



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**MAJESTIC TRUCK, 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, 1988**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Sandra M. Hunter*  
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**ARTICLES OF INCORPORATION**

**MAJESTIC TRUCK, INC.**

RECEIVED  
SEC. OF STATE

The undersigned natural person being of legal age, <sup>88 JUL 23 1913</sup> acting as incorporator under the provisions of the Idaho Business Corporations Act adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is Majestic Truck, Inc.

**ARTICLE II**

**PERIOD OF DURATION**

The duration of this corporation is to be perpetual.

**ARTICLE III**

**PURPOSES AND POWERS**

The purpose or purposes for which this corporation is organized are the transactions of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV**

**CAPITAL STOCK**

The total authorized capital stock of the corporation shall be \$100,000 divided into 100,000 shares of a par value of \$1.00 per share and all of such capital stock shall be common stock. Each share shall have equal voting power with each share entitling the holder to one vote.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

After the first six shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of the treasury stock. This preemptive right shall apply to shares to be issued for consideration other than cash and shall apply to shares issued to directors, officers or employees pursuant to an employment plan approved by the affirmative vote of the holders of  $66 \frac{2}{3}\%$  of the shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receiving the corporation's written notice stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

**ARTICLE VI**  
**SPECIAL PROVISIONS FOR REGULATION OF CORPORATE AFFAIRS**

6.1. Code of By-Laws The initial code of by-laws of this corporation shall be adopted by the directors. The power to amend or repeal the by-laws or to adopt a new code of by-laws shall be in the shareholders, but the affirmative vote of the holders of  $66 \frac{2}{3}\%$  of the shares outstanding shall be necessary

to exercise the power. The by-laws may contain any provisions for the regulation of the management of the corporation which are consistent with the Idaho Business Corporations Act and these Articles of Incorporation.

6.2. Amendment of Articles The Articles of Incorporation can be amended only upon the affirmative vote of the holders of 66 2/3% of the total shares of the corporation.

6.3. Quorum In all cases where a quorum of shareholders is required by statute or bylaw, the holders of 50% of the total shares of the corporation entitled to vote must be present to constitute a quorum.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 485 E Street, Idaho Falls, Idaho. The name of the initial registered agent at that office is Gregory P. Meacham.

#### ARTICLE VIII

##### BOARD OF DIRECTORS

The initial board of directors shall consist of the following: four directors who shall serve as the directors of the corporation until the first annual meeting of the shareholders or until the successor or successors are elected and shall qualify:

Douglas G. Munns	221 10th Street Idaho Falls, Idaho 83401
Debra L. Munns	221 10th Street Idaho Falls, Idaho 83401
Harlow E. Potter	Chester, Idaho
Mary Potter	Chester, Idaho

ARTICLE IX.

INCORPORATORS

The name and address of the sole incorporator of the corporation is:

Douglas G. Munns

221 10th Street  
Idaho Falls, Idaho 83401

IN WITNESS WHEREOF, the undersigned being the sole incorporator of this corporation, executes these Articles of Incorporation in triplicate and certifies to the truth of the facts therein stated this 21 day of March, 1988.


  
Douglas G. Munns

STATE OF IDAHO            )  
                                  ) ss.  
County of Bonneville )

On this 21 day of March, 1988, before me, the undersigned Notary Public for the State of Idaho, personally appeared Douglas G. Munns, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)

  
Notary Public for State of Idaho  
Residing at Idaho Falls, Idaho  
My Commission expires: 2-23-93