

99951

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

G. L. BARNES & SONS, 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 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: October 23, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lucy J. Clark*

KNOW ALL MEN BY THESE PRESENTS, that WE, the undersigned incorporators being of the age of eighteen years or more, desiring to organize a corporation under the laws of the State of Idaho, do hereby make, sign and verify these Articles of Incorporation.

ARTICLE I.

The name of the corporation is G. L. BARNES & SONS, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which the corporation is organized are as follows:

(a) To engage in the interstate and intrastate transportation of select and general commodities by truck;

(b) To purchase, lease or otherwise acquire motor vehicles, trailers and all other necessary equipment for the pursuit of the business purposes of the corporation;

(c) To perform any other business activities necessary or incidental to the foregoing primary business purposes;

(d) To transact any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Idaho Code §30-1-1 et seq.

ARTICLE IV.

The Corporation is authorized to issue one class of shares, in a total amount of 10,000 shares. The stock shall bear no par value. Shares of stock of this Corporation shall not be transferred or sold until said sale shall be approved by the Board of Directors of this Corporation, in accordance with the duly adopted By-Laws of this Corporation.

The capital stock of this Corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment and no paid up stock and no stock issued as fully paid shall be assessed or be assessable.

ARTICLE V.

The address of the initial registered office of the Corporation is 2297-A East, 3600 South, Wendell, Idaho, 83355.

The name of the initial registered agent at such address is G. L. BARNES.

ARTICLE VI.

The names and addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of shareholders are:

G. L. BARNES	2297-A E., 3600 S., Wendell, ID	83355
ALONIA BARNES	2297-A E., 3600 S., Wendell, ID	83355
CRAIG D. BARNES	2293 East, 3600 South, Wendell, ID	83355
CONNIE R. BARNES	2293 East, 3600 South, Wendell, ID	83355

ARTICLE VII.

The names and addresses of the Incorporators are:

G. L. BARNES	2297-A E., 3600 S., Wendell, ID	83355
ALONIA BARNES	2297-A E., 3600 S., Wendell, ID	83355
CRAIG D. BARNES	2293 East, 3600 South, Wendell, ID	83355
CONNIE R. BARNES	2293 East, 3600 South, Wendell, ID	83355

ARTICLE VIII.

No private property of the stockholders of the Corporation shall be subject to or liable for payment of Corporation debts.

ARTICLE IX.

By-Laws shall be adopted by the Board of Directors, and when so adopted, may thereafter be repealed, amended or new By-laws adopted by a two-thirds (2/3) vote of the Directors.

ARTICLE X.

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.

SIGNED this 10th day of October, 1992.

Gerald Barnes Jr
G. L. BARNES

Alonia Barnes
ALONIA BARNES

Craig D Barnes
CRAIG D. BARNES

Connie R Barnes
CONNIE R. BARNES

STATE OF IDAHO

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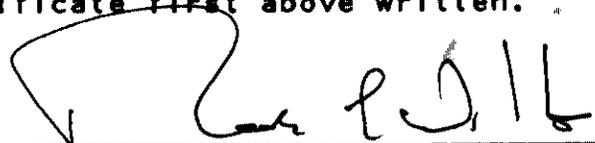
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County of Jerome

On this 10th day of October, 1994, before me, the undersigned, a Notary Public in and for said County and State, personally appeared G. L. BARNES, ALONIA BARNES, CRAIG D. BARNES and CONNIE R. BARNES, 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.



NOTARY PUBLIC for Idaho

Residing at: Jerome

Commission Expires: 2/9/93