



CERTIFICATE OF INCORPORATION
OF

SHOSHONE TRUCK AND EQUIPMENT REPAIR, 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 _____
SHOSHONE TRUCK AND EQUIPMENT REPAIR, INC.

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: December 14, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gurnea*

ARTICLES OF INCORPORATION

OF

SHOSHONE TRUCK AND EQUIPMENT REPAIR, INC.

KNOW ALL MEN BY THESE PRESENTS That we, the undersigned, citizens of the United States of America, each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be SHOSHONE TRUCK AND EQUIPMENT REPAIR, INC.

ARTICLE II.

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

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

2.2 The Corporation is organized and chartered expressly for the purpose of operating under the Small Business Investment Act of 1958, as amended, and will operate in the manner and shall have the powers and responsibilities and be subject to the limitations provided by such act and the regulations promulgated thereunder.

ARTICLE III.

The corporate existence of this corporation shall be perpetual.

ARTICLE IV.

The registered agent shall be Arthur C. Krulitz, and location and post office address of the corporation's registered office in the State of Idaho shall be 601 South First Street, Pinehurst, Idaho 83850, and Box 695, Pinehurst, Idaho 83850.

ARTICLE V.

This company shall be capitalized for \$60,000.00. The total authorized stock of this corporation shall be divided into 60,000 shares, all of which shall be common stock with a par value of \$1.00 per share. Said shares shall be non-assessable and shall all be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Notwithstanding the provisions of Section 30-1-26, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation.

ARTICLE VI.

The corporate powers of this corporation shall be vested in a Board of Directors of not less than three (3) and no more than seven (7) members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. A Director of this

corporation need not be a shareholder therein. Directors who are to serve for the first corporation year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors by resolution, shall from time to time fix the number of directors within the limit herein provided. Three (3) shall constitute the initial Board.

ARTICLE VII.

The names, post office addresses, and number of shares subscribed by each of the incorporators, are as follows:

<u>Name</u>	<u>Address:</u>	<u>No. of Shares</u>
Arthur C. Krulitz	Box 695 Pinehurst, Idaho 83850	1
Thomas E. Hess	Box 581 Osburn, Idaho 83849	1
Raymond A. Guthmiller	Box 494 Smelterville, Idaho 83868.	1

The above named persons will also serve as initial Directors.

ARTICLE VIII.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal By-Laws for this corporation, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be executed only by a majority of the whole Board of Directors.

ARTICLE IX.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or

voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract; provided, that such transaction or contract is, or shall be authorized, ratified or approved (1) by a vote of a majority of a quorum of the Board of Directors, or of the Executive committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm so interested; or (2) at a stockholders meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner than permitted by law, or invalidate or made voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands and seal

in quadruplicate this 10th day of December, 1981.

Arthur C. Krulitz

Thomas E. Hess

Raymond A. Guthmiller

STATE OF IDAHO)
) ss
County of Shoshone)

On this 10th day of December, 1981, before me, the undersigned, a Notary Public for the State aforesaid, personally appeared ARTHUR C. KRULITZ, THOMAS E. HESS and RAYMOND A. GUTHMILLER, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Robert Hess

Notary Public in and for the State of
Idaho, Residing at: Silverton
Idaho.