



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, PETE T. CENARRUSA, 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 **27th** day of **June** 19 **78**, original articles of amendment, as provided by Sections **30-146 and 30-147, Idaho Code, Amending Article V**

and that the said articles of amendment contain the statement of facts required by law, and are ^{will be} recorded on ~~FILE~~ **No. microfilm** 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 **27th** day of **June**, A. D., 19 **78**.

Secretary of State

ARTICLES OF AMENDMENT
OF
GARRETT FREIGHTLINES, INC.

Pursuant to Title 30, Chapter 1, of the Idaho Business Corporation Law, GARRETT FREIGHTLINES, INC., an Idaho corporation, adopts the following Articles of Amendment of Article V of its Articles of Incorporation:

ONE: The amendment of Article V of the Articles of Incorporation of Garrett Freightlines, Inc. was adopted by the stockholders of the corporation at a meeting held June 22, 1978, in the manner prescribed by the laws of the State of Idaho and its Revised By-Laws, and is as follows:

...

ARTICLE V

The number of Directors of said corporation shall be not less than five (5) nor more than nine (9). All shall be elected at the annual meeting of the stockholders of the corporation at which meeting the stockholders shall also designate the number of Directors to serve for the ensuing year. None of the Directors need be stockholders.

...

TWO: The number of shares of the corporation authorized to vote and outstanding at the stockholders meeting was Eight Hundred and Seven (807) shares. The number of shares voting for adoption of such amendment was Seven Hundred and Sixty-Eight (768) shares which exceeds two thirds of the voting power of all stockholders as required by Idaho Code Section 30 - 146.

THREE: The altered articles as amended are attached in the two pages designated ALTERED AND AMENDED ARTICLES OF INCORPORATION OF GARRETT FREIGHTLINES, INC.

EXECUTED by the undersigned in triplicate originals at
Pocatello, Idaho on June 22, 1978.

IN WITNESS WHEREOF, said Corporation has caused its corporate
name to be hereunto subscribed by its President, and Secretary, and
its corporate seal to be affixed hereto on the 22nd day of June,
1978.

GARRETT FREIGHTLINES, INC.

(CORPORATE SEAL)

by: Wm J. Wilson
William J. Wilson, President

by: Frederick C. Lyon
Frederick C. Lyon, Secretary

WILLIAM J. WILSON and FREDERICK C. LYON, having been duly
sworn depose, state and subscribe under oath that the above Articles of
Amendment are and were adopted in the manner as above set out and the
above statements in the said preceding Articles of Amendment are true as
each verily believes.

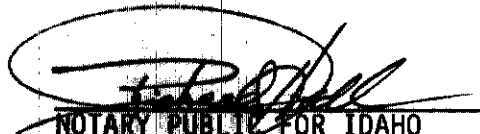
Wm J. Wilson
William J. Wilson

Frederick C. Lyon
Frederick C. Lyon

STATE OF IDAHO)
 : ss
County of Bannock)

On this 22nd day of June, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM J. WILSON and FREDERICK C. LYON, known to me to be the President and Secretary of the Corporation that executed the foregoing instrument, and acknowledged to me that such Corporation executed the same, and each verified and attested as above set out.

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


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho

(SEAL)

Altered and Amended
ARTICLES OF INCORPORATION
OF
GARRETT FREIGHTLINES, INC.

ARTICLE I.

The name of the corporation shall be "GARRETT FREIGHTLINES, INC."

ARTICLE II.

The said corporation is formed for the purpose of transporting persons or property by any and all methods or means in interstate, intrastate and foreign commerce, whether within or without the United States of America; if engaging in a general transfer, drayage and delivery business; of operating busses and taxi cabs; of packing and storing goods, wares, and merchandise of all kinds; of operating passenger and freight terminals and depots of all kinds; of operating motor vehicle garages and all other types of maintenance and repair shops; of manufacturing, dealing in, selling, at wholesale or retail, all types of machinery, appliances, equipment and supplies used in or related to the transportation of persons or property; of buying, selling, leasing, owning and operating buildings, warehouses, manufacturing plants, depots, and business establishments of all kinds related in any way to the transportation business; and doing and performing all other acts and exercising all other powers incidental to carrying out the foregoing express purposes, including all general powers granted to business corporations under present or future laws of the State of Idaho.

ARTICLE III.

The principal office of the corporation is the City of Pocatello, County of Bannock, State of Idaho.

ARTICLE IV.

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

ARTICLE V.

The number of Directors of said corporation shall be not less than five (5) nor more than nine (9). All shall be elected at the annual meeting of the stockholders of the corporation at which meeting the stockholders shall also designate the number of Directors to serve for the ensuing year. None of the Directors need be stockholders.

ARTICLE VI.

Rights, voting powers, preferences and restrictions granted to or imposed on the capital stock of said corporation, are as follows:

The capital stock of this corporation shall be Five Million One Hundred Forty-Six Thousand Dollars (\$5,146,000.00), and shall be divided into Three Thousand One Hundred (3,100) shares of common stock, of a par value of One Thousand Six Hundred and Sixty Dollars (\$1,660.00) each, and shall be non-assessable for any purpose whatever.

A holder of common stock of Garrett Freightlines, Inc., shall have the right to cast one (1) vote in person or by proxy for each share of common stock entered in his name on the books of the corporation at any meeting of stockholders.

ARTICLE VII.

No holder of stock or of securities convertible into, or evidencing the right to purchase, stock of the Corporation, shall be entitled as of right to subscribe for, purchase, or receive any part of any issue of stock or of securities convertible into, or evidencing the right to purchase, stock now or hereafter authorized, but all of such additional shares of stock or of securities convertible into, or evidencing the right to purchase, stock may be issued and disposed of by the Board of Directors to such persons, firms or corporations and at such price and for such consideration as the Board of Directors in their absolute discretion may deem advisable.

ARTICLE VIII.

That the whole of the original Articles of Incorporation of Garrett Freightlines, Inc., being Articles I to VII, both numbers inclusive, and all amendments thereto prior to the date these "Altered and Amended Articles of Incorporation" become effective, be and the same are hereby repealed.