

# State of Idaho

## Department of State

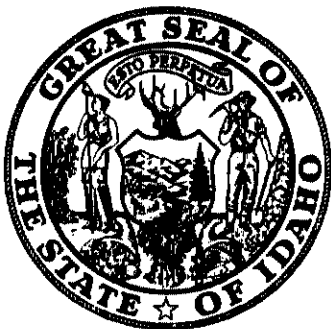
### CERTIFICATE OF INCORPORATION OF

TOMLINSON MOTOR FREIGHT, 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: November 23, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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92 INCORPORATION  
ARTICLES OF INCORPORATION

OF

TOMLINSON MOTOR FREIGHT, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, ROBERT L. TOMLINSON and ANN M. TOMLINSON, being two persons of full age who are citizens of the United States, and having this day declared an intention to form a private, domestic corporation under the laws of the State of Idaho, and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of this corporation shall be Tomlinson Motor Freight, Inc.

SECOND: Corporate Existence: The period of existence and duration of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The location of the registered office shall be at 908 South Idaho, Grangeville, Idaho 83530, with the mailing address of the corporation being 908 South Idaho, Grangeville, Idaho 83530. The registered agent to accept service of process at that address will be Robert L. Tomlinson.

FOURTH: Corporate Purposes: The nature of the business and objects and purposes of the business to be transacted, promoted and carried on are the doing of any or all of the following things herein mentioned as full and to the same extent as natural persons might or could do in any part of the world.

1. To generally engage in the business of a motor freight carrier within the State of Idaho, or such other places within the Pacific Northwest as may from time to time be appropriate. To engage in any facet of the motor freight business, including the hauling of all freight of every kind and description, United States mail, or other cargo, as from time to time would be necessary. To engage in contracting with any entities, including the United States Postal Service, or any other shipping company, and provide freight services, drayage services, or any similar service as from

time to time would be necessary to carry out the ends of the corporation.

To secure such permits as from time to time would be necessary to comply with state and federal law as it relates to motor carriers.

To provide, as necessary, passenger service if that becomes appropriate under all circumstances to be associated with the motor freight business in those geographic areas where the company does business.

2. To do the things necessary and incidental to the purpose and things set forth in the preceding paragraph which may be deemed necessary and reasonable by the Board of Directors.

3. To have and exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations, organized pursuant to the laws under which this corporation is organized, and to do any and all acts mandatory thereof and supplemental thereto.

4. To invest the assets of the corporation in property of every kind and character, whether real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, choses in action, security, stocks, bonds, warrants, mortgages, notes, and other obligations and evidences of interest indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That the corporation shall have the power to deal in real estate of all forms regardless of whether it be leasing, owning outright, investing in, or the sale or development of any real property, wherever situated, including the operation and management of those apartments, motels, condominiums of every kind and character or description whatsoever, including the development of currently undeveloped property into subdivision, industrial developments or improved real estate of all kinds.

5. To hire and employ service agents, employees and to enter

into agreements of employment and collective bargaining, and to act as agent, contractor, trustee, factor or otherwise, either alone or in any company with others.

6. To let concessions to others, and to do any of the things that this corporation is empowered to do, and to make, perform and carry out contracts and arrangements of every kind and character of any person, firm, association or corporation, or any government or authority or subdivision thereof.

7. To lease equipment from any other corporation to carry out the purposes of this corporation, and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the rights, powers or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of Idaho of the United States of America, or any other state, or district in which this corporation may carry on business shall not invalidate any other purpose, power, or object not otherwise prohibited by reason of contiguity or apparent association therewith.

8. To acquire and to make payment therefor in cash for the stocks or bonds of the corporation, or by undertaking or assuming any obligations and liabilities of the transferor, or in any manner dispose of the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management hereof.

FIFTH: Directors Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed, mortgages and liens upon the real property and personal property of this corporation.

2. Pursuant to the affirmative vote of 75% of the issued and outstanding stock having voting power, or when authority by the written consent of at least 100% of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

SIXTH: Corporate Stock: The capital stock of this corporation shall be \$25,000, and shall be divided into 250 shares of stock at the par value of \$100 per share. No distinction shall exist between the shares of this corporation, and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion for the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators: The name and address of the incorporators are as follows:

Robert L. Tomlinson  
908 South Idaho  
Grangeville, ID 83530

50 shares

\$5,000

Ann M. Tomlinson  
908 South Idaho  
Grangeville, ID 83530

50 shares

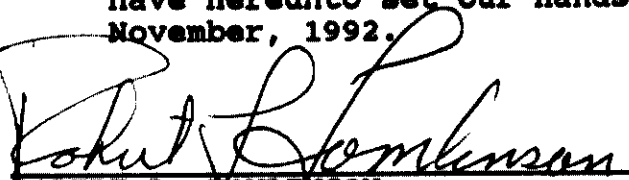
\$5,000

TENTH: Initial Board of Directors: The names and addresses of the initial Board of Directors shall be Robert L. Tomlinson and Ann M. Tomlinson, 908 South Idaho, Grangeville, Idaho 83530, with meetings to be held at the corporate headquarters, 908 South Idaho, Grangeville, Idaho 83530.

ELEVENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all the rights conferred upon the stockholders herein are granted, subject to this resolution.

TWELFTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

We, the undersigned, being the original subscribers to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true, and we respectfully agree to take the number of shares hereinabove set opposite our names and accordingly have hereunto set our hands and seals this 18<sup>th</sup> day of November, 1992.

  
ROBERT L. TOMLINSON

  
ANN M. TOMLINSON

STATE OF IDAHO )

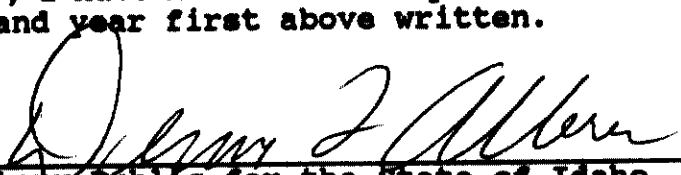
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County of Idaho )

On this 18<sup>th</sup> day of November, 1992, before me, a Notary Public, in and for said County and State, personally appeared ROBERT L. TOMLINSON, known to me to be the person whose name is subscribed to the within instrument, and he acknowledged to me that he freely executed the same.

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

(NOTARY SEAL)

  
Notary Public for the State of Idaho,  
Residing at Grangeville, therein.  
My Commission expires 12-25-94.

STATE OF IDAHO )

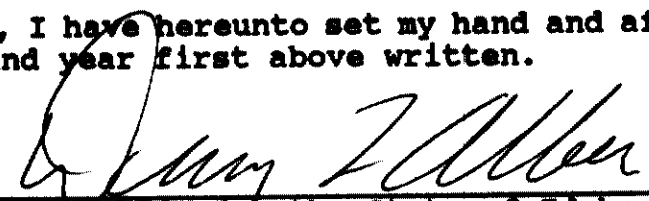
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County of Idaho )

On this 18<sup>th</sup> day of November, 1992, before me, a Notary Public, in and for said County and State, personally appeared ANN M. TOMLINSON known to me to be the person whose name is subscribed to the within instrument, and she acknowledged to me that she freely executed the same.

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

(NOTARY SEAL)

  
Notary Public for the State of Idaho,  
Residing at Grangeville, therein.  
My Commission expires 12-25-94.