



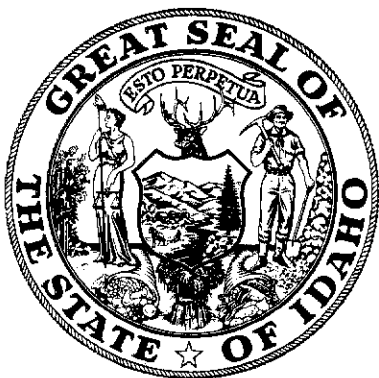
CERTIFICATE OF INCORPORATION  
OF

MAINTENANCE MANAGEMENT CORPORATION

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: **December 15, 1986**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

ARTICLES OF INCORPORATION

OF

MAINTENANCE MANAGEMENT CORPORATION

DEC 15 3 25 PM '86

The undersigned natural person of ~~SEATTLE~~ <sup>STATE</sup> OF STATE  
eighteen years or more, acting as incorporator of a  
corporation under the Idaho Business Corporation Act,  
adopts the following Articles of Incorporation for such  
corporation:

ARTICLE I

Name

The name of the corporation is:

Maintenance Management Corporation

ARTICLE II

Duration

The period of duration of the corporation is  
perpetual.

ARTICLE III

Purposes

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

A. To provide maintenance, repairs, and parts  
for diesel trucks and other motor vehicles; and to otherwise  
provide goods and services for profit.

B. To purchase or otherwise acquire, and to own, hold, manage, manufacture, develop and sell, lease, encumber or otherwise dispose of and deal in personal property of every kind and description, tangible or intangible and including, but not limited to, stock rights, options or warrants, debentures, bonds, and other obligations and securities of corporations or other entities, whether in connection with or incident or related to the foregoing purposes or otherwise;

C. To purchase or otherwise acquire, and to own, hold, manage, develop and sell, lease, encumber or otherwise dispose of and deal in real property, whether improved or unimproved, and any interest therein, of every kind and description, whether in connection with or incident or related to the foregoing purposes or otherwise;

D. To invest, on behalf of itself or others, in any form, any part of its capital and such additional funds as it may obtain, in any corporation, association, partnership, organization, venture, or entity of any kind or character and otherwise acquire such interests therein as the board of directors may from time to time deem convenient or proper and actively engage in, promote, manage, and otherwise protect and develop any investment or interest so acquired, whether in connection with or incident or related to the foregoing purposes or otherwise;

E. To provide services and to act as agent, factor, or employee for any entity or individual, whether in connection with or incident to the foregoing purposes or otherwise;

F. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by the Idaho Business Corporation Act, by any other law, or by these Articles of Incorporation; and

G. To carry out the purposes hereinabove set forth in any political subdivision or dependency of the United States of America, or any foreign country, to the extent that such purposes are not forbidden by the laws of such political subdivision or dependency of the United States of America or by such foreign country.

#### ARTICLE IV

##### Powers

The corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Idaho Business Corporation Act, and all powers necessary or convenient to effect the corporation's purposes, including, but not limited to, the following:

A. To provide maintenance, repairs, and parts for diesel trucks and other motor vehicles. To arrange for contracts between clients of various suppliers of goods and services as may be required.

B. To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

C. To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof.

D. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize, and as may be permitted by law.

E. To acquire, hold, sell, reissue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

F. To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in order to conduct, manage and carry on such business.

G. To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.

H. To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either along or in connection with any person, firm, association, or corporation.

I. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to, limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) and (i) inclusive, or paragraph second (A) of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

## ARTICLE V

### Shares

A. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000) shares of common stock of the par value of one dollar (\$1.00) per share. The shares of the corporation shall qualify under Section 1244 of the Internal Revenue Code.

B. Transfer Restrictions. The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors is hereby authorized on behalf of the corporation to exercise the corporation's right so to impose such restrictions, whether by provision in the Bylaws or otherwise.

C. Cumulative Voting. Cumulative voting of shares in the election of directors is mandatory.

D. Denial of Pre-emptive Rights. No shareholder of the corporation shall be entitled as of right to acquire additional unissued or treasury shares of the corporation or securities convertible into shares or carrying a right to subscribe to or acquire such shares.

## ARTICLE VI

### Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or officers, or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or



voidable solely because of such relationship or interest or solely because such directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## ARTICLE VII

### Indemnification

In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Idaho Business Corporation Act, or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including without limitation the power to advance expenses and the power to purchase and maintain insurance with respect thereto), without regard to whether or not such powers are expressly provided for by the Idaho Business Corporation Act. The board of directors is hereby authorized on behalf of the corporation and without shareholder action to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

## ARTICLE VIII

### Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Idaho Business Corporation Act, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE IX

### Voting

With respect to any of the following actions to be taken by the shareholders of the corporation, the affirmative vote or concurrence of the holders of two-thirds of all the outstanding shares of the corporation entitled to vote shall be required:

1. To amend these Articles of Incorporation.
2. To lend money to, to guarantee the obligations of, and to otherwise assist the directors of the corporation or of any other corporation the majority of whose voting capital stock is owned by the corporation.
3. To sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the corporation, with or without its goodwill, not in the usual or regular course of its business.
4. To merge or consolidate the corporation.

5. To dissolve the corporation voluntarily.
6. To revoke voluntary dissolution proceedings of the corporation.

#### ARTICLE X

##### Registered Office and Agent

The address of the initial registered office of the corporation is and the name of the corporation's initial registered agent at such address is Mr. Ed Simpson 558 Sawtooth Ave, Boise, Idaho 83709

#### ARTICLE XI

##### Board of Directors

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

Mr. Ed Simpson	558 Sawtooth Avenue Boise, Idaho 83709
Mr. Bill Burton	8424 Colt Street Boise, Idaho 83709

ARTICLE XII

Incorporator

The name and address of the incorporator is:

Mr. Ed Simpson  
558 Sawtooth Avenue  
Boise, Idaho 83709

ARTICLE XIII

Amendments

The corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Idaho Business Corporation Act.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation on Sept 25, 1986.

  
Ed Simpson

STATE OF IDAHO       )  
                              ) ss  
County of Ada        )

I, Seana M. Wall, a Notary Public, hereby certify that Ed Simpson personally appeared before me, who being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as incorporator, and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal this 25th day of September, 1986.

My commission expires: 3/12/87

  
Notary Public For: Idaho  
Residing At: Boise, Idaho  
My Commission Expires: 3/12/87