

ARTICLES OF INCORPORATION

OF

SHANER TRUCKING, INC.

STATE OF ALABAMA)

JEFFERSON COUNTY)

Inst # 1999-14036

04/02/1999-14036

11:20 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

009 CRH 90.00

TO THE HONORABLE JUDGE OF PROBATE:

The undersigned, James W. Shaner and Shelia J. Ammons, acting as incorporators of a corporation under the laws of the State of Alabama, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name and style of the proposed corporation is

SHANER TRUCKING, INC.

ARTICLE II

The period of existence of this corporation shall be perpetual.

ARTICLE III

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

(a) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Laws of the State of Alabama.

(b) To engage in the business as Broker or Agent to contract transportation for trucking companies, individual drivers, and shipping companies, which transport products for short and long distance hauling; to engage in the trucking delivery and transportation business, to purchase, own, trade sell and operate truck tractors, semitrailers, trailer vans, flat bed trailers and such other equipment needed to operate a trucking business.

(c) To purchase, receive by way of gift, subscribe for, invest in,

and in all other ways acquire, import, lease, investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(d) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in

company with others.

(e) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

(f) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(g) 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 these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects or purposes.

(h) To utilize and exercise such powers and rights as are conferred on corporations under the provisions of the statutes or laws of the State of Alabama, including, but not limited to, those powers enumerated in Alabama Code §10-2A-20 (1975).

The foregoing statement of purposes shall be construed as a statement of both purposes and powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed as each object expressed, and enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general

powers.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock of the par value of One and 00/100 (\$1.00) Dollar each, and the corporation shall begin business with One Thousand and 00/100 (\$1000.00) Dollars Capital stock.

ARTICLE V

The dates on which the stockholders' annual meeting shall be held, the number of directors and their terms of office and the terms of office of the officers and their duties and powers shall be fixed by the Bylaws of the Corporation. Offices may be created by the Bylaws and filled by the Board of Directors. The Corporation shall have the power to make Bylaws for the governing and regulation of the Corporation, its agents, servants, officers and employees.

ARTICLE VI

The address of the initial registered office of the corporation is 4741 Highway 119, Montevallo, Alabama 35115, and the name of its initial registered agent at its address is Shelia Ammons.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is two and the name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are;

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| James W. Shaner | 215 Pine Oak Montevallo, Alabama 35115 |
| Shelia Ammons | 549 County 774 Montevallo, Alabama 35115 Alabaster, Alabama 35007 |

ARTICLE VIII

The name and address of the incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| James W. Shaner | 215 Pine Oak Montevallo, Alabama 35115 |
| Shelia Ammons | 549 County 774 Montevallo, Alabama 35115 |

ARTICLE IX

This Corporation is formed as a Small Business Corporation and the stock authorized herein shall be stock of a Small Business Corporation as defined by Section 1244(c) of the United States Internal Revenue Code.

ARTICLE X

This corporation may, from time to time, lawfully enter into an agreement, to which all or less than all of the holders of record of the issued and outstanding shares shall be parties, restricting the transfer of any and all shares represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

ARTICLE XI

All persons who acquire shares in this corporation shall acquire them subject to the provisions of these Articles of Incorporation, as the same may from time to time hereafter be amended. Except as otherwise expressly provided by the laws of the State of Alabama, this corporation shall be entitled to treat the person or entity in whose name any share is registered as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other

claim to or interest in said share on the part of any other person or entity, whether or not this Corporation shall have notice thereof.

Article XII

The President of this corporation shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of this corporation; and the Secretary or any Assistant Secretary of this corporation shall have authority to affix said seal to instruments requiring it and to attest the same.

Article XIII

The corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by statute or by these Articles of Incorporation. The corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon the Board of Directors by statute.

Article XIV

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to this corporation and if either:

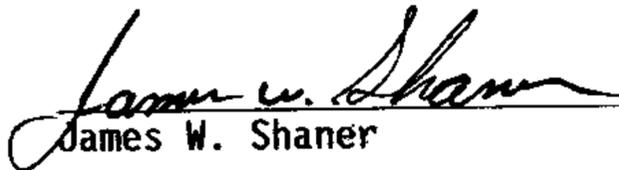
(1) The fact of such relationship or interest is disclosed to the Board of Directors or committee thereof, and such Board of Directors or committee authorizes, approves or ratifies the contract or transaction by a vote or consent

sufficient for the purpose without counting the votes or consent of such interested directors; or

(2) The fact of such relationship or interest is disclosed to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name to these Articles of Incorporation on this the 19th day of March, 1999.


James W. Shaner


Shelia J. Ammons

STATE OF ALABAMA

I, **Jim Bennett**, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

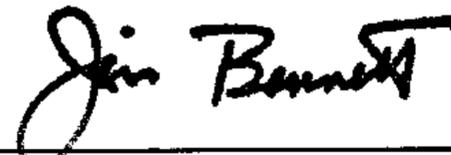
Shaner Trucking, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Hugh Harris, 1616 3rd Avenue North, Bessemer, AL 35020 for a period of one hundred twenty days beginning February 5, 1999 and expiring June 6, 1999.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 5, 1999

Date



Jim Bennett

Secretary of State



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