



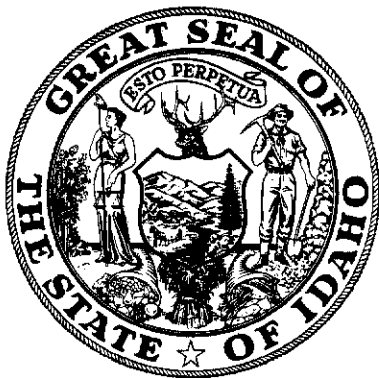
CERTIFICATE OF INCORPORATION
OF

FREIGHTWAYS, 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: **April 26, 1985**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

FREIGHTWAYS, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation shall be Freightways, Inc.

ARTICLE II

DURATION

The period of duration of the corporation shall be pertetual.

ARTICLE III

PURPOSES

The purpose and objects of this corporation are as follows:

1. 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 throughout the United States; and to buy,

sell and otherwise deal in and with tractors and trailers suitable for commercial trucking, and to maintain and repair the same.

2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.

3. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in the stock of this corporation, PROVIDED that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, re-issue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

(c) To borrow money and give security therefor.

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to

promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

(f) To do any and all of the things in this Article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Idaho Business Corporation Act of the State of Idaho, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE IV

CAPITALIZATION

The aggregate number of shares that the corporation shall have authority to issue is 50,000 shares, consisting of 50,000 shares of common stock, with a par value of ONE DOLLAR (\$1.00) each.

ARTICLE V

PREEMPTIVE RIGHTS

Shareholders shall not have preemptive rights to acquire additional shares of the corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of

the corporation shall be 513 Burrell, City of Lewiston, County of Nez Perce, State of Idaho 83501. The initial registered agent of the corporation at such address shall be Rodney Paffile.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualify is as follows:

RODNEY PAFFILE, 513 Burrell,
Lewiston, Idaho 83501.

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its Director(s), officer(s) and stockholder(s) and with corporations, associations, firms and entities in which they are or may be or become interested as Director(s), officer(s), shareholder(s), members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such Director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction

shall be avoided and no such Director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of stockholders who are not Directors and officers of the corporation (but not in the case of stockholders who are not Directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator is:

RODNEY PAFILLE, 513 Burrell,

Lewiston, Idaho 83501.

IN WITNESS WHEREOF, the incorporator(s) has (have)
executed these articles of incorporation in duplicate on
March 11, 1985.


RODNEY PAEFILE