the persons whose names are subscribed to the foregoing Articles of

Incorporation, and acknowledged to me that they executed the same.

/s/ Edna L. Dale (SEAL)
Notary Public in and for said
County and State

My Commission expires 7-24-61"

NOW, THEREFORE, the undersigned, together holding, as joint tenants with right of survivorship, the number of shares of this corporation entitled to vote hereinbelow indicated after their names and constituting, as the sole shareholders of this corporation, the shareholders entitled to exercise all the voting power, do hereby adopt, approve and consent to the amendments of said articles of incorporation set forth in the foregoing resolution, and do hereby consent that said articles of incorporation be amended to read in full as hereinabove set forth.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and, following their names, the date of signing and the number of shares of this corporation held of record on said date by them, as joint tenants with right of survivorship, entitled to vote upon amendments of said articles of incorporation of the character of the foregoing amendments.

<u>Name</u>	<u>Date of Signing</u>	<u>No. of Shares</u>
<u><i>Donald L. Conley</i></u> Donald L. Conley	August 1, 1960	36 shares of Common Stock - Class "A", par value \$1,000 per share, and 80 shares of Common Stock - Class "B", par value \$100 per share
<u><i>Dorothy B. Conley</i></u> Dorothy B. Conley		