



ARTICLES OF INCORPORATION

(General Business)

(Instructions on back of application)

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation to the Secretary of State.

2010 SEP 23 AM 9:43
SECRETARY OF STATE
STATE OF IDAHO

Article 1: The name of the corporation shall be:

HEARTBURG EXPRESS INC

Article 2: The number of shares the corporation is authorized to issue: 10,000

Article 3: The street address of the registered office is: 404 OAK ST, NEZPERCE, ID 83543

and the name of the registered agent at such address is: DANIEL M JOHNSON

Article 4: The name of the incorporator is: TERRY HEARTBURG

and address of the incorporator is: C/O PO BOX 36 NEZPERCE, ID 83543

Article 5: The mailing address of the corporation shall be:

PO BOX 36, Nezperce, ID 83543

Optional Articles:

Signature of at least one incorporator:

Terry Heartburg

Typed Name: TERRY HEARTBURG

Typed Name: _____

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 06/2006

Web Form

IDAHO SECRETARY OF STATE
09/23/2010 05:00
CK: 2094 CT: 69155 BH: 1240132
1 @ 30.00 = 30.00 CONVERSION # 2

C188572

FILED EFFECTIVE

PLAN OF CONVERSION PER IC 30-18-402

2010 SEP 23 AM 9:43
SECRETARY OF STATE
STATE OF IDAHO

Whereas Heartburg Express LLC by and through all its members, i.e. Terry Heartburg, Kelby Heartburg and Becky Heartburg, desire to convert the Limited Liability Company to a Corporation organized under the laws of the state of Idaho, and

Whereas the new corporation will be known as Heartburg Express INC and will be wholly owned by the above LLC members in proportion to their equity interests in the LLC, and

Whereas the parties desire to set forth the terms of the conversion as required by IC 30-18-402, in writing,

Now therefore the following Plan of Conversion is hereby adopted, ratified and confirmed by all the members of the Heartburg Express LLC and all the Shareholders and Directors of the Heartburg Express INC, to wit:

1. Name and Type of Converting Entity:

Heartburg Express LLC, an Idaho Limited Liability Company.

2. Name, Jurisdiction and Type of Converted Entity:

Heartburg Express INC, an Idaho Corporation.

3. Manner of Converting Interests:

The members of Heartburg Express LLC will receive stock of Heartburg Express INC in proportion to their ownership and equity interests in the converting entity (Heartburg Express LLC).

4. The proposed public organic document, i.e. Articles of Incorporation of Heartburg Express INC are attached hereto.

IDAHO SECRETARY OF STATE
09/23/2010 05:00
CK: 2094 CT: 69155 BH: 1248132
1 @ 30.00 = 30.00 CONVERSION # 2

W52453

5. The completion of the conversion and issuance of stock of Heartburg Express INC will take place upon the acceptance of the conversion by the Idaho Secretary of State and the filing of the Articles of Incorporation for Heartburg Express INC.

Dated this ___ day of September 2010.

Accepted and Approved by:

Heartburg Express LLC Members, to wit:

Terry Heartburg
Terry Heartburg

Kelby Heartburg
Kelby Heartburg

Becky Heartburg
Becky Heartburg

Shareholders and Directors of
Heartburg Express INC

Terry Heartburg
Terry Heartburg

Kelby Heartburg
Kelby Heartburg

Becky Heartburg
Becky Heartburg