

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DICK COMBS, INC.

File number C 118978

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: April 3, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

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 DATE 04/03/1997
 IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION

DICK COMBS, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the under-
 signed, being a competent citizen of the United States of Ameri-
 ca, and having reached the age of majority, pursuant to the laws
 of the State of Idaho, and I do hereby certify as follows:

I.

That the corporate name of this corporation shall be:
 DICK COMBS, INC.

II.

That the purposes and objects for which this corporation
 is formed are as follows:

- (a) To operate a trucking business; to hire employees;
 to buy, sell, lease, operate trucks and tractor trailers.
- (b) To purchase all equipment necessary to operate the
 business.
- (c) To borrow money for the purpose of this
 corporation. To issue notes or other evidences of indebtedness
 therefore, and to secure the same by mortgage or pledge of
 personal property, including the income of said corporation, or
 by mortgage of real property, executed in trust or otherwise.
 All or any portions of the real or personal property of the
 corporation may be so pledged, mortgaged or hypothecated.
- (d) To build any or all buildings, or structures, or
 improve or change any real property owned or leased by said
 corporation when such action may be necessary or convenient for
 the conduct of the business of the corporation, or to remove or
 to waste any and all real property held or issued by the
 corporation as may become necessary, essential or merely
 convenient for the conduct of said corporation.
- (e) To enter into any contract, co-operative agreement,
 profit sharing plan, retirement plan with its officers and
 employees as the corporation may deem advantageous or expedient,
 or enter into any relationship or contract for compensation of
 said officers or employees, or otherwise to reward or pay such
 persons for their services as the Directors may deem fit.
- (f) To exercise generally the powers customarily
 exercised by business corporations, and particularly to exercise

all powers provided by the laws of the State of Idaho, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in any State of the United States or any country throughout the world.

(g) The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the powers of the corporation to do any of the things within the purview of its general purposes.

III.

This corporation shall have perpetual existence.

IV.

The principal place of business, location and mailing address of the corporation shall be 443 Krause Rd., Weiser, Idaho 83672. The registered agent shall be DICK COMBS of the same address.

V.

That the authorized capitalization of this corporation shall consist of one class of 5,000 shares of voting class "A" common stock, which shall have a stated value of TEN (\$10.00) DOLLARS per share.

VI.

The corporate powers of said corporation shall be vested in the Board of Directors, one in number. The By-Laws of this corporation may be amended by a simple majority of the Board. The name and address of the first Board of Director is as follows: DICK COMBS of 443 Krause Rd., Weiser, Idaho 83672.

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows: DICK COMBS 5,000 shares.

IX.

The incorporator is as follows, to-wit: DICK COMBS of

443 Krause Rd., Weiser, Idaho 83672.

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing and, to the best of my knowledge and belief, it is true, correct and complete.

Dick Combs
Dick Combs

STATE OF IDAHO)
 : ss.
County of Payette)

On this 2 day of APRIL, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared, DICK COMBS, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same

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

Serraine M. Hunsucker
Notary Public for Idaho
Residing at: Amsterdam Idaho
My Commission Expires: 10-20-99