

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

POST BUREAU, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twentieth** day of **July**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Twentieth** day of **July**, 19 **64**, a designation of **T. H. Eberle or W. C. Rodan** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **20th** day of **July**, A.D. 19 **64**.

Secretary of State.

State of Delaware



Office of Secretary of State.

J. Elisha C. Duken, Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing pages numbered from 1 to 6, both numbers inclusive, corresponds with and includes all of the provisions of the Certificate of Incorporation of the "GREYHOUND POST HOUSES, INC.," as received and filed in this office the eighteenth day of February, A.D. 1937, at 1 o'clock P.M., as amended and in effect April 12, 1964;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "GREYHOUND POST HOUSES, INC.", as received and filed in this office the thirteenth day of April, A.D. 1964, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand

and official seal at Dover this fourth day of
June in the year of our Lord one thousand nine
hundred and sixty-four.

J. Elisha C. Duken

Secretary of State

J. F. Talbott

Asst. Secretary of State

CERTIFICATE OF INCORPORATION

OF .

GREYHOUND POST HOUSES, INC.

AS AMENDED

-o-o-o-

FIRST: The name of the corporation is

GREYHOUND POST HOUSES, INC.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent, is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To negotiate, arrange for and act generally as sales agents for the sale of fixtures and installations of all kinds, gasoline, petroleum products of any kind, tires, batteries and automobile accessories of all kinds, food, food products, tobacco, tobacco goods, novelties, tickets, bus stops, coffee, lunches, candy, soda, wet goods of all kinds, and any and all things of any class or description.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every

class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is five thousand (5,000) shares of Common Stock, all of which shares shall be without par value.

FIFTH: The minimum of capital with which this corporation will commence business is One Thousand (\$1,000) Dollars.

SIXTH: The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
Walter Lenz	Wilmington, Delaware
B. R. Jones	Wilmington, Delaware
J. P. Murray	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of this corporation, and for further definition, limitation, and regulation of the powers of this corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws.

(2) The Board of Directors shall have power, without the assent or vote of the stockholders, to fix and vary the amount to be reserved as working capital; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in; to fix the times of the declaration and payment of dividends; and to fix and determine all compensation paid to the officers of the corporation by way of salary, expenses, bonus or otherwise.

(3) The Board of Directors shall have power, upon the unanimous vote of the entire Board, when and as authorized by the affirmative vote of the holders of Ninety (90%) of the stock issued and outstanding having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of Ninety Per Cent (90%) of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the

stockholders; provided, however, that no by-law so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

TENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TWELFTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders, directors and officers herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 17th day of February, A. D. 1937.

In Presence of:

Harold E. Grantland

Walter Lenz (L.S.)
B. R. Jones (L.S.)
J. P. Murray (L.S.)

STATE OF DELAWARE)
 : ss.:
COUNTY OF NEW CASTLE)

BE IT REMEMBERED, That on this 17th day of February, A. D. 1937, personally came before me Harold E. Grantland, a Notary Public for the State of Delaware, Walter Lenz, B. R. Jones and J. P. Murray, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Harold E. Grantland

Notary Public.

HAROLD E. GRANTLAND
Notary Public
Appointed Jan. 11, 1937
State of Delaware
Term Two Years.

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

A T T E S T

GREYHOUND POST HOUSES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolutions proposing and declaring advisable an amendment to the Certificate of Incorporation of said corporation

RESOLVED, That the Board of Directors of Greyhound Post Houses, Inc., a Delaware corporation, does hereby declare advisable the amendment to Article First of its Certificate of Incorporation, as heretofore amended, set forth in the following proposal:

It is proposed that Article First of the Certificate of Incorporation, as heretofore amended, be amended to read as follows:

FIRST. The name of the corporation is
POST HOUSES, INC.

FURTHER RESOLVED, That the Secretary be, and he hereby is, directed to mail to each stockholder of this corporation having voting power a copy of these resolutions and a form of consent to the amendment herein declared advisable which may be signed by each stockholder.

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said GREYHOUND POST HOUSES, INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. E. Lassiter, its President, and Merrill Buffington, its Secretary, this _____ day of April, 1964.

GREYHOUND POST HOUSES, INC.

GREYHOUND POST HOUSES, INC.
CORPORATE SEAL
DELAWARE - 1937

By _____
President

By _____
Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

BE IT REMEMBERED that on this 8th day of April, 1964, I, Rena W. Johnston, a Notary Public in and for the state and county aforesaid, do hereby certify that W. E. Lassiter, President of GREYHOUND POST HOUSES, INC., personally known to me to be such, duly executed the foregoing certificate, before me, and that the said President, as aforesaid, duly acknowledged before me that the signatures of the said President and the said Secretary of said corporation, to said certificate appended are in the handwriting of the President and Secretary of the GREYHOUND POST HOUSES, INC., respectively; and that the corporate seal to said certificate affixed is the common and corporate seal of said corporation, and that the same was duly affixed by the authority of the board of directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of office the day and year aforesaid.

Rena W. Johnston

Notary Public

(SEAL)

**RENA W. JOHNSTON
NOTARY PUBLIC
COOK COUNTY, ILL.**