

CERTIFICATE OF INCORPORATION  
OF

BARNES BROKERAGE COMPANY, 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: **March 30, 1987**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Debra M. Johnson*

ARTICLES OF INCORPORATION  
OF  
BARNES BROKERAGE COMPANY, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Barnes Brokerage Company, Inc.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes

The purpose or purposes for which the corporation is organized are:

1. To act as agent or broker for truck owners, truck companies and freight companies in soliciting and receiving applications and contracts to carry freight for hire; to receive and load all varieties of commercial freight on board highway motor vehicles; to transport such freight to various destinations in the United States; and to buy, sell, and otherwise deal in and with tractors and trailers suitable for commercial trucking, and to carry on the business of truck brokers in all transactions relating to the transportation of freight for hire, and generally to do everything suitable, proper and conducive to the successful conduct of a truck brokerage business in all of its branches and departments.

2. The transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

## ARTICLE IV

### Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$100.00 per share, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid and nonassessable.

## ARTICLE V

### Internal Affairs of the Corporation

Section 1. Meetings of Shareholders. Meetings of the shareholders of the corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of Bylaws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

Section 2. Code of Bylaws. The initial Code of Bylaws of the corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend or repeal the Code of Bylaws or to adopt a new Code of Bylaws shall be contained in the Code of Bylaws and the Code of Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

## ARTICLE VI

### Address of Initial Registered Office

Registered Office: The address of the initial registered office of the corporation is 1044 East Main Street, Burley, Idaho, with a mailing address of P.O. Box 458, Burley, Idaho 83318. The name of its initial Registered Agent at such address is Charles L. Barnes.

## ARTICLE VII

### Data Respecting Directors

The number of Directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as Director until the first annual

meeting of the shareholders or until their successors are elected and shall qualify are:


<u>Name</u>	<u>Address</u>
Charles L. Barnes	1810 Hansen Avenue Burley, Idaho 83318

ARTICLE VIII

Data Respecting Incorporators

<u>Name</u>	<u>Address</u>
Charles L. Barnes	1810 Hansen Avenue Burley, Idaho 83318

EXECUTED IN DUPLICATE this 27 day of March, 1987.

  
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Charles L. Barnes