

CERTIFICATE OF INCORPORATION
OF

KELLOGG MOVING & STORAGE, INC.

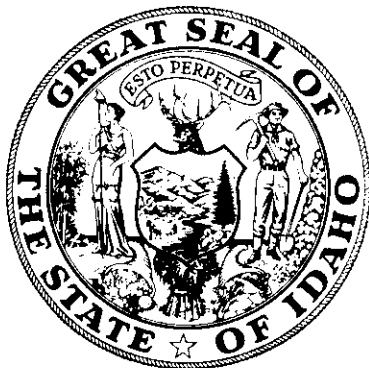
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

KELLOGG MOVING & STORAGE, 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: December 31, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
KELLOGG MOVING & STORAGE, INC.

The following named person, or persons, each of whom is over twenty-one (21) years of age, associate for the purpose of forming a corporation under the laws of the State of Idaho:

Robert W. Douglas

To effectuate such purpose, the following Articles of Incorporation are hereby signed in duplicate originals:

1. NAME

The name of this corporation shall be:

KELLOGG MOVING & STORAGE, INC.

2. PURPOSE

The purposes for which this corporation is formed are as follows:

(a) The corporation shall have the capacity to act the same as a natural person, but shall have authority to perform only such actions as are necessary and proper to accomplish its purposes and which are not repugnant to law. All of the purposes and objects which are set forth below shall be construed in the broadest sense.

(b) The corporation shall have the authority to engage in all types of transportation and storage, and, in furtherance thereof, the purchase, acquisition, owning, leasing and otherwise possessing of all types of motor vehicles and the providing of service as a private, common and/or contract

carrier under, and in conformance with, the laws of the United States and the respective states; and to purchase, acquire, own and otherwise possess real and personal property in connection with such transportation and storage business, including, but not limited to, terminal facilities and equipment; and without limitation and in connection with the transportation and storage business, or otherwise, to buy and sell, either at wholesale or retail, all types of I.C.C. exempt commodities; and to render all other service or services in connection with the foregoing as may be reasonably calculated to further the transportation and storage business or the purchase and sale of the foregoing products.

(c) To purchase, or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities, including the goodwill, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

(d) In general, to carry on any lawful business, of any nature whatsoever, in connection with the foregoing, or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its property.

(e) To acquire, by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage, or otherwise encumber real estate or other property, whether real or personal; to deal in real property, improved and unimproved, the building, construction, altering of houses or other buildings thereon, and the improvement, development and management of real property generally; and to purchase, lease, or otherwise acquire all kinds of real or personal property which the corporation may deem necessary or convenient for the purpose of its business.

(f) To acquire, by purchase, subscription or otherwise, and to hold or dispose of stocks, bonds or any other obligations of any corporation formed for, or then or theretofore engaged in or pursuing, any one or more of the kinds of business, purposes, objects, or operations in which this corporation is authorized to engage, or owning or holding any property of any kind, such as this corporation is authorized to own and to hold; or of any corporation owning or holding the stocks or obligations of any such corporation; to acquire and hold for investment, or otherwise, or acquire and use, and to sell or dispose of any stocks, bonds or other obligations of any such other corporation; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for any such purpose; and while owner of any such stock, bonds or other obligations, to exercise all the rights, powers and privileges of ownership thereof; and exercise any and all voting power thereon.

(g) To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries or country.

3. DURATION

This corporation shall be of perpetual duration.

4. SHARES

The authorized capital stock of the corporation shall be \$25,000, consisting of 25,000 shares of common stock having a par value of \$1.00 each. All of the capital stock authorized herein shall have equal voting rights and powers without restrictions in preference.

5. SHARES NONASSESSABLE

All of the authorized stock of the corporation, as set forth in the preceding paragraph, shall be forever nonassessable.

6. DIRECTORS

The number of directors of this corporation, who need not be shareholders, shall be not less than three, except that in cases where all shares of the corporation are owned of record by fewer than three shareholders, the number of directors may be less than three, but not less than the number of shareholders. In no event shall the number of directors exceed nine. The number, qualifications, terms of office, manner of election, time and place of meeting and the powers and duties of the directors shall be such as are prescribed by the Bylaws of this corporation.

7. INITIAL DIRECTORS

The names and post office addresses of the initial directors, who shall hold office and manage the affairs of the corporation until the first annual meeting or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert W. Douglas	Box 840 Kellogg, Idaho 83837
Betty L. Douglas	Box 840 Kellogg, Idaho 83837

8. INCORPORATOR

The name and post office address of the incorporator is as follows:

NAME

Robert W. Douglas

POST OFFICE
ADDRESS

Box 840
Kellogg, Idaho 83837

9. BYLAWS

Subject to the power of shareholders to amend, alter or repeal, the Board of Directors of this corporation shall have the power to enact such Bylaws defining the powers and duties of the officers of the corporation and providing for such other matters in relation to its affairs as they may deem necessary and convenient, provided the same are not out of harmony with the laws of the State of Idaho or these Articles of Incorporation.

10. AMENDMENTS

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 statute, and all rights conferred on the shareholders herein are granted subject to this reservation. An amendment altering the Articles of Incorporation of this corporation, in any respect, may be adopted by vote of the holders of a majority of the outstanding shares unless specifically prohibited by law, then by such vote as the law requires.

11. COMMENCEMENT

The corporation will not commence business until consideration of the value of at least \$500.00 has been received for the issuance of shares.

12. PREEMPTIVE RIGHTS

Each shareholder shall have the statutory preemptive right to acquire additional shares of the corporation.

13. INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is:

ROBERT W. DOUGLAS

14. REGISTERED OFFICE

The post office address of the initial registered office of this corporation is:

^{USPO}
¹⁰⁰ 106 South Elm St ¹⁰⁰ Douglas
Box 840
Kellogg, Idaho 83837

DATED at Kellogg, Idaho, this 22 day of December, 1981.

Robert W. Douglas

STATE OF IDAHO

County of SHOSHONE

I, the undersigned, a Notary Public in and for the above-named county and state, do hereby certify that on this 22 day of December, 1981, personally appeared before me ROBERT W. DOUGLAS, to me known to be the individual described in and who executed the foregoing instrument and acknowledged that he signed and sealed the same as his free and voluntary act and deed for the uses and purposes therein mentioned.

GIVEN under my hand and official seal the day and year last above written.

Robert W. Douglas
Notary Public in and for the State of
Idaho, residing at Richburg.