

FILED/EFFECTIVE

Dec 20 3 56 PM '00

SECRET
STENO

**SECOND RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

IMMO SECRETARY OF STATE

12/20/2000 09:00
CX: 1204 CT: 1660 BH: 367983

1 0 30.00 = 30.00 AMEND DRAFT # 4
1 0 20.00 = 20.00 EXPEDITE C # 5

We, the undersigned, being the shareholders of GILTNER, INC., and desiring to restate and amend the original Articles of Incorporation of the corporation as amended on August 16, 1984, and all other amendments through the date of these Second Restated and Amended Articles of Incorporation, which last amendments were duly adopted and ratified at a meeting of said shareholders of said corporation by unanimous vote, at a meeting held on the 20th day of December, 2000, do hereby certify:

ARTICLE I

The name of the corporation is **OLD GILTNER, INC.**

ARTICLE II

The corporation is formed for the following purposes:

- a. To conduct the business of providing shipping of goods by truck;
- b. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares,

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bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

- c. To conduct business in this State and other states in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.
- d. To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold and purchase the assets, franchises, permits and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.
- e. To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payments of debts, notes, agreements, contracts, and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as

a primary or secondary obligor.

- f. To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.
- g. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to be, and hereby are, included as purposes and powers of this corporation.

ARTICLE III

The registered office and post office address of the corporation shall be:

PO Box 564
980 B West Main
Jerome, Idaho 83338

The name of the registered agent is Douglas J. Blevins.

ARTICLE IV

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE V

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

ARTICLE VI

The total number of shares of all classes of stock which the corporation shall have authority to issue is 10,000, which shall be common stock, shall not be restricted, and shall have a par value of \$100.00 per share.

ARTICLE VII

The names and post office addresses of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Robert Giltner, Sr.	Route One Jerome, Idaho 83338
Robert Giltner, Jr.	Route Two Jerome, Idaho 83338
William C. Giltner	Route Two Jerome, Idaho 83338
Douglas Joe Giltner	Route One Jerome, Idaho 83338

ARTICLE VIII

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 provided by law, and all rights conferred upon stockholders of this corporation are granted subject to this reservation.

DATED this 20th day of December, 2000.


DOUGLAS J. BLEVINS


CHERI L. BLEVINS

STATE OF IDAHO)

SS:

County of Jerome)

On this 20th day of December, 2000, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DOUGLAS J. BLEVINS and CHERI L. BLEVINS, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and who acknowledged to me that they executed the same.

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

Brenda S. Butler
NOTARY PUBLIC for Idaho
Residing at Coalinga
Commission Expires: 3/5/2004

NOTARY PUBLIC for Idaho

Residing at Croeding

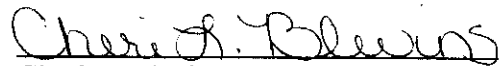
Commission Expires: 3/5/2004

**CERTIFICATE ACCOMPANYING SECOND RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

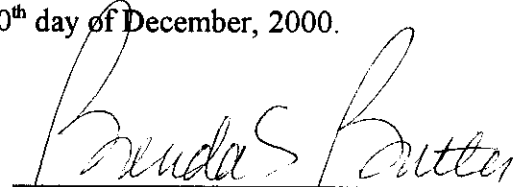
This is a Certificate Accompanying Second Restated and Amended Articles of Incorporation in conformance with *Idaho Code* § 30-1-1007(4) in connection with the Second Restated and Amended Articles of Incorporation of "Old Giltner, Inc.", a copy of which is attached hereto as **Exhibit "A"** Cheri L. Blevins, the Secretary of Old Giltner, Inc., certifies as follows:

- A. The Second Restated and Amended Articles of Incorporation contains an amendment to Article I of the Articles of Incorporation which required Shareholder approval. The amendment to Article I was submitted to a vote of the Shareholders after approval by the Board of Directors of the corporation at a meeting of the Shareholders and Directors held for that purpose on the 20th day of December, 2000. There were 833 shares issued and outstanding at the time of the meeting. At the meeting 833 shares were voted in favor of the Amendment to Article I and 0 shares were voted against it.
- B. A further amendment to the Articles of Incorporation required only Director approval and the Board of Directors adopted the amendment to the Articles of Incorporation amending Article III of the original Articles of Incorporation by changing the registered agent and registered address of the corporation. This was also accomplished at a meeting held December 20, 2000.
- C. The Second Restated and Amended Articles of Incorporation were also approved at the December 20th shareholder's meeting by the same vote margin described in "A" above.

Dated this 20th day of December, 2000.


Cheri L. Blevins, Secretary

SUBSCRIBED AND SWORN To before me this 20th day of December, 2000.


Notary Public for Idaho
Residing at: *Coeur d'Alene*
Comm. Expires: *5/5/2004*

SECOND RESTATED AND AMENDED ARTICLES OF INCORPORATION

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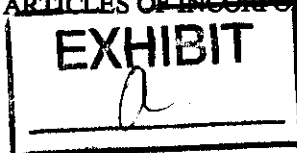
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bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

- c. To conduct business in this State and other states in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.
- d. To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold and purchase the assets, franchises, permits and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.
- e. To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payments of debts, notes, agreements, contracts, and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as

- a primary or secondary obligor.
- f. To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.
- g. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to be, and hereby are, included as purposes and powers of this corporation.

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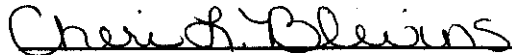
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The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon stockholders of this corporation are granted subject to this reservation.

DATED this 20th day of December, 2000.



DOUGLAS J. BLEVINS



CHERI L. BLEVINS

STATE OF IDAHO)

ss:

County of Jerome)

On this 20th day of December, 2000, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DOUGLAS J. BLEVINS and CHERI L. BLEVINS, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and who acknowledged to me that they executed the same.

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

Brenda S. Butler
NOTARY PUBLIC for Idaho
Residing at Cooding
Commission Expires: 3/1/2004