



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

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 \_\_\_\_\_

\_\_\_\_\_ HARTILL & SONS, I.C. \_\_\_\_\_

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 January 24, 19 60.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
HARTZELL & SONS, INC.

The undersigned, ~~STATE~~ as incorporator of a corporation under The Idaho Business Corporation Act, adopts Articles of Incorporation as follows:

ARTICLE ONE

NAME. The name of the corporation is HARTZELL & SONS, INC.

ARTICLE TWO

PURPOSES. The purposes of the corporation are:

(A) To engage in and conduct generally the business of farming and ranching.

(B) 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 State of Idaho and throughout the United States; and to buy, sell, and otherwise deal in and with trucks, tractors and trailers suitable for commercial trucking, and to maintain and repair the same.

(C) In general, to carry on any other lawful business for which corporations may be incorporated under The Idaho Business Corporation Act.

ARTICLE THREE

The duration of the corporation shall be perpetual.

ARTICLE FOUR

The location and post office address of the registered office of the corporation in The State of Idaho is 35 South 2nd East, Box 38, City of Paris, County of Bear Lake, State of Idaho 83261. The name of the corporation's registered agent at that address is H. JOE PHILLIPS.

#### ARTICLE FIVE

The total authorized number of par value shares of stock is Ten Thousand (10,000). The aggregate par value of the total authorized number of par value shares is Ten Thousand and no/100 Dollars (\$10,000.00). No distinction shall exist between the shares of stock of this corporation or the holders thereof, and the holders of the shares of stock of this corporation shall be entitled to one vote per share.

#### ARTICLE SIX

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

The value of any outstanding stock offered for sale by a shareholder shall be determined by dividing the fair market value of all the corporation's assets by the number of shares then outstanding. The fair market value of the corporation's assets shall be determined by the mutual agreement of all the shareholders, or in the absence of a mutual agreement, by one or more independent appraisers, the cost thereof being paid one-half by the corporation and one-half by the seller.

#### ARTICLE SEVEN

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments

in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

#### ARTICLE EIGHT

The corporation may, from time to time, increase its total outstanding capital stock and may, from time to time, create or authorize one or more additional classes of stock with such designations, rights, preferences and privileges and subject to such restrictions, limitations, or qualifications as may be determined by the resolutions of the stockholders creating and authorizing the same, which may be the same or different from the designations, rights, preferences, privileges, restrictions, limitations, or qualifications of the class or classes of stock of the corporation then authorized.

#### ARTICLE NINE

The corporation reserves the right to amend, alter or change any provisions contained in the Articles of Incorporation in the manner now or hereinafter provided by law.

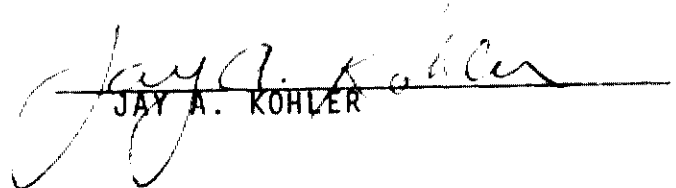
#### ARTICLE TEN

The number of directors constituting the initial board of directors of the corporation is one (1). The name and post office address of the person who shall serve as the initial director until the first annual meeting of shareholders or until his successors are elected and shall qualify is: H. JOE PHILLIPS, Box 38, Paris, Idaho 83261.

#### ARTICLE ELEVEN

The name and address of the incorporator is:  
JAY A. KOHLER, 852 Washington Street, Montpelier, Idaho 83254.

IN WITNESS WHEREOF, I have hereunto set my hand this  
22<sup>nd</sup> day of January, 1980.

  
JAY A. KOHLER

THE STATE OF IDAHO        )  
County of Bear Lake        )   ss.

I, Lillian Hornig, a notary public, do hereby certify that on this 22<sup>nd</sup> day of January, 1980, personally appeared before me JAY A. KOHLER, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

( S E A L )

Lillian Hornig  
Notary Public for Idaho  
Residing at: Montpelier