

90808-6

# State of Idaho

## Department of State

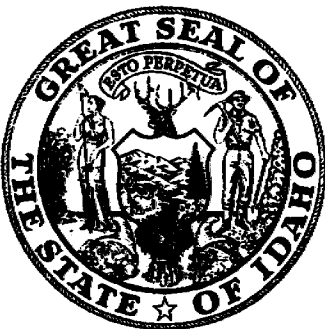
### CERTIFICATE OF AMENDMENT OF

WESTERN WHOLESALE TRANSPORT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of WESTERN WHOLESALE TRANSPORT, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

February 3, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Shirley J. Clark*  
Corporation Clerk

RECEIVED  
SEC. OF STATE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

WESTERN WHOLESALE TRANSPORT, INC.

92 FEB 3 AM 8 48

We, the undersigned, being the holders of all of the issued and outstanding stock, all of the officers and directors, and being natural persons of full age, who are citizens of the United States of America, have voluntarily associated ourselves for the purpose of forming a private corporation, under the laws of the State of Idaho, and to that end hereby do adopt, amend, and restate the following revised Articles of Incorporation for Western Wholesale Transport, Inc. All Articles are amended.

ARTICLE I

The name of the corporation is Western Wholesale Transport, Inc.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To engage in, operate, conduct, manage, maintain and carry on a general trucking and transportation business including buying, selling, leasing, designing, manufacturing, assembling, maintaining, repairing and exchanging of trucks, motor buses, airplanes, automobiles, trailers and all other means of transportation, including the carrying of freight for hire throughout the United

States and other countries.

B. To conduct business in this state, other states, the District of Columbia, territories and colonies of the United States and in foreign commerce; and to have one or more offices and places of business in or out of this state; and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate within or without the State of Idaho.

C. To buy, sell, lease or otherwise acquire or dispose of licenses, permits, franchises, patents, trademarks, corporations and other personal property as is deemed necessary to carry on the purposes of this corporation.

D. To have, exercise and enjoy all of the powers now or hereafter granted to a corporation under the laws of the State of Idaho and, particularly, all the powers and privileges granted to a corporation by Chapter 1, Title 30, Idaho Code, and any present and/or future amendments thereto; or any other state, District of Columbia or territory of the United States; and to do any act or thing necessary or convenient for the transaction of the business of the corporation and/or carrying into effect any and all of the objects and purposes of this corporation.

E. All of the foregoing provisions of this Article are to be construed both as objects and powers; and it is hereby expressly provided that the 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 herein contained 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 corporations formed under the laws of Idaho now or hereafter existing, that at any time may not lawfully carry on or do unless the same be in another state of the union and so authorized by that state or territory. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles of Incorporation shall, except as otherwise provided, not be limited to or restricted by reference to or inference from the terms of any other clause or paragraph of this Article or any other provisions of these Articles of Incorporation; and it is our intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers. These Articles of Incorporation shall be regarded as independent purposes, objects and powers.

### ARTICLE III

This corporation shall commence doing business on January 1, 1990, and have perpetual existence.

### ARTICLE IV

The location of the registered office of the corporation and the post office address of the corporation shall be in the city of Idaho Falls, County of Bonneville, State of Idaho, at 3820 South Yellowstone Highway; and the registered agent is Travis Stibal, at 3820 South Yellowstone Highway, Idaho Falls, Idaho.

### ARTICLE V

The stock of the corporation shall be entitled capital stock having both voting rights and rights of ownership on equal basis. The amount of the authorized capital stock of this corporation shall be 100 shares of no par value. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations.

### ARTICLE VI

The amount of the capital stock which has been subscribed and paid for is one hundred (100) shares, and the following are the names of the persons, their addresses and number of shares by whom the same have been subscribed,

to-wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
G.W. Bean Investment Co., Inc.	2585 Fieldstream Lane Idaho Falls Idaho	51
Travis Stibal	1432 North 1000 East Idaho Falls Idaho	24.5
Alan Ginkel	3122 Homestead Lane Idaho Falls Idaho	24.5

The capital stock of the corporation shall not be assessable except as agreed by a two-thirds (2/3rds) majority of all of the outstanding shares of the corporation.

#### ARTICLE VII

The management of this corporation shall be vested in a Board of not less than one (1) nor more than ten (10) directors, as may be fixed by the Bylaws, or at any meeting of the shareholders and as provided in the Bylaws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of this corporation in the City of Idaho Falls, County of Bonneville, State of Idaho, on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the Bylaws or at such

other time and place as the directors may so determine as provided in the Bylaws. Until the first meeting of the shareholders of the corporation, the officers and directors shall be Alan Ginkle, President and Director, G.W. Bean, Vice President and Director and Travis Stibal, Secretary, Treasurer and Director.

#### ARTICLE VIII

The initial Bylaws of the corporation shall be adopted by its Board of Directors; and the power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of such directors or of the allotted shares, as the case may be, not less, than a majority thereof as may be fixed in the Bylaws.

#### ARTICLE IX

Any or all of the meetings of the shareholders or of the Board of Directors may be held jointly or separately within or without the State of Idaho, upon notice, in writing, from the Board of Directors, or upon written waiver, or as may be authorized by Chapter 1, Title 30, Idaho Code or by the Bylaws of the corporation.

#### 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 corporation is owned by the corporation, and no act of the corporation shall in any way be 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 directors, individually, or any firm of which said directors 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 the fact that he or such firm having such interest shall be disclosed or shall have been disclosed to the Board of Directors or a majority thereof. Any director of the corporation who is also a director or officer of such other corporation, or who is interested in such other corporation, may be counted in determining the existence of quorum of a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote there as to authorize such contract or transaction, with a like force and effect as if he or she were not such director or officer of such other corporation or interested therein.

IN WITNESS WHEREOF, we have hereunto set our hands

and seals this 29 day of November, 1991.

Alan Ginkel  
Alan Ginkel

Travis Stibal  
Travis Stibal

G.W. Bean  
G.W. Bean

STATE OF IDAHO )

ss.

County of Bonneville )

On this 29 day of November, 1991, before me the undersigned, a Notary Public in and for the state of Idaho, personally appeared Alan Ginkle, Travis Stibal and G.W. Bean, known to me to be the persons whose names are subscribed to the within instrument, and acknowledge to me that they executed the same.

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

Lucy Bean  
Notary Public  
Residing at Idaho Falls, Bonneville  
County, State of Idaho

My Commission Expires:

1992

STATE OF IDAHO

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ss.

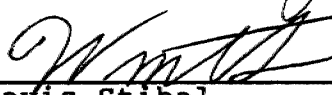
County of Bonneville

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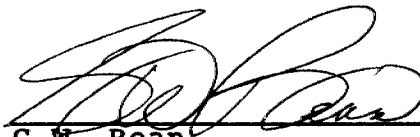
Alan Ginkle, Travis Stibal and G.W. Bean, being first duly sworn upon their oath, say that they are the signers of the foregoing Amended and Restated Articles of Incorporation of Western Wholesale Transport, Inc.; that they have read the same, and that the facts set forth therein are true, accurate and complete to the best of the undersigneds' knowledge and belief.



Alan Ginkle

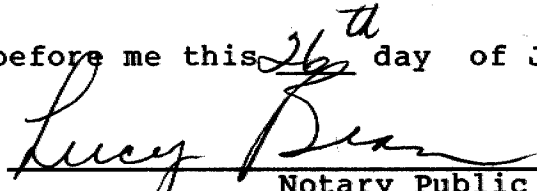


Travis Stibal



G.W. Bean

Subscribed and sworn to before me this <sup>26<sup>th</sup></sup> day of January, 1992.



Notary Public  
Residing at Idaho Falls, Idaho

My Commission Expires: 1992