



**CERTIFICATE OF INCORPORATION  
OF**

**M AND A CORPORATION**

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: November 24, 1987



*Pete T. Cenarrusa*  
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SECRETARY OF STATE

by: *Sandra M. Mather*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

M and A CORPORATION

KNOW ALL MEN BY THESE PRESENTS, That We, the undersigned, each being a natural person of full age and a citizen of the United States of America, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation:

I

The name of this corporation shall be M and A Corporation.

II

The term of this corporation shall be perpetual.

III

The purposes for which this corporation is organized include the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho, including but not limited to the following:

To engage in the business of hauling freight on roads and highways both within and without the State of Idaho, and purposes incidental thereto.

IV

The aggregate number of shares which this corporation shall

have authority to issue is One Thousand (1,000) shares, which shall all be of one (1) class. The par value of each share is One Hundred Dollars (\$100.00). All of the shares shall have the same powers and voting rights and shall be non-assessable.

#### V

The holder of any shares in this corporation may not transfer said shares to any person other than the corporation or another holder of shares in this corporation without first offering to sell such shares to the corporation and if the corporation declines, within thirty (30) days of such offer, to purchase such shares at the price offered by a non-stockholder, then the holder of shares for sale must offer the same to the other holders of shares at the same price, and in proportion to the number of shares held by each. If such shareholders also decline to meet such offer of purchase, then the shares may be sold to any other qualified person, at a price not less than that offered to the corporation or the shareholders.

#### VI

The location of the initial registered office of this corporation is at the corner of Groefsema Road and Hamilton Road, South of Mountain Home in Elmore County, Idaho, and the name of the corporation's registered agent at such address is Milton C. Booth. The post office address of such office is Route #1, Box 770, Mountain Home, Idaho 83647.

VII

Two directors shall constitute the initial Board of Directors. The names and addresses of the person who are to serve as directors until the first annual meeting of stockholders, or until their successors be elected and qualified are as follows:

Milton C. Booth	Anneliese S. Booth
Route #1, Box 770	Route #1, Box 770
Mountain Home, Idaho 83647	Mountain Home, Idaho 83647

VIII

The name and address of each incorporator is as follows:

Milton C. Booth	Anneliese S. Booth
Route #1, Box 770	Route #1, Box 770
Mountain Home, Idaho 83647	Mountain Home, Idaho 83647

IN WITNESS WHEREOF, We, Milton C. Booth and Anneliese Booth, being all of the incorporators hereinabove named, have hereunto set our respective hands and seals this 7<sup>th</sup> day of July, 1987.

Milton C. Booth  
MILTON C. BOOTH

Anneliese Booth  
ANNELIESE S. BOOTH

STATE OF IDAHO           )  
                              )  
County of Elmore        )       ss.

On this 7<sup>th</sup> day of July, 1987, before

me, the undersigned, a Notary Public in and for said State, personally appeared MILTON C. BOOTH and ANNELIESE S. BOOTH, 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 official seal the day and year in this certificate first above written.

  
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Notary Public for Idaho  
Residing at Mtn. Home, Idaho