

Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

ZIRBEL TRANSPORT, INC.

was filed in the office of the Secretary of State on the **31st** day
of **May** A.D. One Thousand Nine Hundred **Fifty-seven** and
duly recorded on Film No. **98** 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

fifty years from the date hereof, with its registered office in this State located at
Lewiston in the County of **New Perce**

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 **31st** day of **May**,
A.D., 19**57**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

ZIRBEL TRANSPORT, INC.

KNOW ALL MEN BY THESE PRESENT: That we, D. B. ZIRBEL, LUCILE S. ZIRBEL, WILLIAM D. ZIRBEL, all of legal age and all of whom are residents of the City of Lewiston, Nez Perce County, State of Idaho, and Citizens of the State of Idaho, do hereby make, certify, execute, acknowledge, and deliver the following ARTICLES OF INCORPORATION for the purpose of organizing a private corporation under the laws of the State of Idaho, and we do hereby certify:

I.

The name of this corporation shall be:

ZIRBEL TRANSPORT, INC.

II.

The purposes for which this corporation is formed are:

- (a) to engage in and carry on the business of transportation of property by motor vehicle, including truckaway, drive-away, and towaway services, in intra-state, interstate, and foreign commerce; to operate such motor vehicle transportation business as a common carrier, contract carrier, private carrier, or otherwise, in any and all states of the United States of America; to manufacture, acquire, purchase, sell, lease, operate, repair, store, assemble, deal in and deal with, as agent, distributor, wholesaler, retailer, or otherwise, automobiles, trucks, tractors, trailers, motor vehicles, equipment, and machinery of all kinds, types, and descriptions, including motor boats, marine engines, and automotive parts, supplies, accessories, and appliances of all kinds, types, and descriptions;

To acquire by purchase or otherwise any and all real estate necessary or convenient for the operation of the business of this corporation, with buildings and structures thereon sufficient for display rooms, show cases, supply depots, freight and transfer depots, repair shops, filling stations, and garages and to maintain and operate the same.

To forward parcels, packages, merchandise and goods of all descriptions between cities, towns and other places in various parts of the world; to engage in and pursue a general agency and banking exchange business, and to buy, sell, and hold all such real and personal property as may be necessary for conducting said business:

To explore, excavate, manufacture, process, transport and use mineral, wood and forest products of whatsoever kind and nature;

- (b) To enter into contracts or arrangements with any government or authority, national, state, municipal, or otherwise, conducive to any of the purposes of this corporation and to obtain from such government or authority any and all rights, easements, privileges, subsidies, gifts, franchises, charters, grants, patents or concessions relating to or for the promotion or protection of such purposes; to carry out, exercise, comply with, and enforce the same; to sell, lease, or otherwise dispose of the same or any interest therein to others, where such sale, lease, or disposal shall be lawful under the laws of the government power granting the same.
- (c) The company may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property and to purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its board of directors shall determine; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the board of directors, or by a majority of the stockholders'.
- (d) To use the surplus profits of said corporation for the purchase of any portion of the preferred shares of its capital stock, but only for the purpose of cancelling and retiring the same. Such proposed reduction of the capital stock to be effected in accordance with the requirements of the Business Corporation Act.
- (e) To have the powers and to do those acts, things and deeds as set forth in Section 30-114, of the Idaho Code and any and all laws amendatory thereof or supplemental thereto.
- (f) To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, it being the express intent that the said corporation shall be able to do all acts and things necessary and proper in the conducting and carrying on of the businesses hereinabove enumerated.

III.

The place where the principal business of the company shall be transacted is Lewiston, Nez Perce County, Idaho.

IV.

The term for which this corporation shall exist is fifty (50) years from and after the date of incorporation.

V.

The board of directors of this corporation shall be four (4) in number, who need not be stockholders of the corporation. The board of directors may be authorized by the by-laws to hold meetings outside of the State of Idaho, at such places as may be determined.

VI.

The amount of the capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00) divided into Five Hundred (500) shares of common stock, each share having the par value of One Hundred Dollars (\$100.00). The amount of stock actually subscribed is \$12,500.00 and is subscribed as follows:

NAME	NUMBER OF SHARES	AMOUNT
D. B. Zirbel	106 shares	\$10,600.00
Lucile S. Zirbel	15 shares	1,500.00
William D. Zirbel	4 shares	400.00

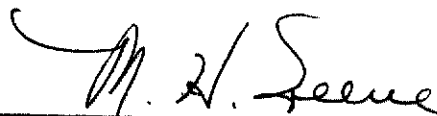
IN WITNESS WHEREOF, we, the aforesaid incorporators, have hereunto set our hands and seals in triplicate this 17th day of May, 1957.

D. B. Zirbel (SEAL)
D. B. Zirbel
Lucile S. Zirbel (SEAL)
Lucile S. Zirbel
William D. Zirbel (SEAL)
William D. Zirbel

STATE OF IDAHO }
County of Ada } ss.

On this 31st day of May, 1957, before me, M. H. Greene,
a Notary Public in and for said state, personally appeared D. B.
Zirbel and Lucile S. Zirbel, known to me to be two of the persons
whose names are subscribed to the within and foregoing instrument
and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed
my seal at Boise, Idaho, this 31st day of May, 1957.



Notary Public for Idaho
Residing at Boise, Idaho

(SEAL)

My Comm. Exp. 2/19/59

STATE OF FLORIDA }
COUNTY OF SANTA ROSA } ss.

On this day personally appeared before me, William D. Zirbel, to me well known and
known to me to be the individual described in and who executed the foregoing ARTICLES
OF INCORPORATION, and acknowledged that he executed the same for the purpose therein
expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, this 17th
day of May, A. D. 1957.



B. R. CARRAWAY
Notary Public
Notary Public, State of Florida at Large
My Commission Expires May 31, 1959
Bonded By American Fire & Casualty Co.