



CERTIFICATE OF INCORPORATION
OF

VALLEY DIESEL SERVICE, INC.

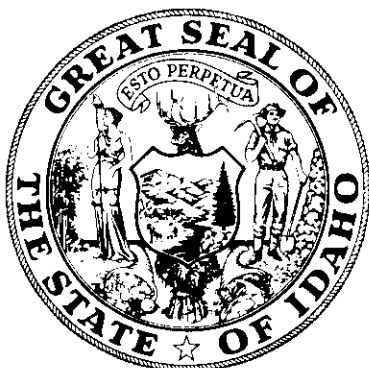
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

VALLEY DIESEL SERVICE, INC.

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 13, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
VALLEY DIESEL SERVICE, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That, we the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be VALLEY DIESEL SERVICE, INC.

ARTICLE II.

The purpose for which said corporation is formed are:

A. To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the maintenance and repair and service of Trucks and Heavy Industrial equipment. To buy, sell, and deal in parts and supplies, and all kinds of materials, and equipment for Trucks and Heavy Industrial equipment. To acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment and facilities for prosecuting its business.

B. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, improve, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair, or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any real property or interests in

1 real property and in buildings or other structures at any time
2 owned or held by the corporation.

3 C. To receive, acquire, hold, purchase, dispose of, convey,
4 mortgage and lease personal property; to dispose of, sell, lease
5 and assign, transfer, mortgage or convey any rights, privileges,
6 franchises, or other personal property of the corporation other
7 than its franchise of being a corporation, and to acquire, pur-
8 chase, guarantee, hold, mortgage, own, vote, sell, pledge or
9 otherwise dispose of an deal in shares of stock, or bonds,
10 securities and debentures and other evidences of indebtedness of
11 other corporations, domestic or foreign, and within or without
12 the United States of America.

13 D. To cause to be formed, merged or reorganized or liqui-
14 dated, and to promote, take charge of and aid in any way permitted
15 by law, the formation, merger, reorganization or liquidation of
16 any corporation, association or entity, domestic or foreign,
17 either within or without the United States of America.

18 E. To generally engage in the business of buying, selling,
19 or otherwise dealing in notes, open accounts or other similar
20 evidences of debt, and any and all other forms of real, personal
21 or mixed property choses in action; to receive and accept trans-
22 fers, pledges, mortgages and conditional sales contracts and to
23 deal with the same as owner, lender, assignee, factor, or other-
24 wise as a means of security or of recovering money or property
25 advanced, invested or loaned; to conduct investigations and
26 credit or business researches; and to repossess by legal process
27 or otherwise for the enforcement of any property rights, liens, or
28 interest in property.

29 F. To borrow money and otherwise incur indebtedness with-
30 out limit as to amount, and to draw, make, accept, endorse,
31 transfer, assign, guarantee, execute and issue loans, debentures,
32 notes, checks, drafts, bills of exchange, negotiable instruments,

1 and all other instruments for the payment of money, negotiable or
2 nonnegotiable, and whether secured or unsecured.

3 G. To conduct business in this state, other states,
4 District of Columbia, territories or colonies of the United
5 States and in foreign countries, and to have one or more offices
6 and places of business out of this state, and to acquire, receive,
7 purchase, lease, mortgage, dispose of and convey real or personal
8 property situated therein.

9 H. To purchase, insofar as the same may be done without
10 impairing the capital of the corporation, except as otherwise
11 permitted by law, and to hold, pledge and reissue shares of its
12 own capital stock; provided that such stock, while so acquired
13 and held, shall not be entitled to vote nor to receive dividends.

14 I. To have, exercise and enjoy all of the powers now or
15 hereafter granted to corporations organized under the laws of the
16 State of Idaho, and particularly all of the powers and privileges
17 granted to corporations by Chapter 1 of Title 30 of the Idaho
18 Code, and any present and future amendments thereto, and to do
19 any act or thing necessary or convenient for the transaction of
20 the aforementioned business purposes and the carrying into effect
21 of any and all of the aforesaid objects and purposes.

22 J. To enter into contracts or obligations of any type or
23 kind essential, necessary, convenient or proper to the transact-
24 ion of its ordinary business affairs, or for any of the objects
25 and purposes of the corporation. To appoint agents, subagents
26 and salesmen, and to enter into all necessary contracts with
27 agents, subagents, salesmen and dealers.

28 K. All of the foregoing provisions of this Article II are
29 to be construed both as objects and powers, and it is hereby
30 expressly provided that the enumeration herein of specific objects
31 and powers shall not be held to limit or restrict in any manner
32 the general powers of the corporation; provided, however, that

1 nothing herein contained shall be deemed to authorize or permit
2 the corporation to carry on any business or to exercise any power
3 or to do any act which corporations formed under the laws of the
4 State of Idaho may not carry on or do at the time. It is the
5 intention that the purposes, objects and powers specified in each
6 of the paragraphs of this Article II of these Articles of In-
7 corporation shall, except as otherwise provided, in no wise be
8 limited or restricted by reference or inference from the terms of
9 any other clause or paragraph in this Article, or of any other
10 provision of these Articles of Incorporation.

11 ARTICLE III.

12 The corporation shall have perpetual existence.

13 ARTICLE IV.

14 The location and post office address of the corporation's
15 registered office and primary office of business shall be at
16 2415 11th Ave. North Ext., Nampa, Idaho 83651; the registered
17 agent of the corporation is Bruce Scott of the same address.

18 ARTICLE V.

19 Stock. The total authorized number of par value shares of
20 stock is 50,000 shares. The aggregate par value of the total
21 authorized number of par value shares is FIFTY THOUSAND DOLLARS
22 (\$50,000.00).

23 ARTICLE VI.

24 Directors. The number of directors constituting the initial
25 Board of Directors is three and the names and addresses of the
26 persons who are to serve as directors until the first annual
27 meeting of the shareholders or until their successors are elected
28 and qualify are:

29

30

31

32

	<u>NAME</u>	<u>ADDRESS</u>
1		
2	Bruce Scott	5410 So. Morrow, Boise, Idaho
3	Kevin Anthony	8855 Maple View Circle, Boise, Id.
4	Kenneth Torrey	2652 Springwood Dr., Meridian, Id.

ARTICLE VII.

Incorporators. The name and address of each incorporator are:

	<u>NAME</u>	<u>ADDRESS</u>
5		
6		
7	Bruce Scott	5410 So. Morrow, Boise, Idaho
8	Kevin Anthony	8855 Maple View Circle, Boise, Id.
9	Kenneth Torrey	2652 Springwood Dr., Meridian, Id.
10	Susan Torry	2652 Springwood Dr., Meridian, Id.

ARTICLE VIII.

The Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than three nor more than six. However, that where all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but not less than the number of stockholders.

ARTICLE IX.

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

ARTICLE X.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that

1 the fact that he or such firm is so interested shall be disclosed
2 or shall have been known to the Board of Directors; and the
3 Director of the corporation who is also so interested, may be
4 counted in determining the existence of a quorum at any meeting
5 of the Board of Directors of the corporation which shall autho-
6 rize such contract of transaction, with like force and effect as
7 if he were not such director or officer of such corporation, or
8 not so interested.

9 IN WITNESS WHEREOF, the undersigned incorporator of said
10 corporation has hereunto set his hand and seal this 28 day of
11 September, 1982.

12 Bruce Scott
13 BRUCE SCOTT

14
15 Kevin Anthony
16 KEVIN ANTHONY

17
18 Kenneth Torrey
19 KENNETH TORREY

20
21
22 Susan Torrey
23 SUSAN TORREY

24 STATE OF IDAHO)
25) ss
26 County of Canyon)

27 On this 28 day of September 1982, before me, the undersigned,
28 a Notary Public in and for said State, personally appeared BRUCE
29 SCOTT, KEVIN ANTHONY, KENNETH TORREY, SUSAN TORREY, known to me
30 to be the persons whose names are subscribed to the foregoing
31 instrument and acknowledged to me that they executed the same.

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

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