

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

IRA H. MASTERS

I, ~~HOWARD K. COOPER~~ 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 **eighteenth** day of **August**, 1952,

original articles of amendment, as provided by Section s 30-146, 30-147 and 30-148, Idaho Code, amending Article IV: making the term of its corporate existence perpetual; amending Article VI: increasing the authorized capital stock to \$5,200,000.00, and stating the rights, voting power, preferences and restrictions granted to the shares of each class of stock,

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **76** 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 **18th** day
of **August**, in the year of our Lord
one thousand nine hundred **fifty-two**,
and of the Independence of the United States of
America the One Hundred **Seventy-seventh**.

Secretary of State.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GARRETT FREIGHTLINES, INC.

We, the undersigned, C. A. Garrett and Norman V. Stedtfeld, President and Secretary, respectively, of Garrett Freightlines, Inc., do hereby certify that pursuant to call of the President and notice thereof to all stockholders of Garrett Freightlines, Inc., said call being made by the President and notice given by the Secretary on the 16th day of July, 1952, a special meeting of the stockholders of Garrett Freightlines, Inc., was held at the office of the corporation at 2055 Pole Line Road, Pocatello, Bannock County, Idaho, on the 16th day of August, 1952, at which said meeting more than two-thirds of the issued and outstanding stock of Garrett Freightlines, Inc., was represented by the owners and holders thereof in person and a total of 73,716 shares out of 73,836 issued and outstanding, in person or by proxy; that at said meeting by resolution unanimously passed and adopted the following amendments to the Articles of Incorporation of Garrett Freightlines, Inc., was duly and regularly adopted and approved by unanimous vote of the stockholders at said meeting, to-wit:

That Article IV of said Articles of Incorporation was amended to read as follows:

"IV.

"The term for which the said corporation is to exist is perpetual."

That Article VI of said Articles of Incorporation was amended to read as follows:

"VI

"Rights, voting power, preferences and restrictions granted to or imposed upon the shares of each class of stock of said corporation:

"The capital stock of this corporation shall be Five Million Two Hundred Thousand Dollars (\$5,200,000.00) and shall be divided into Five Hundred Thousand (500,000) shares of common stock of the par value of Ten Dollars (\$10.00) each and Two Thousand (2,000) shares of preferred stock with a par value of One Hundred Dollars (\$100.00) each.

"The following is a description of the relative rights, voting powers, preferences and restrictions granted or imposed upon the shares of each class of stock.

"1. The holders of preferred stock shall be entitled to receive when and as declared out of the net profits of the corporation or out of the net assets as permitted by law, dividends computed upon the date of issue of said stock at the rate of six percent (6%) per annum and no more, payable semi-annually on the first day of July and the first day of January of each year. Dividends on the preferred stock shall be cumulative from the date of issue and shall be payable before any dividends on the common stock shall be paid or set aside so that if any year dividends at the rate of six percent (6%) per annum shall not have been paid or set aside for payment on said preferred stock, the deficiency shall be payable before any dividends shall be paid or set aside for the common stock accumulations of dividends and shall not bear interest.

"2. The corporation, through the Board of Directors may from time to time redeem on any dividend payment date the whole or any of its preferred stock at \$102.00 per share, plus all accrued accumulated and unpaid dividends thereon. Notice of intention of the corporation to redeem all or any of its preferred stock shall be given by the corporation to the stockholders of said preferred stock so to be redeemed at their address appearing on the books of the corporation by mailing the same or a copy thereof, postage fully prepaid and addressed to such preferred stockholder at his respective address, at least sixty days prior to the date fixed for such redemption. If less than the whole amount of the outstanding preferred stock shall be redeemed at any time, the stock so to be redeemed shall be selected in such a manner as from time to time may be determined by the Board of Directors.

Dividends upon stock called for redemption and payment duly provided therefor shall cease to accrue on the date fixed for such redemption. Subsequent to said date the holders of such stock shall, as to such stock, cease to have further rights as stockholders in the corporation except only the right to receive from the corporation the redemption price of such stock plus all accrued, accumulated and unpaid dividends thereon to the redemption date.

"3. Out of the net profits of the corporation and out of its net assets remaining after and only after provision has been made as hereinabove described dividends upon the preferred stock, the Board of Directors may, as permitted by law, in its discretion, declare and pay dividends upon the common stock of the corporation.

"4. In the event of the liquidation or dissolution of this corporation, the holders of the preferred stock shall be entitled to be paid the sum of One Hundred Dollars (\$100.00) together with all unpaid cumulative dividends thereon before any assets of the corporation shall be distributed or paid to the holders of common stock. After payment in full to the holders of the preferred stock, the remaining assets shall be divided among and paid to the holders of common stock according to their respective shares.

"5. A holder of common stock shall have the right to cast one vote, in person or by proxy, for each share of common stock standing of record in his name on the books of the corporation at any meeting of stockholders. A holder of preferred stock shall not be entitled to vote unless the corporation shall fail to pay dividends on the preferred stock for two semi-annual dividend periods, whether the same be consecutive or not. In the event of such failure, and while the same shall continue, a holder of preferred stock shall have the right to vote in the same manner and to the same extent as a holder of common stock of the corporation until all dividends on the preferred stock in arrears have been paid.

That attached hereto and made a part hereof is a certified copy of the resolution of the stockholders of Garrett Freightlines, Inc., adopted at said meeting, amending said Articles of Incorporation, as aforesaid.

IN WITNESS WHEREOF, the President and Secretary of Garrett Freightlines, Inc., have hereunto set their hands and affixed the seal of said corporation this 16th day of August, 1952, at Pocatello, Bannock County, Idaho.


President, Garrett Freightlines, Inc.

ATTEST:


Secretary

STATE OF IDAHO }
COUNTY OF BANNOCK) ss.

C.A. GARRETT and NORMAN V. STEDTFELD, being duly sworn, each for himself, depose and say that they are the duly elected, qualified and acting President and Secretary, respectively, of Garrett Freightlines, Inc., a corporation; that the above and foregoing Articles of Amendment to the Articles of Incorporation of Garrett Freightlines, Inc., were adopted at a meeting of the stockholders of said corporation, of which notice was given by the Secretary of said corporation to all of said stockholders thereof for more than thirty days prior to the date of said meeting; that said meeting was duly and regularly held and was attended in person by the owners and holders of more than two-thirds of all of the issued and outstanding capital stock of Garrett Freightlines, Inc.; that said amendment to said Articles of Incorporation was adopted by unanimous vote of all of the owners and holders of said issued and outstanding stock of said corporation present in person or by proxy at said meeting and that by the resolution of said stockholders amending said Articles of Incorporation affiants were duly authorized and empowered to certify said

amendments to the Secretary of State of the State of Idaho in the manner provided by law.

A. G. Garrett
Bernard V. Steuffer

Subscribed and sworn to before me this 16th day of August, 1952.

M. Z. Seave
Notary Public for Idaho
Residing at Boise, Idaho

My Commission Expires February 19, 1955.

RESOLUTION

RESOLVED By the shareholders of Garrett Freightlines, Inc., that Article IV and Article VI of the Articles of Incorporation of said corporation be, and the same are, hereby amended to read as follows:

"IV

"The term for which the said corporation is to exist is perpetual."

"VI

"Rights, voting power, preferences and restrictions granted to or imposed upon the shares of each class of stock of said corporation:

"The capital stock of this corporation shall be Five Million Two Hundred Thousand Dollars (\$5,200,000.00) and shall be divided into Five Hundred Thousand (500,000) shares of common stock of the par value of Ten Dollars (\$10.00) each and Two Thousand (2,000) shares of preferred stock with a par value of One Hundred Dollars (\$100.00) each.

"The following is a description of the relative rights, voting powers, preferences and restrictions granted or imposed upon the shares of each class of stock.

"1. The holders of preferred stock shall be entitled to receive when and as declared out of the net profits of the corporation or out of the net assets as permitted by law, dividends computed upon the date of issue of said stock at the rate of six percent (6%) per annum and no more, payable semi-annually on the first day of July and the first day of January of each year. Dividends on the preferred stock shall be cumulative from the date of issue and shall be payable before any dividends on the common stock shall be paid or set aside so that if in any year dividends at the rate of six percent (6%) per annum shall not have been paid or set aside for payment on said preferred stock, the deficiency shall be payable before any dividends shall be paid or set aside for the common stock accumulations of dividends and shall not bear interest.

"2. The corporation, through the Board of Directors, may from time to time redeem on any dividend payment date the whole or any part of its preferred stock at \$102.00 per share, plus all accrued accumulated and unpaid dividends thereon. Notice of intention of the corporation to redeem all or any of its preferred stock shall be given by the corporation to the stockholders of said preferred stock so to be redeemed of record on the books of the corporation at their address appearing on the books of the corporation by mailing the same or a copy thereof, postage fully prepaid and addressed to such preferred stockholder at his respective address, at least sixty days prior to the date fixed for such redemption. If less than the whole amount of the outstanding preferred stock shall be redeemed at any time, the stock so to be redeemed shall be selected in such a manner as from time to time may be determined by the Board of Directors.

"Dividends upon stock called for redemption and payment duly provided therefor shall cease to accrue on the date fixed for such redemption. Subsequent to said date the holders of such stock

shall, as to such stock, cease to have further rights as stockholders in the corporation except only the right to receive from the corporation the redemption price of such stock plus all accrued, accumulated and unpaid dividends thereon to the redemption date.

"3. Out of the net profits of the corporation and out of its net assets remaining after and only after provision has been made as hereinabove described dividends upon the preferred stock, the Board of Directors may, as permitted by law, in its discretion, declare and pay dividends upon the common stock of the corporation.

"4. In the event of the liquidation or dissolution of this corporation, the holders of the preferred stock shall be entitled to be paid the sum of One Hundred Dollars (\$100.00) together with all unpaid cumulative dividends thereon before any assets of the corporation shall be distributed or paid to the holders of common stock. After payment in full to the holders of the preferred stock, the remaining assets shall be divided among and paid to the holders of common stock according to their respective shares.

"5. A holder of common stock shall have the right to cast one vote, in person or by proxy, for each share of common stock outstanding of record in his name on the books of the corporation at any meeting of stockholders. A holder of preferred stock shall not be entitled to vote unless the corporation shall fail to pay dividends on the preferred stock for two semi-annual dividend periods, whether the same be consecutive or not. In the event of such failure, and while the same shall continue, a holder of preferred stock shall have the right to vote in the same manner and to the same extent as a holder of common stock of the corporation until all dividends on the preferred stock in arrears have been paid."

RESOLVED, Further, that the President and Secretary be instructed to file the foregoing amendments to Articles IV and VI of the Articles of Incorporation of Garrett Freightlines, Inc., with the Secretary of State of the State of Idaho.

STATE OF IDAH)
) ss
COUNTY OF BANNOCK)

I, NORMAN V. STEDTFELD, the duly elected, qualified and acting Secretary of Garrett Freightlines, Inc., a corporation, do hereby certify that the foregoing is a full, true and correct copy of a resolution unanimously adopted at a meeting of the shareholders of Garrett Freightlines, Inc., held at the office of said corporation at 2055 Pole Line Road in the City of Pocatello, County of Bannock, State of Idaho, on the 16th day of August, 1952, after due and legal notice of said meeting was given by me as Secretary of said corporation to all of the shareholders of said Garrett Freightlines, Inc., on the 16th day of July, 1952.

I FURTHER CERTIFY That at said meeting more than two-thirds of the owners and holders of all of the issued and outstanding stock of said corporation were present in person thereat and voted in favor of the adoption of said resolution.

I FURTHER CERTIFY That said resolution has not been amended, revised, or revoked and that the same is now in full force and effect.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal
of said corporation this 16th day of August, 1952, at Pocatello, Bannock
County, Idaho.


Secretary, Garrett Freightlines, Inc.

(CORPORATE SEAL)