

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

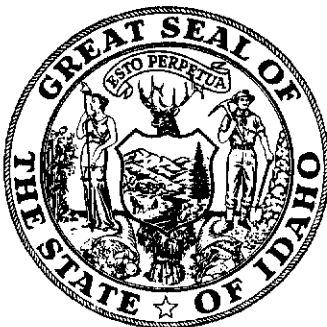
LONE MOUNTAIN DISTRIBUTORS, INC.

File number C 113170

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: December 28, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

**ARTICLES OF INCORPORATION
OF
LONE MOUNTAIN DISTRIBUTORS, INC.**

The undersigned, acting as incorporators under the Idaho Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation is LONE MOUNTAIN DISTRIBUTORS, INC. ("Corporation").

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

- (1) To engage in trucking, distributing and equipment rentals;
- (2) To engage in any business, related or unrelated, to that described in clause (1) of this article that are from time to time authorized or approved by the Board of Directors of the Corporation; and
- (3) To do any acts and perform any business permitted by the Idaho Business Corporation Act.

The above clauses shall not be limited by reference to or inference from one another, but each purpose clause shall be construed as a separate statement conferring independent purposes and powers on the Corporation.

**ARTICLE IV.
SHARES**

The Corporation is authorized to issue only one class of stock which shall be designated Common Stock. The total number of shares of common stock that this corporation is authorized to issue is Twenty-Five Hundred (2,500) shares. Each share shall be without par value.

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This article can be amended only by the vote or written consent of the holders of fifty-one percent (51%) of the outstanding shares.

ARTICLE V. SHAREHOLDER PREEMPTIVE RIGHTS

Each holder of shares of this corporation shall be entitled to full preemptive or preferential rights, as these rights are defined by law, to subscribe for or purchase his/her proportional part of any shares that may be issued at any time by the Corporation.

This article can be amended only by the vote or written consent of the holders of fifty-one percent (51%) of the outstanding shares.

ARTICLE VI. LIMITATIONS ON TRANSFERABILITY OF STOCK

Before any Shareholder can sell or transfer his/her stock of the Corporation, other than a bona fide gift, he/she shall first offer the stock to the Corporation and then to the Shareholders in the following manner:

(1) The offering Shareholder shall give a written offer by mailing, personally delivering, or telegraphing it to the Secretary of the Corporation, stating the number and class of shares to be sold or transferred and the price, terms, and conditions of the proposed sale or transfer. The Corporation shall then have the right to purchase all or any whole number of the shares offered, at the price and on the terms and conditions stated in the offer, by giving written notice to the offering Shareholder of its election to purchase shares and the number of shares it intends to purchase. This notice shall be given by mailing, personally delivering, or telegraphing it within twenty (20) days after the offering Shareholder's offer is given, mailed, personally delivered, or telegraphed to each of the Shareholders a copy of this offer together with a statement of the number of this offer together with a statement of the number of shares not being purchased by the Corporation. Each of these Shareholders shall then have the right to purchase all or any lesser number of the shares specified in the statement from the Secretary by giving to the Secretary a written notice of intent to purchase a specified number of these shares at the price and on the terms and conditions stated in the offering Shareholder's offer. This notice shall be given by mailing, personally delivering, or telegraphing it within ten (10) days after the offering Shareholder's offer is given by the Secretary;

(2) If the total number of shares specified by the Shareholders in their notices of intent to purchase exceeds the number of available shares specified in the statement from the Secretary, each purchasing Shareholder shall be entitled to purchase that fraction of the available shares that is equal to the number of his/her shares having purchase rights under this article, divided by the total number of shares having purchase rights held by all Shareholders who gave notice of intent to purchase;

(3) If less than all the shares offered for sale by the offering Shareholder are subscribed to under clauses (2) and (3) of this article, each Shareholder desiring additional shares shall be entitled to purchase that fraction of the shares not subscribed to that is equal to the number of his shares having purchase rights held by all Shareholders desiring to purchase these remaining shares;

(4) Unless otherwise specifically stated in a Shareholder's notice of intent to purchase shares given under clause (1) of this article, that notice shall also be considered an offer to purchase the number of shares to which he/she is entitled under clauses (2) and (3), not to exceed, however, the number of shares specified in his/her notice of intent to purchase;

(5) Each offer, notice, or statement provided for in this article shall be considered given when it is personally delivered to the person to whom it is to be given, or it is properly addressed and deposited in the United States mail or delivered to a telegraph office with all postage or other charges fully prepaid;

(6) If less than all shares specified in the offer to the Secretary are subscribed to under clauses (1), (2) and (3) of this article within the time periods specified for exercising the respective rights to purchase shares granted under this article, the offering Shareholder shall not be required to accept any of the offers made under this article by the Corporation or its Shareholders, and may dispose of all the shares specified in this offer to the Secretary to any person or persons, provided that he/she shall not sell or transfer these shares at a lower price or on more favorable terms than those specified in the offer to the Secretary;

(7) Unless otherwise prohibited by law or by these Articles of Incorporation, the Corporation may purchase its own shares from any offering Shareholder. The Corporation shall not purchase all its outstanding voting shares. Any sale or transfer, or purported sale or transfer, of the Corporation's shares by any Shareholder shall be null and void unless the terms, conditions, and provisions of this article are strictly followed.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 2840 S. Cole Road, Boise, Idaho 83709, and the name of its initial registered agent at such address is Ernest A. Updike.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

Address

6724 Holiday Drive, Idaho 83709

6724 Holiday Drive, Idaho 83709

The names and addresses of the Incorporators are:

Address

6724 Holiday Drive, Boise, Idaho 83709

6724 Holiday Drive, Boise, Idaho 83709

SIGNATURES OF FIRST DIRECTORS AND INCORPORATORS

Dated: 12/26/95, 1995

ERNEST A. UPDIKE

STATE OF IDAHO)
) ss.
County of Ada)

SUBSCRIBED AND SWORN to before me this 20th day of December, 1995

Notary Public for the State of Idaho
Residing at: Buried Co.
My commission expires: 06/13

Dated: 12-26-95, 1995

DEBORAH J. UPDIKE

STATE OF IDAHO)
) ss.
County of Ada)

SUBSCRIBED AND SWORN to before me this 26th day of December, 1995

Notary Public for the State of Idaho
Residing at: Battle Lake
My commission expires: 06/13/20