

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**ZEHR BROS., INC.**

was filed in the office of the Secretary of State on the **thirteenth** day of **July** A.D., One Thousand Nine Hundred **seventy** and **will be** duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Middleton, Idaho** in the County of **Canyon**

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 **13th** day of **July**, A.D., 19 **70**.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

ZEHR BROS., INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes herein-after stated pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

I.

The name of this corporation is: ZEHR BROS., INC.

II.

The purposes for which this corporation is formed are:

(a) To engage in, contract and carry on in all its various branches the business of transportation for itself, or for others for hire, of goods, wares and merchandise of every kind and character, by means of motor trucks, trailers, and any and all power propelled, drawn or driven vehicles and devices.

(b) To build, construct, lease, or otherwise acquire, maintain, own, utilize and operate buildings, storage houses and garages for storing, repairing, caring for and keeping for hire therein motor trucks, trailers, and any and all other power propelled, drawn or driven vehicles and devices.

(c) To buy, sell, own, lease and operate garages, service stations, and repair shops, and to carry on all business incidental thereto.

(d) To purchase, acquire, own, sell, market (either as principal or agent) or dispose of farm crops, farm produce, dairy products, poultry products, fruit, vegetables, livestock and meat of every kind and description.

(e) To acquire, own, lease or hold such real and personal property as may be necessary or convenient for the transaction of its business.

(f) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation.

(g) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purpose of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

1 (h) To enter into, make, perform and carry out contracts  
2 of every sort and kind which may be necessary or desirable for the  
3 furtherance of the business of this corporation, with any persons,  
4 firms, corporations, associations, any state, territory or municipa-  
5 lity of the United States or any foreign country, government or body  
6 politic.

7 (i) To acquire and hold all or any part of the capital  
8 stock, assets, or good will of any business, of any person, firm,  
9 association or corporation engaged in any business in whole or in  
10 part similar to that of this corporation, consistent with the  
11 objects and purposes of this corporation, and to hold, utilize and  
12 in any manner dispose of the whole or any part of the stock, assets,  
13 good will and rights so acquired and to conduct in any lawful manner  
14 in whole or in part any business so acquired, and to undertake or  
15 assume the whole or any part of the obligations or liabilities of  
16 any person, firm, association or corporation engaged in the business  
17 acquired.

18 (j) To borrow money for any purpose of this corporation,  
19 without limit as to amount, and to issue bonds, debentures, notes  
20 or other evidences or indebtedness, secured or unsecured, of this  
21 corporation for the moneys so borrowed, or in payment for property  
22 acquired, or for any other objects or purposes of this corporation,  
23 or in connection with its business; to secure payment of such  
24 debenture, notes or other obligations by mortgages or pledges or  
25 other liens upon any or all of the property of this corporation  
26 wheresoever situated.

27 (k) To carry out all or any part of the foregoing objects,  
28 or purposes as principal or agent, or otherwise, either alone or in  
29 conjunction with any person, association or other corporation and  
30 in any part of the world; and in carrying on its business and for  
31 the purpose of attaining or furthering any of its objects or purposes,  
32 to make and perform such contracts of any kind and description, to  
do such acts and such things, and to exercise any and all such power  
as a natural person could lawfully make, perform, do or exercise,  
provided that the same be not inconsistent with the objects or pur-  
poses of this corporation, or the statutes of the State of Idaho.

33 (l) To conduct its business in all or any of its branches  
34 in the State of Idaho, and in any and all other states, territories,  
35 possessions, colonies and dependencies of the United States of Amer-  
36 ica and in the District of Columbia, and in any or all foreign  
37 countries, and to have one or more offices within or outside of the  
38 State of Idaho.

39 (m) The objects as specified herein shall, except as  
40 otherwise expressed, be in no way limited or restricted by reference  
41 to or inference from the terms of any other clause or paragraph of  
42 these Articles. The objects, purposes and powers specified in each  
43 of the clauses or paragraphs in these Articles shall be regarded as  
44 independent objects, purposes and powers.

45 The foregoing shall be construed as objects, and powers  
46 and the enumeration thereof shall not be held to limit or restrain  
47 in any manner the general powers now or hereafter conferred on this  
48 corporation by the statutes of the State of Idaho.

### 49 III.

50 The period of existence and the duration of the life of

1 this corporation shall be perpetual.

2 IV.

3 The location and post office address of the registered  
4 office of this corporation in the State of Idaho shall be Post Office  
Box 266, Middleton, Canyon County, State of Idaho.

5 V.

6 This corporation is authorized to issue one class of shares  
7 of its capital stock to be designated as common stock; the total  
8 number of shares of common stock which this corporation shall be  
9 authorized to issue is 500. The aggregate par value of the capital  
stock of this corporation shall be \$50,000.00; and the par value of  
each of said shares of common stock shall be \$100.00.

10 VI.

11 The names and post office addresses of each of the incorpor-  
12 ators of this corporation and the number of shares of said common  
capital stock subscribed by each of those incorporators are as  
follows:

13	NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
14	Melvin J. Zehr, Jr.	P. O. Box 34, Middleton, Idaho	One
15	Richard L. Zehr	P. O. Box 266, Middleton, Idaho	One
16	Katherine J. Zehr	P. O. Box 34, Middleton, Idaho	One
17	Each of the above persons enumerated as incorporators is a natural		
18	person over the age of 21 years and is a citizen of the United States		
19	of America.		

20 VII.

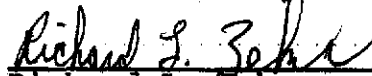
21 The capital stock of this corporation shall be non-assess-  
22 able; and the private property of the shareholders in this corpora-  
23 tion shall not be liable for the debts, obligations and liabilities  
of this corporation.

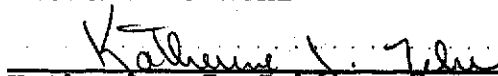
24 VIII.

25 A director of this corporation shall not be required to  
26 be a holder of any of the shares of the common capital stock of the  
27 corporation.

28 IN WITNESS WHEREOF, We, the undersigned, for the purpose  
29 of forming this corporation under the statutes of the State of  
30 Idaho, have executed these Articles of Incorporation this 1st day  
31 of July, 1970.

32   
Melvin J. Zehr, Jr.


  
Richard L. Zehr

  
Katherine J. Zehr

1 STATE OF IDAHO )  
2 ) ss.  
3 County of Canyon )

4 On this 13th day of July, 1970, before me, the undersigned,  
5 a Notary Public in and for said State, personally appeared MELVIN J.  
6 ZEHR, RICHARD L. ZEHR and E. R. AGUILAR, known to me to be the persons  
7 whose names are subscribed to the within instrument and acknowledged  
8 to me that they executed the same, and I further certify that each  
9 of said persons acknowledged that they were over the age of 21 years  
10 and were each citizens of the United States of America.

11 IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
12 my official seal the day and year in this certificate first above  
13 written.

14   
15 \_\_\_\_\_  
16 Notary Public for Idaho  
17 Residing at Caldwell, Idaho

GIGRAY, DOWNEN & MORGAN  
ATTORNEYS AT LAW  
CALDWELL, IDAHO