

## CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

## R & H DISTRIBUTORS, INC.

was filed in the office of the Secretary of State on the **Eighth** day of **November**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** 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 perpetual existence from the date hereof, with its registered office in this State located at in the County of

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the

## ARTICLES OF INCORPORATION

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## R & H DISTRIBUTORS, INC.

KNOW ALL MENUBY THRSE PRESENTS, That we, the undersigned, being natural persons of full age and at least two thirds of them being citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

I.

The name of the corporation shall be  $\mathbb R$  &  $\mathbb H$  DISTRIBUTORS, INC.

II.

The purposes for which said corporation is formed are: To own, lease, and/or operate motor vehicles for transporting property as a common and/or contract carrier for compensation over and upon the public highways of Idaho and other states; to arrange for transportation by other common carriers or contract carriers either by motor vehicle, rail, or otherwise; to own, control, lease, and/or operate offices, garages, and terminal yards in connection with said business; to own, obtain, purchase, and/or lease certificates of public convenience and necessity, and/or permits authorizing such operations as granted by the Public Utilities Commission of the State of Idaho, the Interstate Commerce Commission, and/or other various commissions of other states having authority to issue same; and to do all acts and things necessary, convenient, expedient, or incident to carrying out the purpose of operating a motor truck line, engaging in the business of a broker, and engaging in the business of preparing property so

It is further the purpose of this corporation to transport or arrange for the transportation of property of all types.

The foregoing clauses contained in this statement of purposes shall be construed both as objects or purposes and powers, but no recitation, expression or declaration of specific or special powers, objects or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith or with the laws of the State of Idaho are hereby included.

III.

This corporation is to have perpetual existence.

IV.

The number of the directors of the corporation shall be three, and each of them must be a shareholder of this corporation, owning at least 1 share of its capital stock.

V.

There shall be one class of capital stock of this corporation and it shall be known as common stock. The amount of common stock is \$25,000.00 divided into 250 shares at the par value of \$100 per share, said stock to be non-assessable.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders. Being the intention hereof to give them a preference to the purchase of the same and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation stating the terms of sale and unless

their privilege of purchasing and he be at liberty to sell to anyone else upon the same terms as were offered to the other stockholders.

VI.

The location and post office address of the registered office of the corporation and principal place for transaction of its business is hereby designated as 213 Sixth Avenue East, Twin Falls, Idaho.

VII.

The total number of shares actually subscribed is three shares. The names of the subscribers and the number of shares respectively for which they have subscribed and the amount to be paid by them are as follows:

Name of subscriber and Post Office address	No. of Shares	Amount to be Paid
Raymond O. Maughan Twin Falls, Idaho	1	\$100
Francis J. Maushan Twin Falls, Idaho	1	\$100
Maurice Fickes Twin Falls, Idaho	1	\$100

VIII.

The power to adopt, repeal and amend the bylaws of the corporation shall be in the majority of the Directors.

IX.

The number of the Directors is three, the names and resident addresses of the persons who shall act as Directors until the first meeting of their successors are as follows: Raymond O. Maughan, Twin Falls, Idaho; Francis J. Maughan, Twin Falls, Idaho, and; Maurice Fickes, Twin Falls, Idaho.

or the conduct of its affairs.

IN WITNESS WHEREOF, We have hereunto subscribed our names this 5th day of November, 1962.

Francis J. Ti Jaughan

STATE OF IDAHO ) ss. County of Twin Falls )

On this 5th day of November, 1962, before me the undersigned, a Notary Public for Idaho, personally appeared Paymond O. Maughan, Francis J. Maughan and Maurice Fickes, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

Notary Public for Idaho Residing at Twin Falls, Idaho