

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

**OVERNITE TRANSPORTATION COMPANY**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **OVERNITE TRANSPORTATION COMPANY** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **OVERNITE TRANSPORTATION COMPANY** to transact business in this State under the name **OVERNITE TRANSPORTATION COMPANY** and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 28, 1983**



*Pete T. Cenarrusa*  
SECRETARY OF STATE

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

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Overnite Transportation Company
2. \*The name which it shall use in Idaho is Overnite Transportation Company
3. It is incorporated under the laws of Virginia
4. The date of its incorporation is 10-9-47 and the period of its duration is unlimited
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1000 Semmes Avenue, Richmond, VA 23224
6. The address of its proposed registered office in Idaho is 700 W. Idaho, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Motor vehicle carrier of property

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached list</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>20,000,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>13,587.712</u>	<u>Common</u>	<u>\$1.00</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 10, 19 83.

OVERNITE TRANSPORTATION COMPANY

By

Roy A. Cayton

Xhs

President

and

Edward H. Bromley

Its

Secretary

STATE OF Va. )

COUNTY OF Hennric )

ss:

I, Cynthia S. Lassiter, a notary public, do hereby certify that on this 10th day of October, 19 83, personally appeared before me Roy S. Cayton, who being by me first duly sworn, declared that he is the Executive Vice President of Overnite Transportation Company.

that he signed the foregoing document as Executive Vice President of the corporation and that the statements therein contained are true.

Cynthia S. Lassiter

Notary Public

\*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICERS AND DIRECTORS OF OVERNITE TRANSPORTATION  
COMPANY

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	<u>Date of Taking Office</u>
1. J. Harwood Cochrane Chairman of Board & Director Walnut Hill Rockville, VA 23146	April 26, 1983
2. A. W. Duke, Jr. President & Director 8717 Pellington Place #5 Richmond, VA 23229	April 26, 1983
3. Roy S. Cayton Executive Vice President & Director 7612 Yarmouth Drive Richmond, VA 23225	April 26, 1983
4. James R. Farish Vice President-Traffic 9528 Iredell Road Richmond, VA 23235	April 26, 1983
5. Bill Whitener Vice President-Sales & Marketing 13829 Winterberry Ridge Midlothian, VA 23113	April 26, 1983
6. Bobby W. Edwards Vice President-Safety 9640 Morley Road Midlothian, VA 23113	April 26, 1983
7. William F. Koch Vice President-Claims 3016 Totopotomy Trail Ashland, VA 23005	April 26, 1983
8. A. L. Branham Vice President-Insurance & Personnel 1117 Adkins Road Richmond, VA 23235	April 26, 1983
9. Edward N. Bromley Vice President & Corporate Secretary 4071 Monza Drive Richmond, VA 23234	April 26, 1983

10. Harvey L. Ramos  
Vice President & Treasurer  
2317 Triton Drive  
Richmond, VA 23235  
April 26, 1983
11. Harold M. Diggs  
Controller  
210 Sheffey Lane  
Richmond, VA 23235  
April 26, 1983
12. Lawrence E. Blanchard, Jr. (Director)  
Vice Chairman & Director  
Ethyl Corporation  
4101 Solegrave Road  
Richmond, VA 23221  
April 26, 1983
13. Richard H. Dilworth  
President  
Capital Region and Director  
United Virginia Bank  
65 Old Mill Road  
Richmond, VA 23226  
April 26, 1983
14. E. Bryson Powell  
President  
Midlothian Development Corporation  
and Director  
406 Senica Road  
Richmond, VA 23226  
April 26, 1983
15. S. Buford Scott  
Chairman of the Board  
Scott & Stringfellow, Inc.  
and Director  
7612 Hill Road  
Richmond, VA 23225  
April 26, 1983

ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
OVERNITE TRANSPORTATION COMPANY

On January 26, 1982 in a meeting, the Board of Directors of Overnite Transportation Company found that the following proposed amendment of its Articles of Incorporation was in the best interest of the corporation and directed that it be submitted to a vote of the stockholders:

(c) The aggregate number of shares which the corporation shall have authority to issue and the par value per share are as follows:

CLASS AND SERIES	NUMBER OF SHARES	PAR VALUE PER SHARE
Common	20,000,000	\$1.00

On March 26, 1982, being not less than twenty-five (25) days nor more than fifty (50) days before the meeting of the stockholders to act upon the proposed amendment, written notice of the meeting was given personally or by mail to each stockholder of record entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, and was accompanied by a copy of the proposed amendment.

On April 27, 1982, the meeting of the stockholders was held and the amendment proposed by the Board of Directors, as set forth above, was adopted by the stockholders.

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The number of shares of stock of the corporation outstanding on the record date, the number of shares entitled to vote on the proposed amendment and the number of shares voted for and against the amendment, were as follows:

Shares outstanding:	6,772,936
Shares entitled to vote:	6,772,936
Shares voted: FOR:	4,763,817
AGAINST:	13,352
ABSTAIN:	54,825

Executed in the name of the corporation by its president and its secretary who declare under the penalties of perjury that the facts stated therein are true.

Dated April 27, 1982.

OVERNITE TRANSPORTATION COMPANY

By

A. W. Duke, Jr.  
A. W. Duke, Jr.  
President

ATTEST:

By

Edward N. Bromley  
Edward N. Bromley  
Vice President and Secretary

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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND,  
May 21, 1962

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Overnite Transportation Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.  
Commissioner

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**ARTICLES OF AMENDMENT**  
of the Articles of Incorporation of  
Overnite Transportation Company

On January 25, 1972 in a meeting, the board of directors of the corporation found that the following proposed amendment of its articles of incorporation was in the best interests of the corporation and directed that it be submitted to a vote of the stockholders:

(c) The aggregate number of shares which the corporation shall have authority to issue and the par value per share are as follows:

CLASS AND SERIES	NUMBER OF SHARES	PAR VALUE PER SHARE
Common	10,000,000	\$1.00

On March 29, 1971, being not less than twenty-five (25) days nor more than fifty (50) days before the meeting of the stockholders to act upon the proposed amendment, written notice of the meeting was given personally or by mail to each stockholder of record entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, and was accompanied by a copy of the proposed amendment.

On April 25, 1972, the meeting of the stockholders was held and the amendment proposed by the board of directors, as set forth above, was adopted by the stockholders.

The number of shares of stock of the corporation outstanding on the record date, the number of shares entitled to vote on the proposed amendment and the number of shares voted for and against the amendment, were as follows:

Shares outstanding: 3,022,815

Shares entitled to vote: 3,022,815

Shares voted: FOR: 2,528,437 AGAINST: 8,416

Executed in the name of the corporation by its president or a vice president and its secretary or assistant secretary who declare under the penalties of perjury that the facts stated therein are true.

Dated April 25, 1972.

OVERNITE TRANSPORTATION COMPANY

By *Harold G. Gant*  
President

And *Edward W. Burnley*  
Secretary

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND,  
April 26, 1972

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Overnite Transportation Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

(ORDERED) that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

*James B. [Signature]*  
Commissioner

ARTICLES OF AMENDMENT  
RESTATING THE ARTICLES OF INCORPORATION OF  
OVERNITE TRANSPORTATION COMPANY

1. On January 26, 1971, the Board of Directors of the corporation found that it was in the best interests of the corporation that its Articles of Incorporation be amended and restated so that they shall read in their entirety as follows, and directed that it be submitted to a vote of the stockholders:

(a) The name of the corporation is Overnite Transportation Company.

(b) The purpose for which the corporation is organized is to conduct the business of a public service company operating a system of transportation by motor driven vehicle and aircraft and in particular shall have the following powers:

1. To own and operate motor vehicles for the transportation of passengers and, at its option, their baggage, and for the transportation of tangible personal property of every kind and character which may be included in freight or express service, over, upon, and along such of the highways and public roads in the State of Virginia, and over, upon and along such of the streets of various towns and cities in Virginia, as it may be authorized to operate over, upon and along by certificates of public convenience and necessity issued from time to time in accordance with law by that department of the Government of the Commonwealth of Virginia having power to grant permission to operate motor-driven vehicles over the public highways of Virginia for the transportation of persons or property, or both, for compensation, and

2. To own and operate motor vehicles for the transportation of passengers and, at its option, their baggage, and for the transportation of tangible property of every kind and character which may be included in freight or express service, over, upon and along such of the highways and public roads and over, upon and along such of the streets of various cities and towns of States of the Union other than Virginia as it may be authorized to operate over and upon by the laws of such States or by Acts of the Congress of the United States, and

3. As auxiliary or supplemental to its transportation-by motor vehicles, or independently thereof, this corporation shall have power to carry for compensation passengers and/or property in airplanes and in any or all types of aircraft, as a common carrier on regularly established routes, subject to the laws of the State of Virginia and of the United States governing transportation by aircraft; to maintain facilities for the repair, overhauling and testing of the aircraft used by it, and to maintain supply depots for airplane and aircraft service generally, and

4. To engage in both intrastate and interstate commerce when lawfully authorized so to do, and generally to operate over such routes, within and without the State of Virginia, as it may be authorized to operate over by certificates of public convenience and necessity, or by other evidences of lawful authority, issued from time to time in accordance with law; to charge and receive compensation for such transportation at such rates as it shall be lawfully authorized to charge and receive.

(c) The aggregate number of shares which the corporation shall have authority to issue and the par value per share are as follows:

CLASS AND SERIES	NUMBER OF SHARES	PAR VALUE PER SHARE
Common	5,000,000	\$1.00

(d) The number of directors shall be fixed by the by-laws and in the absence of by-law fixing the number, the number shall be eight.

(e) No holders of stock of the corporation of whatever class shall have any presumptive or preferential right of subscription to any shares of any class of stock of the corporation issued or sold, or to be issued or sold, or to any obligations convertible into stock of the corporation, nor any right of subscription to any thereof, other than such, if any, as the Board of Directors, in its discretion may determine.

✓ (f) The stated capital of the corporation as of the date of this amendment is \$1,500,000.

II. On March 31, 1971, being not less than twenty-five (25) days nor more than fifty (50) days before the meeting of the stockholders to act upon the proposed amendment, written notice of the meeting was given personally or by mail to each stockholder of record entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, and was accompanied by a copy of the proposed amendment.

III. On April 27, 1971, the meeting of the stockholders was held and the amendment proposed by the board of directors, as set forth above, was adopted by the stockholders.

IV. The number of shares of stock of the corporation outstanding on the record date, the number of shares entitled to vote on the proposed amendment, the number of shares voted for and against the amendment, the number of shares of each class or series entitled to vote as a class, and the number of shares of each such class or series voted for or against the amendment were as follows:

Shares outstanding, all classes, 1,500,000.

Shares entitled to vote, all classes, 1,500,000.

Shares, all classes, voted: FOR 1,26,098; AGAINST 2,450

Shares entitled to vote and voted as a class, if any: None.

Executed in the name of the corporation by its President and its Secretary who declare under the penalties of perjury that the facts stated therein are true.

Dated April 27, 1971.

OVERNITE TRANSPORTATION COMPANY

By

Frank B. Smith  
President

and

Ray A. Carter  
Secretary

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND,  
April 27, 1971

The accompanying articles having been delivered to the State Corporation Commission on behalf of  
  
Overnite Transportation Company

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT & RESTATEMENT  
be issued, and that this order, together with the articles, be admitted to record in the office of the Commission;  
and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the  
conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Ralph T. Pittman  
Chairman

# Commonwealth of Virginia



## State Corporation Commission

*I, William C. Young, Clerk of the State Corporation Commission, do hereby certify that* the foregoing is a true copy of all documents constituting as of this date the charter of Overnite Transportation Company. \_\_\_\_\_

*In Testimony Whereof I hereunto set my hand and affix the Official Seal of the State Corporation Commission, at Richmond, this 18th day of October A. D. 19 83*

*William C. Young*  
Clerk of the Commission.