

**ARTICLES OF INCORPORATION  
OF  
OWNER-OPERATORS UNITED, INC.**

The undersigned, being natural persons of the age of eighteen years or more, for the purpose of forming a nonprofit corporation under the provisions of the Missouri Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

Owner-Operators United, Inc.

ARTICLE II

This corporation is a mutual benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

ARTICLE III

This corporation shall have members. There shall be only one class of membership. Each member of this corporation shall be entitled to cast one vote on every matter at any meeting of the members except to the extent the bylaws provide otherwise.

Except as set forth above, the characteristics, qualifications, rights, limitations and obligations (including transfer rights) of members and conditions of membership shall be as set forth in the bylaws of this corporation.

ARTICLE IV

This corporation is formed for the purpose of promoting the common interests and mutual benefit of its members by engaging in the following activities:

- a. supporting the common business interests of independent owner-operators within the trucking industry and other small businesses; and
- b. the transaction of any other lawful activity.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any member, director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article IV and to the extent authorized by law, this corporation may make distribution to its members upon dissolution as authorized in Article XII.

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ARTICLE V

This corporation shall have all the powers of a corporation organized under the Missouri Nonprofit Corporation Act; provided, however, that none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation.

ARTICLE VI

The duration of this corporation shall be perpetual.

ARTICLE VII

The names and addresses of the incorporator are:

<u>Names:</u>	<u>Addresses</u>
Dan Little	23396 County Road 264 Carrollton, Missouri 64633

ARTICLE VIII

The address of the initial registered office in the State of Missouri is 1201 Walnut Street, Suite 2900, Kansas City, Missouri 64106. The name of the initial registered agent at said address is SMF Registered Services, Inc.

ARTICLE IX

The property and affairs of this corporation shall be managed by a board of directors. The first board of directors shall consist of ten (10) persons, who shall be vested with the power and authority to adopt the initial bylaws of this corporation and who shall hold office until the first annual meeting of the members and until their successors are duly elected and qualified, all as provided in the bylaws. The number of members of the board of directors shall not be less than ten (10) nor more than fifty-one (51) and shall be fixed by, or in the manner prescribed in, the bylaws, as amended from time to time at any time after the adoption of the initial bylaws. Directors shall be elected or appointed in the manner and for the terms and shall have such qualifications as provided in the bylaws.

The names and addresses of the persons constituting the first board of directors are:

<u>Name</u>	<u>Address</u>
Dan Little	23396 County Road 264, Carrollton, Missouri 64633
Mark Harris	2031 Hwy 1230, George Town, Louisiana 71432
Richard Hayes	210 Ranger, Herford, Texas 79045
Talisa Flitton	6842 W. Bello Avenue, West Valley, Utah 84128

Maggie Stone	P.O. Box 94, Concordia, Missouri 64020
Jesse Hendley	3019 Paramore Hill Road, Millen, Georgia 30442
Brian Cunningham	P.O. Box 485, Wayne City, Illinois 62895
Pat Kramer	6901 Oak Bend, Polk City, Florida 33868
Jim McCormack	13330 St. Rd 17, Culver, Indiana 46511
Kris Nickerson	7 Lancaster Drive, Nashua, New Hampshire 03062

#### ARTICLE X

A member of this corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of this corporation.

#### ARTICLE XI

This corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his or her office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of this corporation, or any person who serves at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent authorized or permitted by the laws (including without limitation the statutes, case law and principles of equity) of the State of Missouri.

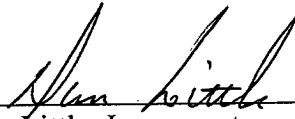
#### ARTICLE XII

Upon dissolution of this corporation and after discharging all liabilities and obligations of this corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of this corporation and after taking any other action required by law, any remaining assets of this corporation shall be distributed equally to all members of this corporation in good standing at the time of the commencement of the dissolution proceedings. Unless prohibited by law, any such distribution shall not be considered a private inurement.

#### ARTICLE XIII

This corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Missouri, and all rights and powers conferred herein are granted subject to this reservation.

IN AFFIRMATION OF THE FACTS STATED ABOVE, the undersigned have executed these Articles of Incorporation on April 27, 2008.

  
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Dan Little, Incorporator

# State of Missouri



Robin Carnahan  
Secretary of State

## CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

*Owner-Operators United, Inc.*  
N00891859

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
1st day of May, 2008.

*Robin Carnahan*

Secretary of State

