



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

BALISON TRUCKING, INCORPORATED

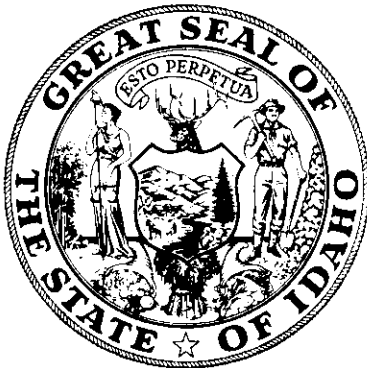
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

BALISON TRUCKING, INCORPORATED"

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.

Dated _____ June 8 , 1984 .



Pete T. Cenarrusa

SECRETARY OF STATE

Alan T. Clark

Corporation Clerk

AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
BALISON TRUCKING, INCORPORATED

Pursuant to Idaho Code Section 30-1-59, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, before the issuance of any corporate shares, hereby adopts the following Amended and Restated Articles of Incorporation. Articles IV, VII, VIII, IX and X are designated as amended articles. Except for the designated amendments, the Restate Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, and that the Restated Articles of Incorporation together with the designated amendments supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I

The name of the corporation is Balison Trucking, Incorporated.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business

for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 200. Such shares are to consist of one class only. The value of each of such shares shall be no par, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

ARTICLE V

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

ARTICLE VI

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

ARTICLE VII

The address of the initial registered office of the corporation is:

815 Church Street
Sandpoint, Idaho 83864

The name of the corporation's initial registered agent at such address is: Gene Balison.

ARTICLE VIII

The number of directors constituting the initial Board of Directors is three (3).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until successors be elected and qualify are:

Gene Balison
815 Church Street
Sandpoint, Idaho 83864

Brownie J. Balison, Sr.
815 Church Street
Sandpoint, Idaho 83864

Rosena M. Balison
815 Church Street
Sandpoint, Idaho 83864

ARTICLE IX

The names and addresses of all incorporators are:

Gene Balison
815 Church Street
Sandpoint, Idaho 83864

Brownie J. Balison, Sr.
815 Church Street
Sandpoint, Idaho 83864

Rosena M. Balison
815 Church Street
Sandpoint, Idaho 83864

ARTICLE X

In the event a stockholder desires to sell his shares of stock, he shall first give written notice of his intent to do so to the other stockholders. The notice must specify the price, the terms of payment, and any other conditions of sale or transfer. For one hundred eighty (180) days after receipt of notice, the other stockholders shall have the right to purchase the shares offered for sale by giving written notice thereof on the terms stated in the notice and at a price which is the lesser of the following:

- a. The price stated in the notice; or
- b. The price agreed upon by the selling and purchasing parties if an agreement can be reached; or
- c. In the event the parties cannot agree upon a purchase price, the purchase price shall be determined by appraisal. The selling and purchasing parties shall bear the costs and expense of the appraisal equally.

If the value as determined through an independent appraisal is not satisfactory to either the selling or the purchasing party, the value of the shares to be purchased shall be determined by arbitration, as follows:

The purchasing party and the selling party shall each name an arbitrator. If the two arbitrators cannot agree on a value, they shall appoint a third arbitrator and a decision of the majority shall be binding upon all parties. Arbitration shall be in accordance with the rules of the American Arbitration

Association, as such rules may be in effect at the time of arbitration, and as modified by the provisions of Idaho Code §7-901 et seq. The cost of arbitration shall be borne entirely by the party dissatisfied with the value as determined through independent appraisal.

The terms of payment of the purchase price shall be the terms agreed upon by the selling and purchasing parties, if an agreement can be reached. If the parties cannot agree, the purchase price shall be paid with twenty-five percent (25%) down in cash within ten days of the determination of the value of the shares to be purchased, and the balance shall be evidenced by a Promissory Note signed by the purchasing party. The note shall bear interest at a rate equal to the Federal Housing Authority rate of interest at the time of sale, and shall provide for monthly payments of principal and interest over three years, commencing thirty days after payment of the down-payment. The note shall provide that in the case of default, at the election of the holder, the entire sum of the principal and interest will be immediately due and payable, and for the payment by the maker of reasonable attorney's fees to the holder in the event suit is commenced because of any default.

EXECUTED in duplicate on this 31st day of May, 1984.

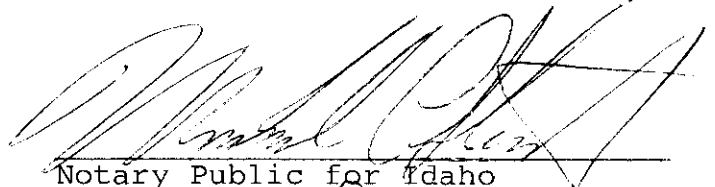
Gene Balison
GENE BALISON

Brownie J. Balison Sr.
BROWNIE J. BALISON, SR.

Rosena M. Balison
ROSENA M. BALISON

STATE OF IDAHO)
) ss.
County of Bonner)

I, Michael C. Stewart, a Notary Public, do hereby certify that on the 31 day of May, 1984, personally appeared before me GENE BALISON, who, being by me first duly sworn, declared that he is the President of BALISON TRUCKING, INCORPORATED, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Notary Public for Idaho
Residing at: SPOONPORT
Comm. Exp.: DEATH