

**FILED**

**FEB 2 12 21 PM '98**

**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

of

**Carlson Trucking, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Idaho.

**ARTICLE I NAME**

The name of the corporation shall be:

Carlson Trucking, Inc.

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in the business of Transportation as permitted under the laws of the United States, the State of Idaho, or any other state, county, territory or nation.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV ADDRESS**

The street address of the initial registered office of the corporation shall 8002 Hummel Dr., Boise, and Id. 83709, and the name of the initial Registered Agent for the corporation at that address is Bill Carlson.

**ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

IDAHO SECRETARY OF STATE

**02/02/1998 09:00**

CK: 1845 CT: 93576 BH: 78103

**ARTICLE VI TERM OF EXISTENCE** @ 100.00 = 100.00 CORP

This corporation shall exist perpetually.

C 122663

## **ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Bill Carlson, 8002 Hummel Dr., Boise, Id. 83709

## **ARTICLE IX INCORPORATOR**

The name and address of the incorporator is:

Bill Carlson

8002 Hummel Dr.

Boise, Id. 83709

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 2<sup>nd</sup> day of February, 1996

Incorporator: Bill Carlson

**STATE OF IDAHO**

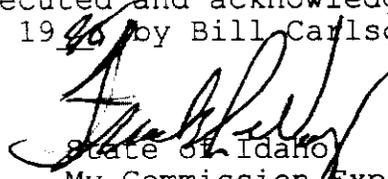
**COUNTY OF ADA**

The foregoing instrument was executed and acknowledged before me this 2<sup>nd</sup> day of February, 1996 by Bill Carlson.

Notary Public

(SEAL)

September 12, 2001



State of Idaho

My Commission Expires:

September 12, 2001

**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Idaho. Carlson Trucking, Inc., a corporation organizing under the laws of the State of Idaho, with its principal office located at 8002 Hummel Dr., Boise, Id. 83709, has named Bill Carlson, whose address is 8002 Hummel Dr., Boise, Id. 83709, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent: *Bill Carlson*

**STATE OF IDAHO  
COUNTY OF ADA**

BEFORE ME, the undersigned authority, this day personally appeared Bill Carlson, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this day *2<sup>nd</sup>* of *February*, 19*98*.

Notary Public  
(SEAL)

September 12, 2001

*[Signature]*  
State of Idaho  
My Commission Expires:  
*September 12, 2001*