

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

GARRETT FREIGHTLINES, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Fourteenth** day of **December**, 19 **61**, original articles of amendment, as provided by Sections 30-146, 30-147, 30-151 and 30-152, Idaho Code, merging Northwest Freight Lines, Inc., Flathead Transportation Co., Northwest Terminals, Inc., and Freight Terminals, Inc., all Montana corporations not qualified in Idaho, with and into **GARRETT FREIGHTLINES, INC.**, the surviving corporation, and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **114** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **December**, A. D., 19 **61**.

Secretary of State

AGREEMENT OF MERGER

THIS AGREEMENT Made and entered into this 27th day of January, 1961, by and between GARRETT FREIGHTLINES, INC., an Idaho corporation, with principal place of business at Pocatello, Bannock County, Idaho, the party of the first part, (hereinafter sometimes referred to as "Garrett"), and NORTHWEST FREIGHT LINES, INC., a Montana corporation, with principal place of business at Billings, Yellowstone County, Montana, FLATHEAD TRANSPORTATION CO., INC., a Montana corporation, with its principal place of business at Butte, Silver Bow County, Montana, NORTHWEST TERMINALS, INC., a Montana corporation, with principal place of business at Billings, Yellowstone County, Montana, and FREIGHT TERMINALS, INC., a Montana corporation, with principal place of business at Billings, Yellowstone County, Montana, the parties of the second part, (hereinafter sometimes referred to as the "Northwest group"), WITNESSETH:

WHEREAS, the party of the first part and the parties of the second part hereto deem it desirable to merge the corporations constituting the Northwest Group into the party of the first part, with the party of the first part being and becoming the surviving corporation, and for that purpose to enter into a merger agreement fixing and determining the terms and conditions of said merger as provided by the laws of the respective states of Idaho and Montana, being the states under whose laws the party of the first part and the parties of the second part were organized,

NOW, THEREFORE, IT IS UNDERSTOOD AND AGREED by and between the parties hereto that the corporations constituting the Northwest group be and the same are hereby merged into Garrett Freightlines, Inc., with Garrett Freightlines, Inc., as the surviving corporation, subject to the following terms and conditions:

I.

The surviving corporation shall be GARRETT FREIGHTLINES, INC., an Idaho corporation.

II.

All of the issued and outstanding capital stock of Northwest Freight Lines, Inc., Flathead Transportation Co., Inc., Northwest Terminals, Inc., and Freight Terminals, Inc., shall be surrendered to the corporate officers of the respective corporations and cancelled. In lieu of the stock of the corporations constituting the Northwest group, Garrett shall issue to the owners and holders of the stock of Northwest Freight Lines, Inc., Northwest Terminals, Inc., and Freight Terminals, Inc., 182,448 shares of its \$1.66 per share par value common capital stock on the basis of 121,980 shares of Garrett \$1.66 par value common stock for all of the issued and outstanding capital stock of Northwest Freight Lines, Inc., 26,838 shares of \$1.66 par value Garrett common stock for all of the issued and outstanding capital stock of Northwest Terminals, Inc., and 33,630 shares of \$1.66 par value Garrett common stock for all of the issued and outstanding capital stock

of Freight Terminals, Inc. Flathead Transportation Co., Inc., being a wholly-owned subsidiary of Northwest Freight Lines, Inc., no stock of Garrett Freight Lines, Inc., shall be issued on account of the cancellation of the issued and outstanding stock of Flathead Transportation Co., Inc.

III.

All of the obligations and liabilities of each of the corporations constituting the Northwest group shall become the obligations and liabilities of Garrett for all purposes and with like effect as if said obligations and liabilities, and each of them, were originally incurred by Garrett Freightlines, Inc., save and except that any indebtedness or liability of any character existing between the merging corporations at the time this agreement of merger becomes effective shall be cancelled and be of no further force and effect whatsoever.

IV.

All of the assets of every kind or character of each of the corporations constituting the Northwest group shall become the assets of Garrett Freightlines, Inc., the same as if such assets were originally owned by Garrett Freightlines, Inc., and each of the corporations constituting the Northwest group shall, upon said merger becoming effective, make and execute such conveyances as are necessary to transfer title thereof to Garrett Freightlines, Inc.

V.

The authorized capital stock of Garrett Freightlines, Inc., shall not be changed or increased in any manner by said merger.

VI.

The officers and directors of Garrett Freightlines, Inc., at the time said merger becomes effective shall be and remain the officers and directors of the surviving corporation.

VII.

The articles of incorporation and by-laws of Garrett Freightlines, Inc., in force and effect at the time this agreement of merger becomes effective shall become and be the articles of incorporation and by-laws of the surviving corporation.

VIII.

In all matters and things not specifically provided for in this agreement of merger the laws of the State of Idaho relating to the merger of corporations, insofar as may legally be done, shall apply to this merger and to the rights, powers and duties of the surviving corporation, Garrett Freightlines, Inc.

IX.

The proposed merger of Northwest Freight Lines, Inc., and Flathead Transportation Co., Inc., must be approved by the Interstate Commerce Commission under the Interstate Commerce Act and by the Board of Railroad Commissioners of the State of Montana under the motor carrier regulatory

laws of said state. To obtain such approval, applications have been filed or will be filed with the Interstate Commerce Commission and the Board of Railroad Commissioners of the State of Montana. Upon approval of the Interstate Commerce Commission and the Board of Railroad Commissioners of the State of Montana, this agreement shall be recorded in the office of the appropriate corporate officials of the states of Idaho and Montana, being the states under the laws of which said corporations were organized, and shall be in full force and effect from and after the date of such recording. In the event the Interstate Commerce Commission or the Board of Railroad Commissioners of the State of Montana disapprove said proposed merger, then this agreement shall be void for all purposes and of no further force and effect whatsoever.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed by the respective members of their Boards of Directors and, after approval by the holders of two-thirds of the voting power of all shareholders of each corporation in the manner provided by law, the fact of such approval has been certified on this agreement by the Secretary of each of the corporations parties to this agreement, and the agreement so adopted and certified has been signed by the President and Secretary of each of said corporations, acknowledged by their respective presidents, and their respective corporate seals affixed, and shall be in full force and effect from and

after the date of signature by the President and Secretary
and acknowledgement by the President of each of the parties
hereto.

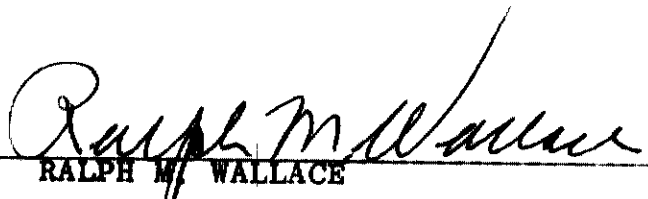
C. E. Garrett
Maurice H. Greene
H. J. ...
G. J. ...
Wain Garrett
Norman V. Stedtfeld
R. M. ...
W. J. Wilson
L. J. Hendricks

Being and constituting all of the
members of the Board of Directors
of Garrett Freightlines, Inc., the
party of the first part.


ATTEST:

Norman V. Stedtfeld
NORMAN V. STEDTFELD, Secretary

(CORPORATE SEAL)


RALPH M. WALLACE

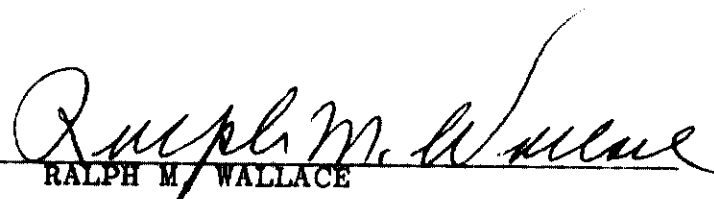

DOUGLAS H. WALLACE


ISABEL WALLACE

Being and constituting all of the members of the Board of Directors of Northwest Freight Lines, Inc., one of the parties of the second part.

ATTEST:


Isabel Wallace, Secretary
(Corporate Seal)



RALPH M. WALLACE

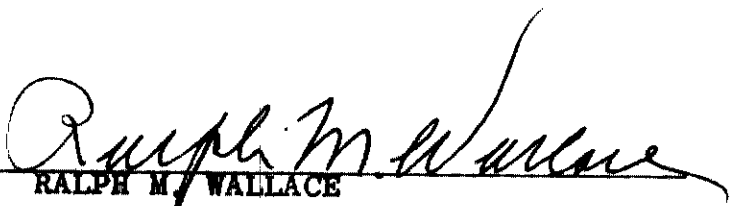

DOUGLAS H. WALLACE


ISABEL WALLACE"

Being and constituting all of the members of the Board of Directors of Flathead Transportation Co., Inc., one of the parties of the second part.

ATTEST:


Isabel Wallace, Secretary
(Corporate Seal)



RALPH M. WALLACE

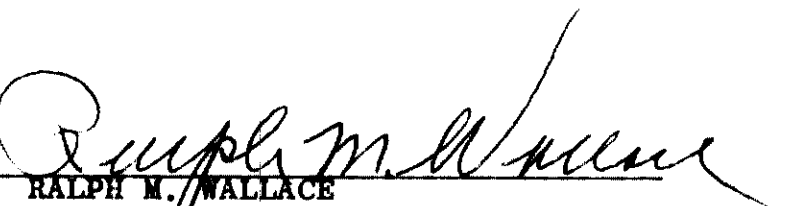

DOUGLAS H. WALLACE


ISABEL WALLACE

Being and constituting all of the
members of the Board of Directors of
Northwest Terminals, Inc., one of
the parties of the second part.

ATTEST:


Isabel Wallace, Secretary
(Corporate Seal)

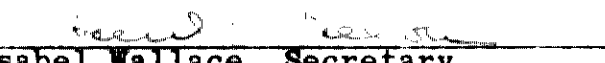

RALPH M. WALLACE


DOUGLAS H. WALLACE


ISABEL WALLACE

Being and constituting all of the
members of the Board of Directors
of Freight Terminals, Inc., one
of the parties of the second part.

ATTEST:


Isabel Wallace, Secretary
(Corporate Seal)

STATE OF IDAHO)
 : ss.
County of Bannock)

I, NORMAN V. STEDTFELD, do hereby certify that I am the duly elected, qualified and acting Secretary of Garrett Freightlines, Inc., an Idaho corporation, the party of the first part named in the foregoing Agreement of Merger; that as such Secretary, I have in my possession and custody the minutes of the proceedings of the Board of Directors and stockholders of said corporation; the foregoing agreement of merger was adopted by a unanimous vote of the Board of Directors of Garrett Freightlines, Inc. at a special meeting of said Board held on the 27th day of January, 1961, at which meeting all of said Directors were present in person, and, after adoption, said Agreement of Merger was entered into by said Board by affixing their respective signatures thereto; that said Agreement of Merger was thereafter and on the 31st day of March, 1961, submitted to the stockholders of said Garrett Freightlines, Inc. at a regular annual meeting of said stockholders, and that at said meeting more than two thirds of the voting power of said stockholders of Garrett Freightlines, Inc. voted for the adoption of said Agreement of Merger and directed the fact of such adoption to be certified on said agreement by me as the Secretary of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official corporate seal of said Garrett Freightlines, Inc. at Pocatello, Bannock County, Idaho, this 31st

day of March, 1961.


NORMAN V. STEDTFELD, SECRETARY

GARRETT FREIGHTLINES, INC.

The foregoing Agreement of Merger is hereby signed by the President and Secretary of Garrett Freightlines, Inc. and the corporate seal of said corporation affixed this 31st day of March, 1961, pursuant to resolutions of the Board of Directors and stockholders of said corporation.

GARRETT FREIGHTLINES, INC.

BY: C. A. Garrett
C. A. GARRETT, PRESIDENT

ATTEST:

Norman V. Stedtfeld
NORMAN V. STEDTFELD, SECRETARY

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 31st day of March, 1961, before me, M. H. GREENE, a Notary Public in and for said state, personally appeared C. A. GARRETT, known to me to be the President of Garrett Freightlines, Inc., one of the corporations whose name is affixed to the within and foregoing instrument, and acknowledged to me that such corporation 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.

M. H. Greene
Notary Public for Idaho
Residence: Boise, Idaho

My Commission Expires February 19, 1963.

The foregoing Agreement of Merger is hereby signed by the President and Secretary of Northwest Freight Lines, Inc. and the corporate seal of said corporation affixed this 10th day of November, 1961, pursuant to resolutions of the Board of Directors and shareholders of said corporation.

NORTHWEST FREIGHT LINES, INC.

BY:

Ralph M. Wallace
PRESIDENT

ATTEST:

David Wallace
SECRETARY

(CORPORATE SEAL)

STATE OF MONTANA)
 : ss.
COUNTY OF YELLOWSTONE)

On this 10th day of November, 1961, before me, the undersigned, a Notary Public in and for said state, personally appeared Ralph M. Wallace, known to me to be the President of Northwest Freight Lines, Inc., one of the corporations whose name is affixed to the within and foregoing instrument, and acknowledged to me that such corporation 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.

James Anderson
Notary Public for the State of
Montana, residing at Billings,
Montana. My Commission expires
January 10, 1964.

STATE OF MONTANA)
 : ss.
COUNTY OF YELLOWSTONE)

I, Isabel Wallace, do hereby certify that I am the duly elected, qualified and acting Secretary of Northwest Freight Lines, Inc., a Montana corporation, one of the parties of the second part named in the foregoing Agreement of Merger; that as such Secretary I have in my possession and custody the minutes of the proceedings of the Board of Directors and stockholders of said corporation; that the foregoing agreement of merger was adopted by unanimous vote of those members present of the Board of Directors of Northwest Freight Lines, Inc. at a special meeting of said Board held on the 10th day of November, 1961, at which meeting a majority of said directors were present in person, and, after adoption of said agreement, said Agreement of Merger was entered into by said Board by affixing their respective signatures thereto; that said Agreement of Merger was thereafter and on the 10th day of November, 1961, submitted to the shareholders of said Northwest Freight Lines, Inc. at a special meeting of said shareholders, and that at said meeting more than two-thirds of the voting power of said shareholders of Northwest Freight Lines, Inc. voted for the adoption of said Agreement of Merger and directed the fact of such adoption to be certified on said agreement by me as the Secretary of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official corporate seal of said Northwest Freight Lines, Inc. at Billings, Yellowstone County, Montana, this 10th day of November, 1961.



Secretary of
NORTHWEST FREIGHT LINES, INC.

The foregoing Agreement of Merger is hereby signed by the President and Secretary of Flathead Transportation Co., Inc. and the corporate seal of said corporation affixed this 10th day of November, 1961, pursuant to resolutions of the Board of Directors and shareholders of said corporation.

FLATHEAD TRANSPORTATION CO., INC.

BY: Ralph M. Wallace
PRESIDENT

ATTEST:

James C. [Signature]
SECRETARY

STATE OF MONTANA)
 : ss.
COUNTY OF YELLOWSTONE)

On this 10th day of November, 1961, before me, the undersigned, a Notary Public in and for said state, personally appeared Ralph M. Wallace, known to me to be the President of Flathead Transportation Co., Inc., one of the corporations whose name is affixed to the within and foregoing instrument, and acknowledged to me that such corporation 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.

Jerome Anderson
Notary Public for the State of
Montana, residing at Billings,
Montana. My Commission expires
January 10, 1964.

STATE OF MONTANA)
 : ss.
COUNTY OF YELLOWSTONE)

I, Isabel Wallace, do hereby certify that I am the duly elected, qualified and acting Secretary of Flathead Transportation Co., Inc., a Montana corporation, one of the parties of the second part named in the foregoing Agreement of Merger; that as such Secretary I have in my possession and custody the minutes of the proceedings of the Board of Directors and stockholders of said corporation; that the foregoing agreement of merger was adopted by unanimous vote of those members present of the Board of Directors of Flathead Transportation Co., Inc., at a special meeting of said Board held on the 10th day of November, 1961, at which meeting a majority of said directors was present in person, and, after adoption, said Agreement of Merger was entered into by said Board by affixing their respective signatures theretop that said Agreement of Merger was thereafter and on the 10th day of November, 1961, submitted to the shareholders of said Flathead Transportation Co., Inc. at a special meeting of said shareholders, and that at said meeting more than two-thirds of the voting power of said shareholders of Flathead Transportation Co., Inc. voted for the adoption of said Agreement of Merger and directed the fact of such adoption to be certified on said agreement by me as the Secretary of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official corporate seal of said Flathead Transportation Co., Inc. at Billings, Yellowstone County, Montana, this 10th day of November, 1961.



SECRETARY OF
FLATHEAD TRANSPORTATION CO., INC.

The foregoing Agreement of Merger is hereby signed by the President and Secretary of Northwest Terminals, Inc. and the corporate seal of said corporation affixed this 10th day of November, 1961, pursuant to resolutions of the Board of Directors and shareholders of said corporation.

NORTHWEST TERMINALS, INC.

BY:

Ralph M. Wallace
PRESIDENT

ATTEST:

James C. Anderson
SECRETARY

STATE OF MONTANA)
 : ss.
COUNTY OF YELLOWSTONE)

On this 10th day of November, 1961, before me, the undersigned, a Notary Public in and for said state, personally appeared Ralph M. Wallace, known to me to be the President of Northwest Terminals, Inc., one of the corporations whose name is affixed to the within and foregoing instrument, and acknowledged to me that such corporation 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.

James C. Anderson
Notary Public for the State of
Montana, residing at Billings,
Montana. My Commission expires
January 10, 1964.

STATE OF MONTANA)
 : ss.
COUNTY OF YELLOWSTONE)

I, Isabel Wallace, do hereby certify that I am the duly elected, qualified and acting Secretary of Northwest Terminals, Inc., a Montana corporation, one of the parties of the second part named in the foregoing Agreement of Merger; that as such Secretary I have in my possession and custody the minutes of the proceedings of the Board of Directors and stockholders of said corporation; that the foregoing agreement of merger was adopted by unanimous vote of those members present of the Board of Directors of Northwest Terminals, Inc. at a special meeting of said Board held on the 10th day of November, 1961, at which meeting a majority of said directors was present in person, and, after adoption, said Agreement of Merger was entered into by said Board by affixing their respective signatures thereto; that said Agreement of Merger was thereafter and on the 10th day of November, 1961, submitted to the shareholders of said Northwest Terminals, Inc. at a special meeting of said shareholders, and that at said meeting more than two-thirds of the voting power of said shareholders of Northwest Terminals, Inc. voted for the adoption of said Agreement of Merger and directed the fact of such adoption to be certified on said agreement by me as the Secretary of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official corporate seal of said Northwest Terminals, Inc. at Billings, Yellowstone County, Montana, this 10th day of November, 1961



SECRETARY OF
NORTHWEST TERMINALS, INC.

The foregoing Agreement of Merger is hereby signed by the President and Secretary of Freight Terminals, Inc. and the corporate seal of said corporation affixed this 10th day of November, 1961, pursuant to resolutions of the Board of Directors and shareholders of said corporation.

FREIGHT TERMINALS, INC.

BY:

Ralph M. Wallace
PRESIDENT

ATTEST:

James L. Anderson
SECRETARY

STATE OF MONTANA)
 : ss.
COUNTY OF YELLOWSTONE)

On this 10th day of November, 1961, before me, the undersigned, a Notary Public in and for said state, personally appeared Ralph M. Wallace, known to me to be the President of Freight Terminals, Inc., one of the corporations whose name is affixed to the within and foregoing instrument and acknowledged to me that such corporation 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.

James L. Anderson
Notary Public for the State of Montana, residing at Billings, Montana. My Commission expires January 10, 1964.

STATE OF MONTANA)
 : ss.
COUNTY OF YELLOWSTONE)

I, Isabel Wallace, do hereby certify that I am the duly elected, qualified and acting Secretary of Freight Terminals, Inc., a Montana corporation, one of the parties of the second part named in the foregoing Agreement of Merger; that as such Secretary I have in my possession and custody the minutes of the proceedings of the Board of Directors and stockholders of said corporation; that the foregoing agreement of merger was adopted by a unanimous vote of those members present of the Board of Directors of Freight Terminals, Inc. at a special meeting of said Board held on the 10th day of November, 1961, at which meeting a majority of said directors was present in person, and, after adoption, said Agreement of Merger was entered into by said Board by affixing their respective signatures thereto; that said Agreement of Merger was thereafter and on the 10th day of November, 1961, submitted to the shareholders of said Freight Terminals, Inc. at a special meeting of said shareholders, and that at said meeting more than two-thirds of the voting power of said shareholders of Freight Terminals, Inc. voted for the adoption of said Agreement of Merger and directed the fact of such adoption to be certified on said agreement by me as the Secretary of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official corporate seal of said Freight Terminals, Inc. at Billings, Yellowstone County, Montana, this 10th day of November, 1961.



SECRETARY OF
FREIGHT TERMINALS, INC.