

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

WESTERN MOVING & STORAGE INC.

was filed in the office of the Secretary of State on **December 19th**, 19 **77**
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 **Boise, Idaho** in the county of **Ada**

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 **19th**
day of **December**, A.D., 19 **77**.

Pete T. Cenarrusa

Secretary of State

ARTICLES OF INCORPORATION
OF
WESTERN MOVING & STORAGE INC.

We the undersigned, natural persons of the age of twenty-one years or more, citizens of the United States of America do hereby associate ourselves together for the purpose of organizing a corporation under the laws of the State of Idaho, and for that purpose do hereby adopt the following Articles of Incorporation, to-Wit:

ARTICLE 1

The name of the corporation shall be Western Moving & Storage Inc.

ARTICLE 2

The period of the corporation's duration is perpetual unless sooner dissolved in the manner provided by law.

ARTICLE 3

The purpose or purposes for which the corporation is organized are:

A. To engage in and carry on the business of transportation of persons or property in interstate and foreign commerce by motor vehicle; to operate such transportation business as a common carrier, contract carrier, private carrier or any other capacity; to purchase, acquire and

operate all kinds and types of automotive equipment and to lease, rent, sell or otherwise deal in such equipment; to construct, purchase, lease or otherwise acquire, operate and manage garages, filling stations for motor vehicles, warehouses, freight terminals, docks, wharves or any other kind of real property desirable for use in the conduct of the business of transportation by motor vehicle; to manufacture, buy, sell, rent, repair and maintain motor vehicles of all kinds, their parts, appurtenances and equipment, and other personal property of every kind and description; to own, lease and operate automotive and motor vehicle repair shops and machinery, tools and equipment of every kind used in connection therewith; to carry on the trade or business of warehousemen, store and packer of personal property of every description.

B. To manufacture, construct, purchase or otherwise deal in machinery, hardware, tools, appliances and equipment of every kind or character, including manufacturing plants, warehouses and wholesale and retail stores; to carry on a general manufacturing, wholesale and retail merchandise business; to purchase, own, deal in or dispose of patents, patent rights, licenses, trademarks, trade-names and secret devices or processes of every kind or description; to own, acquire, buy, sell and otherwise deal in real estate of all kinds, including water rights, ditches, canals and other appurtenances to real estate.

C. To act as employee, agent, trustee, receiver, liquidator, manager, broker or in any other capacity with respect to the establishment or promotion of corporations, associations, undertakings, businesses or enterprises of any description; to purchase, lease, own, acquire, deal in, sell, convey or assign any rights, franchises or privileges necessary or convenient in the creation, establishment, promotion or liquidation of enterprises, businesses or undertakings.

D. To borrow and lend money, with or without security and to endorse or otherwise guarantee the obligations of others.

E. To own, construct, lease and otherwise acquire and to operate, manage, sell and dispose of buildings, stores, warehouses, dwellings, and by lease, contract, or otherwise, to permit the use thereof to others.

F. To establish agencies offices, branches and exchanges or franchise or licensee others, and to buy, sell, or otherwise deal in or distribute articles and products manufactured by itself or other persons or corporations in any state or territory of the United States and in foreign countries, as the Board of Directors may from time to time determine.

G. To issue notes, bonds, debentures, and other obligations and evidences of indebtedness, negotiable or otherwise, from time to time, and to secure the same by mortgage, pledge, deed of trust, or otherwise, on all

or any part of the property, rights, or assets of the corporation.

H. To subscribe for, purchase, or otherwise acquire and hold, with the same right of ownership as may be permitted to natural persons, the shares, stock, bonds, assets and obligations of any other corporation, and to purchase, sell, own, pledge, or otherwise acquire and dispose of shares of its own capital stock, acquired from stockholders or otherwise.

I. To organize or cause to be organized under the laws of any state, district, territory, province, or other government a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any corporations or organizations controlled by this corporation.

J. To provide and carry out and recall, abolish, revise, amend, alter, or change a plan or plans for participation by any or all of the employees, including officers and directors of this corporation or of any corporation in which, or in the welfare of which, this corporation has any interest, and those actively engaged in the conduct of the corporation's business, in the profits of the corporation or of any branch or division thereof as part of the corporation's legitimate expenses, and for the furnishing to such employees and persons, or any of them of medical services, insurance against

accident, sickness or death, pensions for old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

K. To act as partner, general partner, or participate as limited partner, voting trust, joint venture, or trustee.

The foregoing clauses shall be construed both as object and powers, but no recital, expression, or declaration or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful purposes, not inconsistent herewith are hereby included, and that this corporation shall have any and all other powers necessary or incidental to the carrying on of said business, and each and all of the powers now conferred, or that may hereafter be conferred, by the laws of the State of Idaho on private or public corporations.

ARTICLE 4

The names and post office addresses of each of the incorporators and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Alan R. Peterson	5562 North Five Mile Rd. Boise, Idaho	1
Norma M. Peterson	5562 North Five Mile Rd. Boise, Idaho	1
Mabel G. Peterson	4410 South Adow Roy, Utah	1

ARTICLE 5

AUTHORIZED STOCK

The total number of shares which the Corporation shall have authority to issue is 50,000. All such shares are classified as Common Stock, each share of such class having a par value of \$1.00, one vote per share.

The designations and the powers, preferences, and right and the qualifications, limitations or restrictions of the Common Stock of the Company are respectively set forth in the following provisions:

Common Stock:

1. The Board of Directors is authorized, subject to the provisions of law, to provide by resolution from time to time for issuance of the Common Stock.
2. Subject to the provisions of law and any preferences, if any, of any Preferred Stock, dividends may be paid on the Common Stock of the Company at such time and in such amounts as the Board of Directors may deem advisable.
3. The Board of Directors of the Company is authorized to effect the elimination of shares of its Common Stock purchased or otherwise acquired by the Company in the

manner provided for in the General Corporation Law of Idaho.

4. No holder of Common Stock shall have any preemptive right to subscribe to stock or other securities of any class, whether now or hereafter authorized, unless otherwise provided by resolution of the Board of Directors.

5. Subject to the provisions of law and the foregoing provisions of this Certificate of Incorporation, the Company may issue shares of its Common Stock, from time to time for such consideration (not less than the par value or stated value thereof) as may be fixed by the Board of Directors, which is expressly authorized to fix the same in its absolute and uncontrolled discretion, subject as aforesaid. Shares so issued, for which the consideration has been paid or delivered to the Company, shall be deemed fully paid stock, and shall not be liable to any further call or assessments thereon and the holders of such shares shall not be liable for any further payments in respect of such shares.

In no event is the corporation required to issue any fractional shares of Common Stock, such being subject to the determination of the Board of Directors.

Dividend Payments:

Subject to the requirements of law, dividends are payable on the issued Common Stock when and as declared from time to time in the discretion of the Board of Directors.

ARTICLE 6

1. Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation.

2. Except as in these articles it is expressly limited or restricted, this corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute or the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

3. The private property of the stockholders of this corporation shall not be liable for the debts and obligations of the corporation.

ARTICLE 7

DIRECTORS

1. The affairs of this corporation shall be managed by a Board of Directors of not less than three nor more than seven, the number to be elected to be determined at each annual shareholder's meeting prior to the election or at a special meeting of the shareholders of this corporation; and until their successors are elected and qualified, the Board of Directors shall consist of:
Alan R. Peterson, Norma M. Peterson and Mabel G. Peterson.

2. The Board of Directors may by majority vote, make, adopt, alter and repeal by-laws for the management of the property of the corporation, the transaction of its business, and the regulation of its affairs. Any by-laws made by the Board of Directors may be altered or repealed by the shareholders at any annual meeting or at any special meeting called for such purpose.

3. The Board of Directors shall have power to fix the amount of the surplus or net profits of the corporation to be reserved as working capital or for any other purpose, and to determine whether any of the surplus or net profits arising from its business shall be declared in dividends and paid to the stockholders.

4. Except as otherwise expressly provided by law, the Board of Directors shall have power to sell, hypothecate, mortgage, and pledge all or any part of the corporate assets or property.

5. Shares of stock in other corporations held by this corporation shall be voted by such officer or officers of this corporation as the Board of Directors by a majority vote shall designate for that purpose, or by a proxy thereunto duly authorized by like vote of the Board, except as otherwise ordered by vote of the holders of a majority of the shares outstanding and entitled to vote.

6. Any director of the corporation may be removed at any time, either with or without cause, by a 2/3 vote of the shareholders at a special meeting called for that purpose.

7. A director may hold any remunerative office of profit for the corporation in addition to the office of director. In the absence of fraud, no contract or other transaction between the corporation and any other corporation or any partnership or association shall be affected or invalidated in any way by the fact that any director or officer of the corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such partnership or association or is a party to or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person or persons, partnership, association or corporation pecuniarily or otherwise interested therein; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors at the meeting of the Board of Directors at which such contract or transaction is authorized or confirmed; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors or a committee thereof for the purpose of authorizing or confirming any such contract or transaction, with like force and effect as if he were not so interested or were not a director, member or officer of such other corporation, partnership, or association or otherwise in any way connected with such other corporation, partnership

or association, and any Director may vote upon such matters as if he were not so interested.

The Board of Directors, in its discretion, may submit any contract or act for approval or ratification at any special meeting of the stockholders the notice of which shall state that it is called for the purpose, or in part for the purpose, of considering any such contract or act, or at any annual meeting, and any contract or act that shall be approved or be ratified by the vote of the holder or holders of a majority in amount of the stock of the corporation having voting power present in person or by proxy at such meeting shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved and ratified by every stockholder of the corporation.

The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers. The President shall be elected by the Board of Directors from its own membership. Officers shall be elected at the first meeting of the Board of Directors. Each officer shall serve at the pleasure of the Board of Directors and until his successor is elected.

8. The corporation shall and hereby does indemnify any and all of its directors and officers and former directors and officers and any persons who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of

which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-laws, agreement, vote of stockholders or otherwise.

ARTICLE 8

In the event a stockholder desires to sell all or any portion of his stock, he must first offer the same for sale to the remaining stockholders, it being intention hereof to give the remaining stockholders a preference to purchase the same, and any attempted sale in violation of this article is null and void.

A stockholder desiring to sell his stock or a portion thereof shall file notice, in writing, of his intention to sell with the Secretary of the corporation, stating the terms of the sale and the Secretary shall forthwith notify the remaining stockholders of the terms

of the sale. Unless the offer to sell is accepted by any or all of the stockholders within thirty days from the date of the filing of said offer, the other stockholders shall be deemed to have waived their privilege of purchasing the stock and the stockholder may then sell the stock to whomever he desires, providing that the sale is in accordance with the terms of the offer to the stockholders of the corporation. Any sale in violation of said conditions is null and void.

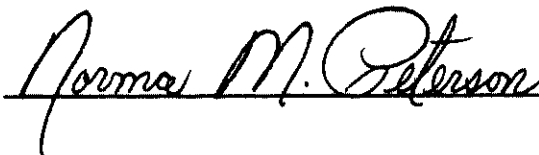
ARTICLE 9

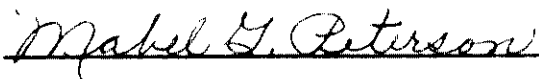
PRINCIPLE PLACE OF BUSINESS

The location and post office address of the registered office of this corporation in the State of Idaho shall be 2323 Federal Way, Boise, Ada County, Idaho.

IN WITNESS WHEREOF, WE have hereunto set our hands and seals this 19 day of December 1977.







STATE OF IDAHO)
 : ss
COUNTY OF ADA)

I, Joy Allen, a notary public,
hereby certify that on the 19 day of December,
1977, Alan R. Peterson, Norma M. Peterson and Mabel
G. Peterson personally appeared before me, who first
being duly sworn declared that they are the persons
who signed the foregoing document as incorporators
and the statements therein contained are true.

Joy Allen
NOTARY PUBLIC, for Idaho
Residing at Boise, Idaho

My commission expires: 11/20/79