

Certificate NO. 18865



DEPARTMENT OF STATE

# State of North Dakota

*To All to Whom these Presents shall Come,*

I, BEN MEIER, Secretary of State of the State of North Dakota and Keeper of the Great Seal thereof, do hereby certify that the annexed copy of

Articles of Incorporation  
Certificate of Incorporation  
Articles of Merger  
Plan of Merger  
Certificate of Merger

of

BARRETT MOBILE HOME TRANSPORT, INC.

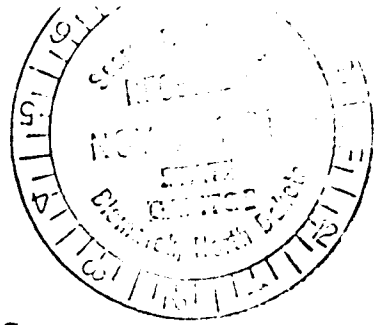
has been compared by me with the original of the above referenced  
on file and of record  
in this Department, and that the same is a true copy thereof, and of the whole of such  
instruments.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 24th day of May A. D., 1982

*Ben Meier*  
BEN MEIER Secretary of State

By

Deputy



ARTICLES OF INCORPORATION  
OF  
BARRETT MOBILE HOME TRANSPORT, INC.

We, the undersigned natural persons of the age of 18 years or more, acting as incorporators of a corporation under the North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of this corporation is BARRETT MOBILE HOME TRANSPORT, INC.

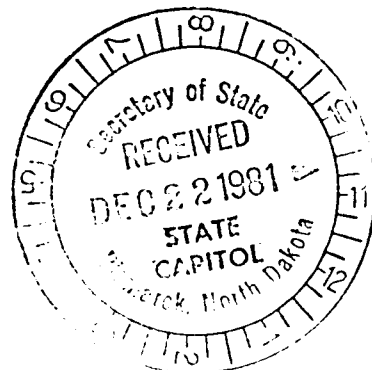
ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

This corporation is organized for the following purposes:

1. To engage in the business of the transportation of mobile homes, mobile trailer homes, mobile home frames and undercarriages and appliances, furniture and personal effects used and located in mobile homes and mobile trailer homes, trailers, camp coaches, truck campers, buildings in sections, sectionalized or sectional buildings, and modular buildings, whether or not transported on wheeled undercarriages, both within and without the state of North Dakota.



2. To engage in the business of transporting general commodities by truck both within and without the state of North Dakota.

3. To carry on any legitimate business activity within or without the state of North Dakota.

4. To transact and carry on all or any other businesses which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

5. To hold in its own name title to real and personal property and to buy, sell and mortgage such property.

6. To borrow money and incur indebtednesses.

7. To purchase or acquire by exchange of stock or securities or otherwise, the goodwill, operating rights and property of any business organized for similar purposes.

#### ARTICLE IV.

This corporation shall have authority to issue but one class of stock, that is common stock. The aggregate number of shares which this corporation shall have authority to issue is Five Hundred (500) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, for a total aggregate authorized capitalization of Fifty Thousand Dollars (\$50,000.00).

ARTICLE V.

This corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI.

No shareholder shall have a pre-emptive right to acquire additional or treasury shares of this corporation.

ARTICLE VII.

The address of the initial registered office of this corporation is 2910 South University Drive, Fargo, North Dakota 58103, and the corporation's initial registered agent at such address is John C. Barrett.

ARTICLE VIII.

The business and property of this corporation shall be vested in a Board of Directors consisting of at least three directors the precise number of which shall be as specified in the Bylaws. The initial Board of Directors shall consist of three (3) directors whose names and addresses are as follows:

John C. Barrett  
2910 South University Drive  
Fargo, North Dakota 58103

Viola J. Barrett  
2910 South University Drive  
Fargo, North Dakota 58103

Robert T. Barrett  
5497 Inspiration Drive  
Riverside, California 92506

who shall serve as directors until the first Annual Meeting of Shareholders and until their successors are elected and qualified.

ARTICLE IX.

The name and address of each incorporator is:

John C. Barrett  
2910 South University Drive  
Fargo, North Dakota 58103

Viola J. Barrett  
2910 South University Drive  
Fargo, North Dakota 58103

Robert T. Barrett  
5497 Inspiration Drive  
Riverside, California 92506

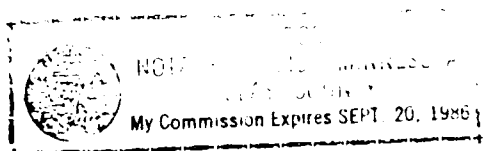
We, the above-named incorporators, being first duly sworn say that we have read the foregoing application, know the contents thereof and believe the statements made therein to be true.

IN TESTIMONY WHEREOF, We have hereunto set our hands as of this 19<sup>th</sup> day of November, 1981.

John C. Barrett  
John C. Barrett  
Viola J. Barrett  
Viola J. Barrett  
Robert T. Barrett  
Robert T. Barrett

STATE OF MINNESOTA     )  
                                  ) ss.  
COUNTY OF CLAY         )

On this 23<sup>rd</sup> day of November, 1981, before me, a Notary Public within and for said County, personally appeared John C. Barrett and Viola J. Barrett, to me known to be the persons described in and who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

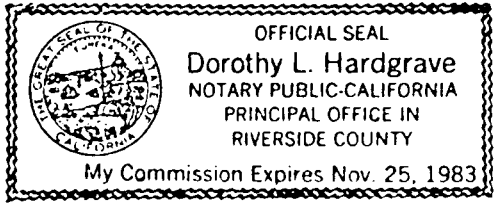


W. B. Dosland  
W. B. Dosland                   Notary Public  
Clay County, Minnesota  
My Commission Expires: Sept. 20, 1986

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF Riverside )

On this 17<sup>th</sup> day of November, 1981, before me, a Notary Public within and for said County, personally appeared Robert T. Barrett, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Dorothy L. Hardgrave  
Notary Public  
Riverside County, California  
My Commission Expires: 11-25-83



Receipt # 45597  
W. B. Dodland  
Dodland, Dodland  
Northlougher  
Box 100  
Marhead, MN-5-  
56560

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23rd  
December 81  
Ben Meun  
SECRETARY OF STATE  
Rms

Certificate NO. 34002



DEPARTMENT

OF STATES

# State of North Dakota

## CERTIFICATE OF INCORPORATION OF

BARRETT MOBILE HOME TRANSPORT, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of

BARRETT MOBILE HOME TRANSPORT, INC.

duly signed and verified pursuant to the provisions of the North Dakota Business (10-19 NDCC) Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

BARRETT MOBILE HOME TRANSPORT, INC.

and attaches hereto a duplicate original of the Articles of Incorporation.

**In Testimony Whereof,** I have hereunto set my hand and affixed the Great Seal of the State at the Capitol

in the City of Bismarck, this 23rd day of

December A. D., 19 81

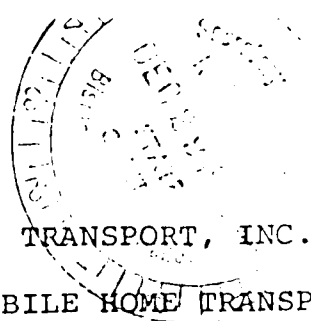
Secretary of State.

BEN MEIER

By \_\_\_\_\_

Deputy.

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ARTICLES OF MERGER

ARTICLES OF MERGER of BARRETT MOBILE HOME TRANSPORT, INC., a Minnesota corporation with and into BARRETT MOBILE HOME TRANSPORT, INC., a North Dakota corporation, adopted for the purpose of combining the undersigned corporations with and into BARRETT MOBILE HOME TRANSPORT, INC., a North Dakota corporation, the Surviving Corporation.

Certificate No. 7285

Filing Date 1-23-51

I.

Plan of Merger

*[Signature]*  
(Secretary of State)  
*[Signature]*  
(By Deputy)

A copy of the Plan of Merger between Barrett Mobile Home Transport, Inc., a Minnesota corporation, and Barrett Mobile Home Transport, Inc., a North Dakota corporation, is attached hereto as Exhibit A and incorporated herein by reference.

II.

Certificate of Barrett Mobile Home Transport, Inc.,  
A North Dakota Corporation

W. B. Dosland, Vice President, and James M. Ramstad, Assistant Secretary of Barrett Mobile Home Transport, Inc., a North Dakota corporation, do hereby certify as such Vice President and Assistant Secretary by virtue of express authority from and under the seal of Barrett Mobile Home Transport, Inc., a North Dakota corporation, that the Plan of Merger to which this Certificate relates, after having been first duly adopted by its Board of Directors, was duly submitted to the sole shareholder of Barrett Mobile Home Transport, Inc., a North Dakota corporation. At the time of such submission there was issued and outstanding ten (10) shares of common stock of Barrett Mobile Home Transport, Inc., the North Dakota corporation and all such shares were voted FOR the Plan of Merger.



III.

Certificate of Barrett Mobile Home Transport, Inc.,  
A Minnesota Corporation

W. B. Dosland, Vice President, and James M. Ramstad, Assistant Secretary of Barrett Mobile Home Transport, Inc., a Minnesota corporation, do hereby certify as such Vice President and Assistant Secretary by virtue of express authority from and under the seal of Barrett Mobile Home Transport, Inc., a Minnesota corporation, that the Plan of Merger to which this Certificate relates, after having been first duly adopted by its Board of Directors, was duly submitted to the sole shareholder of Barrett Mobile Home Transport, Inc., a Minnesota corporation, pursuant to the provisions of Minnesota Statutes Section 302A.613, Subd. 3. At the time of such submission there was issued and outstanding Four Hundred Thirty (430) shares of common stock of Barrett Mobile Home Transport, Inc., the Minnesota corporation and all such shares were voted FOR the Plan of Merger.

IV.

Agreement of Barrett Mobile Home Transport, Inc.,  
A North Dakota Corporation

Barrett Mobile Home Transport, Inc., a North Dakota corporation, the surviving corporation, (i) agrees it may be served with process in the State of Minnesota in any proceeding for enforcement of any obligation of Barrett Mobile Home Transport, Inc., a Minnesota domestic corporation which is a constituent corporation to this merger, (ii) agrees it may be served in

the State of Minnesota in any proceeding for enforcement of any obligation resulting from the provisions of Minnesota Statutes with respect to the rights of any dissenting shareholder of such domestic constituent corporation, (iii) agrees it will promptly pay to a dissenting shareholder of such domestic constituent corporation the amount, if any, to which they are entitled under Minnesota Statutes Section 302A.471, (iv) irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process in any suit or other proceedings to which it may be subject in the State of Minnesota, (v) agrees a copy of such process may be mailed by the Secretary of State to BARRETT MOBILE HOME TRANSPORT, INC., 2910 South University Drive, Fargo, North Dakota 58103 and agrees (vi) service of process may be made upon it by any of the means and with respect to any of the matters set forth in Minnesota Statutes Section 303.13 and acts amendatory thereof.

IN WITNESS WHEREOF, We have executed these presents as the Vice President and Assistant Secretary, respectively, and affixed the seal of Barrett Mobile Home Transport, Inc., a North Dakota corporation, this 28th day of December, 1981.

BARRETT MOBILE HOME TRANSPORT, INC.,  
a North Dakota corporation

By W. B. Dosland  
W. B. Dosland, Vice President

By James M. Ramstad  
James M. Ramstad, Assistant Secretary

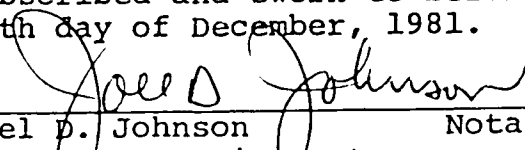
STATE OF MINNESOTA     )  
                                  ) ss.  
COUNTY OF CLAY         )

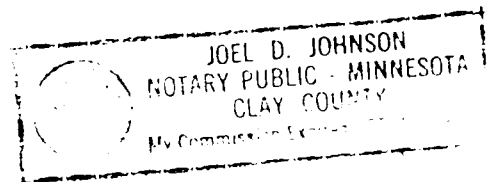
On this 28th day of December, 1981, W. B. Dosland and James M. Ramstad being each duly sworn on oath state, each for themselves, that they have read the foregoing Articles of Merger executed by them on behalf of Barrett Mobile Home Transport, Inc., a North Dakota corporation, and that the contents thereof are true and correct in all respects.

\_\_\_\_\_  
W. B. Dosland

\_\_\_\_\_  
James M. Ramstad

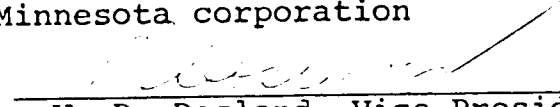
Subscribed and sworn to before me this  
28th day of December, 1981.


  
\_\_\_\_\_  
Joel D. Johnson                      Notary Public  
Clay County, Minnesota  
My Commission Expires: October 18, 1983



IN WITNESS WHEREOF, We have executed these presents as the Vice President and Assistant Secretary, respectively, and affixed the seal of Barrett Mobile Home Transport, Inc., a Minnesota corporation, this 28th day of December, 1981.

BARRETT MOBILE HOME TRANSPORT, INC.,  
a Minnesota corporation

By   
\_\_\_\_\_  
W. B. Dosland, Vice President

By   
\_\_\_\_\_  
James M. Ramstad, Assistant Secretary

STATE OF MINNESOTA    )  
                                  ) ss.  
COUNTY OF CLAY        )

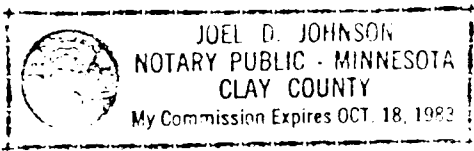
On this 28th day of December, 1981, W. B. Dosland and James M. Ramstad being each duly sworn on oath state, each for themselves, that they have read the foregoing Articles of Merger executed by them on behalf of Barrett Mobile Home Transport, Inc., a Minnesota corporation, and that the contents thereof are true and correct in all respects.

\_\_\_\_\_  
W. B. Dosland

\_\_\_\_\_  
James M. Ramstad

Subscribed and sworn to before me this 28th day of December, 1981.

*Joel D. Johnson*  
\_\_\_\_\_  
Joel D. Johnson                      Notary Public  
Clay County, Minnesota  
My Commission Expires: October 18, 1983



UNITED STATES OF AMERICA



DEPARTMENT

OF STATE

# State of North Dakota

*To All to Whom these Presents shall come:*

I, BEN MEIER, Secretary of State of the State of North Dakota

do hereby certify that duplicate originals of Articles of Merger of BARRETT MOBILE HOME TRANSPORT, I.C., a Minnesota Corporation, into BARRETT MOBILE HOME TRANSPORT, I.C., a North Dakota Corporation, duly signed and verified pursuant to the provisions of the North Dakota Business Corporation Act have been received in this office and are found to conform thereto.

ACCORDINGLY I, as such Secretary of State, and in virtue of the authority vested in me by law, hereby issues this Certificate of Merger of BARRETT MOBILE HOME TRANSPORT, I.C., a Minnesota Corporation, into BARRETT MOBILE HOME TRANSPORT, I.C., a North Dakota Corporation, and attaches hereto a duplicate original of the Articles of Merger.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in the City of Bismarck, this 31st day of December A. D., 1981

BEN MEIER Secretary of State

File No. 19,940

By \_\_\_\_\_ Deputy

PLAN OF MERGER

THIS PLAN OF MERGER is between BARRETT MOBILE HOME TRANSPORT, INC., a Minnesota corporation (hereinafter "BARRETT MINNESOTA") and BARRETT MOBILE HOME TRANSPORT, INC., a North Dakota corporation (hereinafter "BARRETT NORTH DAKOTA"), BARRETT MINNESOTA and BARRETT NORTH DAKOTA being hereinafter sometimes called the "Constituent Corporations".

WHEREAS, BARRETT MINNESOTA is a corporation duly organized and existing and in good standing under the laws of the State of Minnesota, and

WHEREAS, BARRETT NORTH DAKOTA is a corporation duly organized and existing and in good standing under the laws of the State of North Dakota, and

WHEREAS, the Boards of Directors of BARRETT MINNESOTA and BARRETT NORTH DAKOTA deeming the merger of BARRETT MINNESOTA into BARRETT NORTH DAKOTA to be desirable and in the best interests of their respective stockholders, have approved this Plan of Merger and the merger of BARRETT MINNESOTA into BARRETT NORTH DAKOTA on the terms hereinafter set forth and have directed that this Plan of Merger and the merger contemplated thereby be submitted to the respective stockholders for approval.

NOW, THEREFORE, in accordance with the applicable laws of the State of Minnesota and the State of North Dakota and this Plan of Merger, BARRETT MINNESOTA shall be merged into BARRETT NORTH DAKOTA which shall be the surviving corporation and that the plan, terms and conditions of and mode of giving effect to such merger shall be as follows:

## ARTICLE I

### Merger

In accordance with the provisions of this Plan of Merger and the laws of the State of Minnesota and the State of North Dakota, BARRETT MINNESOTA shall be merged with and into BARRETT NORTH DAKOTA which shall be and is herein sometimes referred to as the "Surviving Corporation", the name of which shall continue to be BARRETT MOBILE HOME TRANSPORT, INC.

## ARTICLE II

### Effective Date of Merger

The merger herein provided for shall become effective at 12:00 midnight, Central Standard Time, on December 31, 1981, provided this Plan of Merger shall have been approved by the shareholders of the Constituent Corporations and Articles of Merger shall have been executed, acknowledged and filed in accordance with the laws of the States of Minnesota and North Dakota.

## ARTICLE III

### Articles of Incorporation and Bylaws

The Articles of Incorporation and Bylaws of BARRETT NORTH DAKOTA shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

## ARTICLE IV

### Directors

On the effective date of the merger the Directors of BARRETT NORTH DAKOTA shall be the Directors of the Surviving Corporation, as follows:

John C. Barrett  
Viola J. Barrett  
Robert T. Barrett

ARTICLE V

Officers

At the effective date of the merger the present officers of BARRETT NORTH DAKOTA shall become the officers of the Surviving Corporation as follows:

|                   |   |                          |
|-------------------|---|--------------------------|
| John C. Barrett   | - | President                |
| Robert T. Barrett | - | Executive Vice-President |
| W. B. Dosland     | - | Vice President           |
| Viola J. Barrett  | - | Secretary                |
| James M. Ramstad  | - | Assistant Secretary      |
| James M. Ramstad  | - | Treasurer                |
| Viola J. Barrett  | - | Assistant Treasurer      |

ARTICLE VI

Conversion of Shares

At the effective date of the merger each share of BARRETT MINNESOTA common stock which shall then be outstanding shall be converted into one share of common stock of the Surviving Corporation. At the effective date of the merger each share of BARRETT NORTH DAKOTA common stock which shall then be outstanding shall be converted into one share of common stock of the Surviving Corporation. Promptly after the effective date of the merger each holder of an outstanding certificate or certificates which prior thereto represented shares of BARRETT MINNESOTA will surrender the same to the Treasurer of BARRETT NORTH DAKOTA who shall act as the exchange agent to effect the exchange of certificates.

ARTICLE VII

Representations of Constituent Corporations

BARRETT MINNESOTA and BARRETT NORTH DAKOTA each represent to the other that this Plan of Merger has been approved by their respective Boards of Directors.



ARTICLE VIII

Approval of Shareholders

BARRETT MINNESOTA and BARRETT NORTH DAKOTA shall each submit the within Plan of Merger to their constituent shareholders for approval.

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To All To Whom These Presents Shall Come Greeting:

Whereas, an Agreement of Merger by and between Barrett Mobile Home Transport, Inc., a Minnesota Corporation, and Barrett Mobile Home Transport, Inc., a North Dakota Corporation, which foreign corporation is not qualified in Minnesota, and the directors thereof, duly signed, certified and acknowledged under oath, has been filed for record in this office on the 30th day of December, 1981 at 4:30 P.M. for the merger of Barrett Mobile Home Transport, Inc. into Barrett Mobile Home Transport, Inc., which corporation will continue as the surviving corporation pursuant to the provisions of Sections 302A.611 to 302A.615, Minnesota Statutes.

Now, Therefore, I, Joan Anderson Grove, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that said Minnesota corporation is legally merged into said North Dakota corporation, effective at 12:00 midnight, Central Standard Time, on December 31, 1981, to transact business in Minnesota as a foreign corporation under the provisions of the Minnesota Foreign Corporation Act Chapter 303, Minnesota Statutes.

WITNESS my official signature  
hereunto subscribed and the  
Great Seal of the State of  
Minnesota hereunto affixed  
this 30th day of December, 1981.

*Joan Anderson Grove*  
Secretary of State

2-56, 711

ARTICLES OF MERGER

ARTICLES OF MERGER of BARRETT MOBILE HOME TRANSPORT, INC., a Minnesota corporation with and into BARRETT MOBILE HOME TRANSPORT, INC., a North Dakota corporation, adopted for the purpose of combining the undersigned corporations with and into BARRETT MOBILE HOME TRANSPORT, INC., a North Dakota corporation, the Surviving Corporation.

I.

Plan of Merger

A copy of the Plan of Merger between Barrett Mobile Home Transport, Inc., a Minnesota corporation, and Barrett Mobile Home Transport, Inc., a North Dakota corporation, is attached hereto as Exhibit A and incorporated herein by reference.

II.

Certificate of Barrett Mobile Home Transport, Inc.,  
A North Dakota Corporation

W. B. Dosland, Vice President, and James M. Ramstad, Assistant Secretary of Barrett Mobile Home Transport, Inc., a North Dakota corporation, do hereby certify as such Vice President and Assistant Secretary by virtue of express authority from and under the seal of Barrett Mobile Home Transport, Inc., a North Dakota corporation, that the Plan of Merger to which this Certificate relates, after having been first duly adopted by its Board of Directors, was duly submitted to the sole shareholder of Barrett Mobile Home Transport, Inc., a North Dakota corporation. At the time of such submission there was issued and outstanding ten (10) shares of common stock of Barrett Mobile Home Transport, Inc., the North Dakota corporation and all such shares were voted FOR the Plan of Merger.

ORIGINAL

1-26-72

III.

Certificate of Barrett Mobile Home Transport, Inc.,  
A Minnesota Corporation

W. B. Dosland, Vice President, and James M. Ramstad, Assistant Secretary of Barrett Mobile Home Transport, Inc., a Minnesota corporation, do hereby certify as such Vice President and Assistant Secretary by virtue of express authority from and under the seal of Barrett Mobile Home Transport, Inc., a Minnesota corporation, that the Plan of Merger to which this Certificate relates, after having been first duly adopted by its Board of Directors, was duly submitted to the sole shareholder of Barrett Mobile Home Transport, Inc., a Minnesota corporation, pursuant to the provisions of Minnesota Statutes Section 302A.613, Subd. 3. At the time of such submission there was issued and outstanding Four Hundred Thirty (430) shares of common stock of Barrett Mobile Home Transport, Inc., the Minnesota corporation and all such shares were voted FOR the Plan of Merger.

IV.

Agreement of Barrett Mobile Home Transport, Inc.,  
A North Dakota Corporation

Barrett Mobile Home Transport, Inc., a North Dakota corporation, the surviving corporation, (i) agrees it may be served with process in the State of Minnesota in any proceeding for enforcement of any obligation of Barrett Mobile Home Transport, Inc., a Minnesota domestic corporation which is a constituent corporation to this merger, (ii) agrees it may be served in

L-56, 713

the State of Minnesota in any proceeding for enforcement of any obligation resulting from the provisions of Minnesota Statutes with respect to the rights of any dissenting shareholder of such domestic constituent corporation, (iii) agrees it will promptly pay to a dissenting shareholder of such domestic constituent corporation the amount, if any, to which they are entitled under Minnesota Statutes Section 302A.471, (iv) irrevocably appoints the Secretary of State of the State of Minnesota as its agent to accept service of process in any suit or other proceedings to which it may be subject in the State of Minnesota, (v) agrees a copy of such process may be mailed by the Secretary of State to BARRETT MOBILE HOME TRANSPORT, INC., 2910 South University Drive, Fargo, North Dakota 58103 and agrees (vi) service of process may be made upon it by any of the means and with respect to any of the matters set forth in Minnesota Statutes Section 303.13 and acts amendatory thereof.

IN WITNESS WHEREOF, We have executed these presents as the Vice President and Assistant Secretary, respectively, and affixed the seal of Barrett Mobile Home Transport, Inc., a North Dakota corporation, this 28th day of December, 1981.

BARRETT MOBILE HOME TRANSPORT, INC.,  
a North Dakota corporation

By \_\_\_\_\_  
W. B. Dosland, Vice President

By \_\_\_\_\_  
James M. Ramstad, Assistant Secretary

L-56, 711

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF CLAY )

On this 28th day of December, 1981, W. B. [redacted] and James M. Ramstad being each duly sworn on oath state each for themselves, that they have read the foregoing Articles of Merger executed by them on behalf of Barrett Mobile Home Transport, Inc., a North Dakota corporation, and that the contents thereof are true and correct in all respects.

\_\_\_\_\_  
W. B. Dosland

\_\_\_\_\_  
James M. Ramstad

Subscribed and sworn to before me this 28th day of December, 1981.

Joel D. Johnson  
Joel D. Johnson Notary Public  
Clay County, Minnesota  
My Commission Expires: October 18, 1983

IN WITNESS WHEREOF, We have executed these presents as the Vice President and Assistant Secretary, respectively, and affixed the seal of Barrett Mobile Home Transport, Inc., a Minnesota corporation, this 28th day of December, 1981.

BARRETT MOBILE HOME TRANSPORT, INC.,  
a Minnesota corporation

By \_\_\_\_\_  
W. B. Dosland, Vice President

By \_\_\_\_\_  
James M. Ramstad, Assistant Secretary

L-56, 715

STATE OF MINNESOTA )  
 ) 56.  
COUNTY OF CLAY )

On this 28th day of December, 1981, W. B. Dosland and James M. Ramstad being each duly sworn on oath state, each for themselves, that they have read the foregoing Articles of Merger executed by them on behalf of Barrett Mobile Home Transport, Inc., a Minnesota corporation, and that the contents thereof are true and correct in all respects.

\_\_\_\_\_  
W. B. Dosland

\_\_\_\_\_  
James M. Ramstad

Subscribed and sworn to before me this 28th day of December, 1981.

*Joel D. Johnson*  
\_\_\_\_\_  
Joel D. Johnson Notary Public  
Clay County, Minnesota  
My Commission Expires: October 18, 1983



L-56, 200

PLAN OF MERGER

THIS PLAN OF MERGER is between BARRETT MOBILE HOME TRANSPORT, INC., a Minnesota corporation (hereinafter "BARRETT MINNESOTA") and BARRETT MOBILE HOME TRANSPORT, INC., a North Dakota corporation (hereinafter "BARRETT NORTH DAKOTA"), BARRETT MINNESOTA and BARRETT NORTH DAKOTA being hereinafter sometimes called the "Constituent Corporations".

WHEREAS, BARRETT MINNESOTA is a corporation duly organized and existing and in good standing under the laws of the State of Minnesota, and

WHEREAS, BARRETT NORTH DAKOTA is a corporation duly organized and existing and in good standing under the laws of the State of North Dakota, and

WHEREAS, the Boards of Directors of BARRETT MINNESOTA and BARRETT NORTH DAKOTA deeming the merger of BARRETT MINNESOTA into BARRETT NORTH DAKOTA to be desirable and in the best interests of their respective stockholders, have approved this Plan of Merger and the merger of BARRETT MINNESOTA into BARRETT NORTH DAKOTA on the terms hereinafter set forth and have directed that this Plan of Merger and the merger contemplated thereby be submitted to the respective stockholders for approval.

NOW, THEREFORE, in accordance with the applicable laws of the State of Minnesota and the State of North Dakota and this Plan of Merger, BARRETT MINNESOTA shall be merged into BARRETT NORTH DAKOTA which shall be the surviving corporation and that the plan, terms and conditions of and mode of giving effect to such merger shall be as follows:



L-56, 717

ARTICLE I

Merger

In accordance with the provisions of this Plan of Merger and the laws of the State of Minnesota and the State of North Dakota, BARRETT MINNESOTA shall be merged with and into BARRETT NORTH DAKOTA which shall be and is herein sometimes referred to as the "Surviving Corporation", the name of which shall continue to be BARRETT MOBILE HOME TRANSPORT, INC.

ARTICLE II

Effective Date of Merger

The merger herein provided for shall become effective at 12:00 midnight, Central Standard Time, on December 31, 1981, provided this Plan of Merger shall have been approved by the shareholders of the Constituent Corporations and Articles of Merger shall have been executed, acknowledged and filed in accordance with the laws of the States of Minnesota and North Dakota.

ARTICLE III

Articles of Incorporation and Bylaws

The Articles of Incorporation and Bylaws of BARRETT NORTH DAKOTA shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

Directors

On the effective date of the merger the Directors of BARRETT NORTH DAKOTA shall be the Directors of the Surviving Corporation, as follows:

- John C. Barrett
- Viola J. Barrett
- Robert T. Barrett

(12, 13)

ARTICLE V

Officers

At the effective date of the merger the present officers of BARRETT NORTH DAKOTA shall become the officers of the Surviving Corporation as follows:

|                   |   |                          |
|-------------------|---|--------------------------|
| John C. Barrett   | - | President                |
| Robert T. Barrett | - | Executive Vice-President |
| W. B. Dosland     | - | Vice President           |
| Viola J. Barrett  | - | Secretary                |
| James M. Ramstad  | - | Assistant Secretary      |
| James M. Ramstad  | - | Treasurer                |
| Viola J. Barrett  | - | Assistant Treasurer      |

ARTICLE VI

Conversion of Shares

At the effective date of the merger each share of BARRETT MINNESOTA common stock which shall then be outstanding shall be converted into one share of common stock of the Surviving Corporation. At the effective date of the merger each share of BARRETT NORTH DAKOTA common stock which shall then be outstanding shall be converted into one share of common stock of the Surviving Corporation. Promptly after the effective date of the merger each holder of an outstanding certificate or certificates which prior thereto represented shares of BARRETT MINNESOTA will surrender the same to the Treasurer of BARRETT NORTH DAKOTA who shall act as the exchange agent to effect the exchange of certificates.

ARTICLE VII

Representations of Constituent Corporations

BARRETT MINNESOTA and BARRETT NORTH DAKOTA each represent to the other that this Plan of Merger has been approved by their respective Boards of Directors.

C-56, 719

ARTICLE VIII

Approval of Shareholders

BARRETT MINNESOTA and BARRETT NORTH DAKOTA shall each submit the within Plan of Merger to their constituent shareholders for approval.

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
I hereby certify that the within instrument was filed for record in the office on the 22 day of Dec A. D. 19 11, at 10:30 o'clock AM, and was duly recorded in Book L-56 of Incorporations, on page 290

*John Edward Brane*  
Secretary of State