

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TRANSIT HOMES OF AMERICA, INC.

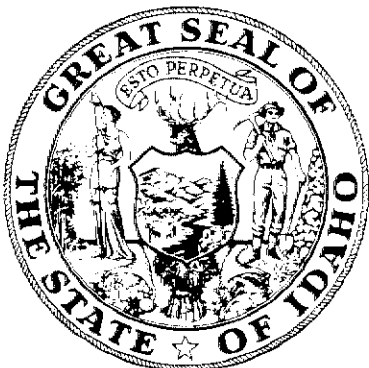
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TRANSIT HOMES OF AMERICA, INC.

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: **July 19, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
TRANSIT HOMES OF AMERICA, INC.
STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation is TRANSIT HOMES OF AMERICA, INC.

SECOND

The purposes for which the corporation is organized are as follows:

In furtherance and not in limitation of the powers conferred by law:

- (a) To continue as a corporation, under its corporate name, perpetually;
- (b) To sue and be sued in its corporate name;
- (c) To have a corporate seal and to alter the same at pleasure and to use such seal generally, but the use of such seal shall be necessary only as required by law;
- (d) To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and/or intangible, legal or equitable;

(e) To borrow money, and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage or pledge its property and franchise to secure the payment thereof;

(f) To conduct business in this state and elsewhere; to have one or more officers out of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, convey or otherwise dispose of property, real and/or personal, tangible, and/or intangible, out of this state;

(g) To appoint such officers and agents as the business of this corporation may require, and to define their duties and fix their compensation;

(h) By its Board of Directors to make, alter, amend, or repeal by-laws for the government and regulation of its affairs;

(i) To cease doing business and to dissolve and surrender its corporate franchise;

(j) To do all acts and things necessary, convenient or expedient to carry out the purpose for which it is formed;

(k) To transport property of any and all kind within the State of Idaho, and in and through and across the various states and territories of the United States and the territory of any other nation or country, for hire at such price and on such terms as may be agreed upon by this corporation and any other firm, corporation, partnership or individual, all subject to all laws of any and all states or countries in and through which this corporation may operate, and subject to all rules and regulations of all agencies established by law having the direction or control of the transportation of property for hire;

This corporation shall have authority to negotiate with and receive from the Interstate Commerce Commission, Public Service Commission and Public Utilities Commission, licenses, rights and authority to operate as an Interstate and Intrastate carrier of goods for hire, subject to and in accordance with the rules of said commission, and shall have power to purchase and acquire by lease, or otherwise, from others, their rights to operate as Interstate and Intrastate carrier for hire, all subject to the approval of the Interstate Commerce Commission, the Public Service Commission and the Public Utilities Commission that may be concerned therewith;

(l) To engage in the purchase and rebuilding of machinery, tools and vehicles of all kinds and character;

(m) To engage in and carry on the business commonly known as being conducted by a common carrier, subject to the limitations hereinbefore set out;

(n) To acquire, guarantee, hold, own, and vote and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, securities or evidences of indebtedness of any other corporation, domestic or foreign;

(o) To purchase, own and/or hold, and to sell and transfer (but not to vote) shares of its own capital stock, if and when the capital of this corporation is not thereby impaired;

(p) To pay for any property, real or personal, this corporation may acquire or purchase with shares of the capital stock, bonds or other obligations or securities of this corporation or to issue its shares of stock in exchange therefor;

(q) To exercise its rights of domicile in Idaho as a citizen of the State of Idaho under and pursuant to its charter;

(r) To enter into partnership or into any arrangement of shares or profits, union or interest, cooperation, joint venture, reciprocal concessions or otherwise, with any person or persons, or corporation or corporations, carrying on or engaged in or about to carry on or engage in any business or transaction which this corporation is authorized to carry on or engage in, or any business or transactions capable of being conducted so as directly or indirectly to profit this corporation; and to lend money to, guarantee the contracts of or otherwise assist any such person or persons, or corporation or corporations, and to take or otherwise acquire shares and securities of any such company or corporation, and to sell, hold, reissue either with or without guaranty, or otherwise deal with the same;

(s) The foregoing clauses shall be construed as powers as well as purposes, and the matters expressed in each clause shall, except if otherwise expressly provided, be in no wise limited, by reference to or inference from the terms of any other clause, but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning or general terms or the general powers of this corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the laws of the State of Idaho, and all powers conferred by

all acts heretofore or hereafter amendatory or supplemental to the said Corporation Act of the said laws; and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by said Act or the said laws now or hereafter in force; Provided, however, that the corporation shall not in any state, territory, district, possession or country carry on any business or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise; and

(t) To carry on and transact any and/or all business for which corporations may be incorporated under the Idaho Business Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and post office address of the registered office of the corporation is STUART W. CARTY, Imperial Plaza, 200 North 3rd, Suite 1, Boise, Idaho 83702.

FIFTH

The amount of capital stock of this corporation shall be and is one hundred thousand (100,000) shares of stock of the par value of \$1.00 each, making an aggregate stock of \$100,000 which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The name and post office address of the incorporator is
LARRY KLING, 56123 Rio Lindo Drive, Elkhart, Indiana 46514.

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The numbers of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with Idaho Code. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The initial Board of Directors shall be five (5) in number and their names and addresses are as follows:

NAME:

POST OFFICE ADDRESS:

LARRY KLING

56123 Rio Lindo Drive
Elkhart, Indiana 46514

COLLEEN KLING

56123 Rio Lindo Drive
Elkhart, Indiana 46514

STUART W. CARTY

200 North 3rd, Suite 1
Boise, Idaho 83702

RICHARD OBENDORF

2144 Table Rock Road
Boise, Idaho 83702

FLORENCE JOHNSRUD

NINTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds (2/3) of the voting power of all shareholders.

ELEVENTH

No contract or other transaction between the corporation and any other 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, or any firm of which any director may be a member, may be a party to, or may be

pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Statutes of the State of Idaho, the undersigned, constituting the incorporator of this Corporation, have executed these Articles of Incorporation the 8th day of June, 1983.

Larry Kling
LARRY KLING

STATE OF Indiana)
) ss.
County of Elkhart)

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared LARRY KLING, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

(seal)

June 8, 1983

Barbara Helsel

BARBARA A. HELSEL

Notary Public for

Residing at

Commission Expires 6-13-83

WILLIAM J. GROVE
LEONARD A. JASKIEWICZ
CARROLL L. GILLIAM
RONALD N. COBERT
EDWARD J. KLEY
WILLIAM H. SHAWN
ROBERT L. COPE
CRAIG W. HULVEY
JAMES A. CALDERWOOD
SHERMAN DOCTROW*

J. PAUL DOUGLAS
JON L. BRUNENKANT
CHRISTOPHER J. SOWDEN
ALAN J. THIEMANN
DOUGLAS D. WAKART
ROBERT E. CAMPBELL
JOSEPH M. ROBERTS
ROBERT R. HARRIS
KEVIN M. SWEENEY
BRENT H. TAYLOR
SUSAN S. GROVER

*ADMITTED IN CALIFORNIA ONLY

LAW OFFICES
GROVE, JASKIEWICZ, GILLIAM AND COBERT

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TELEPHONE
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SECRETARY OF
STATE

TELECOPIER
(202) 298-1370

TELEX 904059WSH
CABLE "AMERICALLAW"

OF COUNSEL
EDMUND M. JASKIEWICZ
PATENT COUNSEL

June 29, 1983

Secretary of State
State of Idaho
Room 203, Statehouse
Boise, Idaho 83720

RE: TRANSIT HOMES OF AMERICA, INC.

Dear Sir or Madam:

This is to advise that Transit Homes, Inc., a Michigan corporation, with business headquarters at Haywood Road, Greenville, South Carolina, and doing business in the State of Idaho, grants express permission to Transit Homes of America, Inc. to use the above-referenced name as its corporate name.

Cordially yours,

TRANSIT HOMES, INC.

By:


Jack H. Hobson, President

By:


Leonard A. Jaskiewicz, Secretary