



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

VINCENT CONTRACT CARRIERS, 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: **January 30, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
VINCENT CONTRACT CARRIERS, INC.

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THESE PRESENTS PRESENT WITNESSETH:

FLOYD VINCENT, being over the age of eighteen (18) years, acting as incorporator of a corporation under the laws of the State of Idaho, adopts the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I

The name of the Corporation is VINCENT CONTRACT CARRIERS, INC..

ARTICLE II

The period of duration of the Corporation is to be perpetual.

ARTICLE III

The purpose of the Corporation is to engage in any and all business, the conduct of which is not forbidden to corporations by state or federal law.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock, all of which are without par value.

Capital stock may be issued by the Corporation from time to time for such consideration, including, without limitation, services, money or property as may be fixed by resolution of the Board of Directors from time to time.

ARTICLE V

The address of the initial registered office of the Corporation is:

12040 Kensington
Hayden Lake, Idaho 83835

and the name of it's initial registered agent and address is:

FLOYD VINCENT
12040 Kensington
Hayden Lake, Idaho 83835

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is one (1). Thereafter, such number shall not be less than one (1) as may from time to time be specified in the bylaws. The person who is to serve as Director until the first annual meeting of shareholders and until his successor is elected and qualified, is:

<u>Name</u>	<u>Address</u>
Floyd Vincent	12040 Kensington Hayden Lake, Idaho 83835

ARTICLE VII

The power to adopt, alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors.

ARTICLE VIII

The Corporation reserves the right to amend, change or repeal any provision of these ARTICLES OF INCORPORATION in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are subject to this reserved power. Any contract, transaction, or act of the Corporation or of the Directors or of any officer of the Corporation, which shall be ratified by a majority of a quorum of the shareholders of the Corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the Corporation.

ARTICLE IX

The incorporator is Floyd Vincent, 12040 Kensington, Hayden Lake, Idaho 83835.


IN WITNESS WHEREOF, the undersigned has hereunto set forth his name in triplicate, this 25th day of JANUARY, 1989.


FLOYD VINCENT

STATE OF IDAHO)
 : ss,
County of Kootenai)

On this 25th day of January, 1989, before me, the undersigned Notary Public, personally appeared FLOYD VINCENT, known to me to be the individual described in and who has executed the foregoing ARTICLES OF INCORPORATION and has acknowledged to me that he signed the same as his free and voluntary act and deed, and for the use and purposes of therein mentioned.

IN WITNESS WHEREOF, I have hereunto set forth my hand and seal the day and year first above written.


Notary Public for Idaho
Residing at: Post Falls, Idaho
Commission expires: 07-26-94