



Department of State

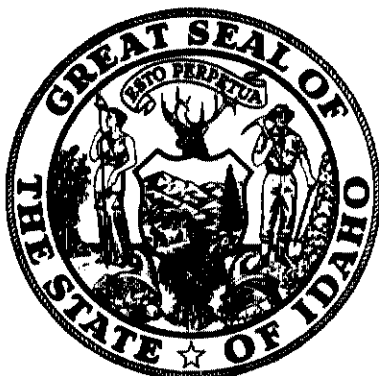
**CERTIFICATE OF INCORPORATION
OF**

CAR-DEN, 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: **March 23, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Zabala*

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ARTICLES OF INCORPORATION

OF

CAR-DEN, INC.

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The undersigned citizens of the State of Idaho and natural persons who are over the age of majority, acting as incorporators under the provisions of Title 30, Chapter 1, Idaho Code, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME: The name of this corporation is Car-Den, Inc.

ARTICLE II

PERIOD OF DURATION: The duration of this corporation shall be perpetual.

ARTICLE III

SECTION 1. PURPOSES.

The purposes for which this corporation is organized are as follows:

A. To engage in all forms of trucking or transport hauling, both interstate and intrastate commerce, of all forms of goods, products, materials and all various types or forms of agricultural or non-agricultural commodities, goods or products.

B. To engage in the business of leasing, buying and selling semi-trucks, trailers and other types of trucks or trucking equipment.

C. To buy, sell, lease or operate any and all types of trucks, semi-trucks, trailers or trucking equipment which is in anywise relevantly connected to any transaction conducted pursuant to Clause A of this Article.

D. To engage in any and all manner of business activity whether related to the business of trucking or transport hauling as set forth in Clause A, or of selling trucks, semi-trucks, trailers or trucking equipment or otherwise as the Board of Directors from time to time by appropriate resolution entered upon the Minutes of the Corporation may direct.

E. That the business purposes and activities of this Corporation may be conducted or carried out in any state, territory, district, or possession of the United States or in any foreign country, to the extent not forbidden by law.

SECTION 2. POWERS.

The Corporation shall have all the powers specified in Section 30-1-4, Idaho Code of the General Business Corporations Act of the State of Idaho, and such other and further lawful powers as shall be specified with particularity in the Bylaws of the Corporation or which may be from time to time approved by appropriate resolution entered upon the Minutes of the Corporation by the Board of Directors. The Corporation shall particularly have and is empowered to do any and all things necessary, proper, and/or convenient to effect the business purposes of this Corporation.

ARTICLE IV

CAPITALIZATION. The aggregate number of shares which the Corporation shall have authority to issue shall be 150,000 shares of common capital stock. The shares shall be divided into two classes called Class A common and Class B common. The corporation shall authorize issuance of 100,000 shares of Class A common stock; the corporation shall authorize issuance of 50,000 shares of Class B common stock. Class A stock shall have equal voting rights, equal preemptive right, shall be nonassessable and shall have equal rights of redemption and shall have equal rights on dissolution and such other rights as are provided in I.C. 30-1-2. Class B stock shall have no voting rights, shall be nonassessable, but shall have equal rights on dissolution. Stock, whether Class A or Class B, shall have a par value of \$1.00.

ARTICLE V

ADDRESS OF REGISTERED OFFICE. The address of the Corporation's initial registered office and the name of it's initial registered agent at such address shall be Carol Colfack, 891 Lawrence Street, Twin Falls, Idaho 83301.

ARTICLE VI

POST OFFICE ADDRESS. The name and post office address of each of the incorporators of the Corporation and the number of shares for which each has subscribed is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Carol Colfack President	891 Lawrence St. Twin Falls, ID 83301	

Denton Colfack
Vice President

891 Lawrence St.
Twin Falls, ID 83301

One Share
B Stock

ARTICLE VII

DIRECTORS AND OFFICERS.

The business and affairs of the Corporation shall be initially managed and controlled by a Board of Directors composed of two persons, each of whom shall be required to be a stockholder in the Corporation. The first Board of Directors shall be Carol Colfack and Denton Colfack. They shall hold office until their successors shall have been elected at the next annual meeting of the stockholders of the Corporation. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person and such person may be a stockholder but need not be a stockholder. The officers shall be elected by the Board of Directors and except for the offices of Secretary and Treasurer shall be elected from the Board of Directors. The officers shall have powers and authority as is set forth in the Bylaws of the Corporation. The incorporator of this Corporation shall have the first right and option to buy or acquire any of the common stock, whether Class A or Class B, held by any other person and the sale or other disposition of such stock shall be controlled exclusively by the conditions of the Bylaws of this Corporation.

ARTICLE VIII

FORM AND EXECUTION OF CERTIFICATES.

The certificates of the shares of common stock of the Corporation shall be represented by certificates signed by the President and/or Vice President and the Secretary/Treasurer of the Corporation and shall be sealed with the Seal of the Corporation or a facsimile thereof. The signatures of the President or the Vice President, and the Secretary/Treasurer upon the certificate shall be the actual signature of the President, Vice President, and the Secretary/Treasurer and shall not be signed by a facsimile of the signature of said officers.

Each certificate representing shares of common stock of the Corporation shall state upon the face thereof (a) that the Corporation is organized under the laws of the State of Idaho; (b) the name of the person to whom it is issued; (c) the number of shares which such certificate represents; (d) the par value of each share represented by such certificate; (e) that the share of stock is of Class A stock with equal preemptive right, voting right or power and equal right upon dissolution, and is nonassessable, or that the share of stock is Class B Common stock with NO VOTING rights, no preemptive rights, provided, however, Class B shall have equal rights on dissolution; (f) the shares of Class A and Class B shall not be assessable; (g) the transfer of such stocks is restricted by the Articles and Bylaws of the Corporation, giving an incorporator herein holding Class A

common stock a right and option to acquire any outstanding shares that may be issued by the Corporation.

IN WITNESS WHEREOF, we, the undersigned, do hereby set our hands and seals in triplicate this 22nd day of November, 1989.

Carol F. Colfack
CAROL COLFACK

Denton Colfack
DENTON COLFACK

STATE OF IDAHO)
) ss.
County of Cassia)

On this 22nd day of November, 1989, before me, the undersigned Notary Public, in and for the State of Idaho, personally appeared CAROL COLFACK, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

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

(SEAL)

[Signature]
Notary Public
Residing at Burley, Idaho
My Commission Expires: 6-15-92

STATE OF IDAHO)
) ss.
County of Cassia)

On this 22nd day of November, 1989, before me, the undersigned Notary Public, in and for the State of Idaho, personally appeared DENTON COLFACK, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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



Notary Public

Residing at Burley, Idaho

My Commission Expires: 6-15-92