

**FILED/EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**FEB 3 4 26 PM '00**

**TREASURE VALLEY DISTRIBUTION & LOGISTICS, INC.**

The undersigned, JOHN WILSON, does hereby form a Corporation in accordance with Title 30 of the Idaho Code and do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is **TREASURE VALLEY DISTRIBUTION & LOGISTICS, INC.**

**ARTICLE II**

The Corporation is to have perpetual existence.

**ARTICLE III**

The Corporation is organized for the purpose of engaging in the transportation and distribution business and all other lawful business for which Corporations may be incorporated under Idaho Law.

**ARTICLE IV**

The location and address of the initial registered office of the Corporation and the name of the registered agent at that address is:

John Wilson  
882 West Amity  
Boise, Idaho 83705

**IDAHO SECRETARY OF STATE**

**02/04/2000 09:00**  
**CK: 5153 CT: 103334 BH: 207248**

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**C 132396**

#### ARTICLE V

The Corporation shall have the authority to issue TEN THOUSAND (10,000) shares of one class of common stock. Each share shall have no par value.

#### ARTICLE VI

The one class of common stock authorized by these Articles are intended to be Section 1244 stock and to qualify as such and comply with Section 1244 of the Internal Revenue Code of the United States.

#### ARTICLE VII

The transferability of the shares of stock of this Corporation may be restricted as set out in the Bylaws of this Corporation regarding the sale of stock and the death of a Stockholder. Said By Laws will be kept at the registered office of the Corporation by its registered agent, John Wilson, 882 West Amity, Boise, ID 83705.

#### ARTICLE VIII

The name and address of the incorporator is, as follows:

John Wilson  
882 W. Amity  
Boise, ID 83705

#### ARTICLE IX

The name and address of the initial Directors of the Corporation appointed by the incorporator to serve until the first annual meeting of the shareholders or until his/her successor is appointed and shall qualify, is as follows:

John Wilson  
882 West Amity  
Boise, ID 83705

#### ARTICLE X

The private property of the Stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

#### ARTICLE XI

The number of Directors of the Corporation shall be as specified in the By Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By Laws, provided that the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified.

#### ARTICLE XII

The Stockholders of the Corporation shall have preemptive, and preferential rights of subscription to any shares of stock with the Corporation whether now or hereafter authorized, or to any obligations or the Corporation convertible into stock.

#### ARTICLE XIII

No contract or other transaction between the Corporation and any other Corporation and no act of the Corporation shall in

any way be affected or invalidated by the fact that any of the Directors of the Corporation has or have a pecuniary or otherwise interested in, or are Directors or officers of, such other Corporation; any Director, individually, or any firm of which any Director may be a member, may be a party to, or any be pecuniary or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of the Corporation who is also a Director or officer of such other Corporation, or who is to be interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

#### ARTICLE XIV

The Corporation shall be governed as to its internal affairs by the Bylaws of the Corporation kept at the registered office of the Corporation or the offices of its Attorney.

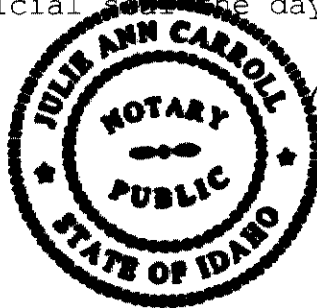
IN WITNESS WHEREOF, I have hereunto set my hands this  
day of February, 2000.

  
John Wilson

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

On this \_\_\_\_ day of February, 2000, before me, the undersigned Notary Public for said State, personally appeared John Wilson, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written



*Julie Ann Carroll*  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires: 6/29/2005