

Thunderbird Freight Lines Inc 50232 0001 1/2

Thunderbird Freight Lines Inc

50232

Microfilmed By  
**AMK**  
Microfilm & Records Storage, Inc.



*To all to Whom these Presents shall Come, Greeting:*

BE IT KNOWN THAT THUNDERBIRD FREIGHT LINES, INC.

HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES, IS, BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA HEREBY GRANTED THIS

### CERTIFICATE OF INCORPORATION

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION, UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY-FIVE YEARS FROM THE DATE HEREOF, UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

*In Witness Whereof,* I, **George F. Senner, Jr.**

THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS **2nd,**  
DAY OF **January,** A. D. **1958.**

CHAIRMAN.

ATTEST:

SECRETARY.

NO. 50232

BY

ASSISTANT SECRETARY



RECORDER'S OFFICE  
MERCIMA COUNTY, ARIZONA  
FURNINGHAM, CARSON & MESSNER

Recorder's Fee No.

Phoenix, Arizona 1-2, 19 58

To N.C. 'Kelly' Moore, Recorder, Dr.  
To Recording Instrument as follows:



All fees are required by law to be paid strictly in advance before instruments are placed on record.

	INSTRUMENT	GRANTOR	GRANTEE	FEES
(1)	Quit of	T. J. Carter	Freight	8 50
(2)	Me.		Lines, Inc.	
(3)				
(4)				
(5)				
(6)				



ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED  
JAN 21 1958

At ..... of County of .....

Address .....

City .....

INST.	FEE NO.
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	

ARTICLES OF INCORPORATION  
OF  
THUNDERBIRD FREIGHT LINES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Arizona, and for such purpose hereby adopt Articles of Incorporation as follows:

ARTICLE I

The names, residences and post office addresses of the incorporators are:

EDWARD A. TOVREA	530 East Glenn Drive Phoenix, Arizona
ALLAN R. ARTHUR, JR.	10039 Wiley Burke Downey, California
CHESTER W. L'ECLUSE	611 East Longden Drive San Gabriel, California
BENJAMIN MILLER	3030 East Vernon Avenue Los Angeles, California
HAROLD CHRISTOPHERSON	4517 East Calle Tuberia Phoenix, Arizona

ARTICLE II

The name of this corporation shall be  
THUNDERBIRD FREIGHT LINES, INC.

ARTICLE III

The principal place of business of this corporation shall be at the City of Phoenix, Maricopa County, Arizona, but the Board of Directors may designate other places, either within or outside of the State of Arizona,

where offices may be established and any and all business of the corporation transacted, and where meetings of the Board of Directors and stockholders may be held.

#### ARTICLE IV

The general nature of the business proposed to be transacted by the corporation and the purposes for which it is organized are as follows:

(a) To own, operate and conduct a general transportation business; for compensation to transport property of any and every kind and description by motor vehicles or other means as a common and/or contract carrier or otherwise, either as owner, principal, agent, lessor, lessee or otherwise; to own, hold, apply for, acquire in any manner, or operate under, certificates of public convenience and necessity and other operating permits issued by the Interstate Commerce Commission and the proper authorities or commissions of any and every state, territory, country, nation or other jurisdiction;

(b) To own, purchase, sell, lease, maintain, repair and operate any and every type and kind of means of transportation and, in particular but without limitation, motor vehicles and equipment of any and every type, kind and description; to own, purchase, lease or otherwise acquire and operate terminal facilities, offices, garages, shops, service stations, storage facilities, warehouses and other properties;

(c) To engage in the general transfer, storage and warehouse business, either generally or in particular localities and territories; to arrange for transportation by other common and/or contract carriers by motor vehicle, rail, or otherwise;

(d) To undertake, carry on, aid, assist or participate in the operation or organization of commercial, mercantile, financial, manufacturing and industrial enterprises or activities of every kind and character, and to invest therein;

(e) To act as agent, factor, jobber, broker, consignee and distributor in connection with the sale, delivery or distribution of any article, commodity or thing enumerated or referred to herein; on its own account to buy, sell and deal generally in any and every type and kind of commodity and property;



(f) To enter into and perform franchises, contracts and agreements of any kind deemed necessary or advantageous to the corporation;

(g) To buy, own, lease and sell real estate, within and without the State of Arizona, and to construct buildings and other improvements thereon;

(h) To acquire, own, hold, sell and assign trademarks, patent rights, letters patent, stocks, bonds, and securities of all kinds;

(i) To borrow money for its corporate business, and to issue the company's note or notes therefor in series, or otherwise; to execute and issue bonds, debentures, or other obligations in series, or otherwise; to issue or cause to be issued certificates of indebtedness or other negotiable or transferable instruments; and to mortgage or pledge any or all of the assets of the corporation as security for the performance of the covenants of any such notes, bonds, debentures, certificates or other instruments;

(j) To purchase, hold, acquire and dispose of bills, notes, trade acceptances, conditional sales contracts, and commercial papers of every kind, and to endorse, sell, discount, rediscount and to guarantee payment of the same and, as surety, endorser, guarantor, or otherwise, to undertake, assume and guarantee liabilities, obligations, indebtedness and contracts with respect to which the corporation may have any interest, direct or indirect;

(k) To increase or decrease the amount of its capital stock, and to purchase, hold and re-issue the shares of its capital stock;

(l) To purchase or acquire from any of its directors or stockholders any properties, interests, shares of stock or other assets which the Board of Directors may deem it desirable to acquire, and to pay for the same in stock of the corporation, or by notes, debentures, bonds, or other obligations of the corporation, or by cash or transfer of property of the corporation;

(m) In general, to do all and everything, both within or without the State of Arizona, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects hereinbefore enumerated, either alone or in association with other corporations, firms and individuals, as principals, agents, brokers, contractors, trustees, or otherwise, as fully and to the same extent as a natural person might or could do, so far as the same are not contrary to any applicable laws of the United States or of the State of Arizona.

ARTICLE V

The authorized amount of the capital stock of this corporation shall be ONE MILLION DOLLARS divided into ONE HUNDRED THOUSAND shares of the par value of TEN DOLLARS per share. The capital stock shall be issued and paid for as directed by the Board of Directors, and stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value for the use and purposes of the corporation and when so issued shall thereby be and become fully paid and non-assessable. In the absence of actual fraud the Board of Directors shall be the sole judges of the value of property, services or other right or thing for which stock is issued.

ARTICLE VI

The time of commencement of this corporation shall be the date of the issuance to it of certificate of incorporation by the Arizona Corporation Commission, and the termination of the corporation shall be twenty-five (25) years thereafter, with the privilege of renewal as provided by law.

ARTICLE VII

The business and affairs of the corporation shall be conducted by a Board of Directors of not less than three nor more than nine members as may be determined from year to year by the stockholders. The first Board of Directors shall consist of EDWARD A. TOVREA, CHESTER W. L'ECLUSE, ALLAN R. ARTHUR, JR., HAROLD CHRISTOPHERSON and

C. A. CARSON, III. Thereafter, the Board of Directors shall be elected at the regular annual meeting of the stockholders to be held on the third Tuesday in December of each year, beginning with the year 1958, at Phoenix, Arizona. Vacancies on the Board of Directors may be filled by the remaining directors. A president, one or more vice-presidents, a secretary and a treasurer shall be elected annually by the Board of Directors. Any two offices, except president and vice-president, may be held by the same person. Neither directors nor officers need be stockholders. The first officers of the corporation shall be ALLAN R. ARTHUR, JR., president, CHESTER W. L'ECLUSE, EDWARD A. TOVREA and BENJAMIN MILLER, vice-presidents, and HAROLD CHRISTOPERSON, secretary and treasurer. All such officers and directors shall hold office until their successors are elected and qualified. The Board of Directors shall adopt by-laws for the corporation, and such by-laws may be amended or repealed as therein provided.

#### ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which the corporation is at any time to subject itself, shall not exceed two-thirds of the authorized amount of the capital stock of the corporation except as otherwise provided by law.

#### ARTICLE IX

The private property of the stockholders shall be exempt from all corporate debts of any kind whatsoever.



ARTICLE X

This corporation does hereby appoint C. A. CARSON, III, of Phoenix, Arizona, who has been a bona fide resident of Arizona for at least three years, its lawful agent in and for the State of Arizona, for and on behalf of said corporation, to accept and acknowledge service of and upon whom may be served process in any action or proceeding that may be brought against this corporation in any of the courts of the State of Arizona, such service of process, or the acceptance thereof by said agent, endorsed thereon, to have the same force and effect as if served upon an officer of the corporation. This appointment may be revoked at any time by the filing of an appointment of a successor agent.

IN WITNESS WHEREOF, We, the undersigned, have hereunto set our hands this 17<sup>th</sup> day of December, 1957.

Edward A. Tovrea  
Edward A. Tovrea

Allan R. Arthur, Jr.  
Allan R. Arthur, Jr.

Chester W. L'Ecluse  
Chester W. L'Ecluse

Benjamin Miller  
Benjamin Miller

Harold Christopherson  
Harold Christopherson

STATE OF ARIZONA }  
County of Maricopa } ss.

On this the 31<sup>st</sup> day of December, 1957, before me, the undersigned Notary Public, personally appeared

EDWARD A. TOVREA and HAROLD CHRISTOPHERSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Ruth E. Beattie  
Notary Public

My commission expires:

My Commission Expires April 28, 1959

STATE OF California }  
County of Los Angeles } ss.

On this, the 19th day of December, 1957, before me, the undersigned Notary Public, personally appeared CHESTER W. L'ECLUSE, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Rae Depietro  
Notary Public

My commission expires:

My Commission Expires Dec. 15, 1958

STATE OF California }  
County of Los Angeles } ss.

On this, the 19th day of December, 1957, before me, the undersigned Notary Public, personally appeared ALLAN R. ARTHUR, JR., known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Rae Depietro  
Notary Public

My commission expires:

My Commission Expires Dec. 15, 1958  
My Commission Expires Dec. 15, 1958

STATE OF CALIFORNIA

County of Los Angeles

} ss.

On this, the 19<sup>th</sup> day of December, 1957,  
before me, the undersigned Notary Public, personally appeared  
BENJAMIN MILLER, known to me to be the person whose name is  
subscribed to the within instrument, and acknowledged that  
he executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and  
official seal.

Lae Depietro

Notary Public

My commission expires:

My Commission Expires Dec. 15, 1958



50232  
ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

JAN 2 1958

At 2:30 P.M.  
Cunningham, Carson, Messinger  
Magill, Frantz, Bluff  
Phoenix, Arizona  
By *Francis J. Byrnes*  
FRANCIS J. BYRNES, SECRETARY

R 79310

*[Handwritten scribble]*

February 11, 1958

Messrs. Cunningham, Carson and Messinger  
419 Title and Trust Bldg.,  
Phoenix, Arizona

Dear Sirs:

In Re: Articles of Incorporation  
THUNDERBIRD FREIGHT LINES, INC.

We have this date filed and placed on record at the  
request of Henry R. Kiel, editor and publisher of the  
Arizona Weekly Gazette, the affidavit of publication  
of Articles of Incorporation of THUNDERBIRD FREIGHT  
LINES, INC.

Yours very truly  
ARIZONA CORPORATION COMMISSION

Incorporating Division

50232



ARTICLES OF INCORPORATION OF THUNDERBOLT FREIGHT LINES.

Know All Men by These Presents That we the undersigned hereby agree to form a corporation under the laws of the State of Arizona for the purpose hereinafter set forth.

Article I - The names, residences and post office addresses of the incorporators are: Edward A. Tupper, 1000 East Green Street, Phoenix, Arizona; Arthur J. ... 10000 Willy Burke, Downey, California; Chester W. ... 611 East London Drive, San Gabriel, California; Benjamin Miller, 1000 East Vermont Avenue, Los Angeles, California; Harold Christopherson, 4017 East Calle Verde, Phoenix, Arizona.

Article II - The name of this corporation shall be Thunderbolt Freight Lines, Inc.

Article III - The principal place of business of this corporation shall be at the City of Phoenix, Maricopa County, Arizona, but the Board of Directors may designate other places, within or outside of the State of Arizona, where offices may be established and any and all business of the corporation transacted, and where meetings of the Board of Directors and stockholders may be held.

Article IV - The general nature of the business proposed to be transacted by the corporation and the purposes for which it is organized are as follows: (a) To own, operate and conduct a general transportation business, for compensation to transport property of any and every kind and description by motor vehicles or other means as a common or contract carrier or otherwise, either as an individual, partnership or as a corporation, to any and every place.

Article V - The capital of this corporation shall be \$1,000,000.00, divided into 100,000 shares of common stock, each share having a par value of \$10.00.

Article VI - The Board of Directors shall have the right to issue such shares of stock as may be necessary to carry out the purposes of this corporation, and to determine the terms and conditions of such issue.

Article VII - The Board of Directors shall have the right to make, alter, amend, repeal, suspend and reinstate the Bylaws of this corporation, and to determine the qualifications, powers and duties of the officers and directors.

Article VIII - The Board of Directors shall have the right to borrow money on the credit of this corporation, and to mortgage all or any part of the assets of this corporation as security for such borrowing.

Article IX - The Board of Directors shall have the right to sell, lease, convey, mortgage, pledge, hypothecate, or otherwise dispose of all or any part of the assets of this corporation.

Article X - The Board of Directors shall have the right to make, alter, amend, repeal, suspend and reinstate the Bylaws of this corporation, and to determine the qualifications, powers and duties of the officers and directors.

Article XI - The Board of Directors shall have the right to make, alter, amend, repeal, suspend and reinstate the Bylaws of this corporation, and to determine the qualifications, powers and duties of the officers and directors.

Article XII - The Board of Directors shall have the right to make, alter, amend, repeal, suspend and reinstate the Bylaws of this corporation, and to determine the qualifications, powers and duties of the officers and directors.

Article XIII - The Board of Directors shall have the right to make, alter, amend, repeal, suspend and reinstate the Bylaws of this corporation, and to determine the qualifications, powers and duties of the officers and directors.

Article XIV - The Board of Directors shall have the right to make, alter, amend, repeal, suspend and reinstate the Bylaws of this corporation, and to determine the qualifications, powers and duties of the officers and directors.

Article XV - The Board of Directors shall have the right to make, alter, amend, repeal, suspend and reinstate the Bylaws of this corporation, and to determine the qualifications, powers and duties of the officers and directors.

Notary Seal: My Commission Expires Dec. 16, 1958. State of California, County of Los Angeles, SS. On this, the 19th day of December 1957, before me, the undersigned Notary Public, personally appeared Benjamin Miller, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained. In witness whereof, I hereunto set my hand and official seal. Rae Degler, Notary Public (Notarial Seal) My Commission Expires Dec. 16, 1958. Published Jan. 7, 24, 26, Feb. 4, 11, 1958.

AFFIDAVIT OF PUBLICATION

Number.....

ARIZONA Weekly GAZETTE

STATE OF ARIZONA... } SS. COUNTY OF MARICOPA

HENRY R. KIEL, being first duly sworn, upon oath deposes and says: That he is the publisher of the

ARIZONA WEEKLY GAZETTE

a newspaper of general circulation in the County of Maricopa, State of Arizona, published at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement as published weekly in the Arizona Weekly Gazette on the following dates:

January 7, 14, 21, 28, February 4, 11, 1958

Henry R. Kiel

Subscribed and sworn to before me this 11th

day of February A.D. 19 58

Charles A. Ballard, Notary Public

My Commission Expires Dec. 16, 1958



ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

FEB 11 1958

At LA A m at request of  
Address .....  
By msd  
FRANCIS J. JENNIS, SECRETARY

GENE S. CUNNINGHAM, 1887-1958  
CHARLES A. CARSON, 1887-1952  
WM. H. MESSINGER  
L. A. CARSON, III  
RICHARD W. ELLIOTT  
LARRY LAUGHLIN  
KEITH V. RADAN  
WILLIAM H. REHNQUIST  
PHILIP W. MESSINGER

LAW OFFICES  
CUNNINGHAM, CARSON & MESSINGER  
TITLE & TRUST BUILDING  
PHOENIX, ARIZONA

ALRINE 4-4733  
ALRINE 2-1784

December 26, 1958

Arizona Corporation Commission  
State Office Building  
Phoenix, Arizona

Attention: Incorporating Division

Re: Thunderbird Freight Lines, Inc.

Gentlemen:

This is to advise you that the fiscal year of the  
above corporation will end each December 31. 1231

Very truly yours,

CUNNINGHAM, CARSON & MESSINGER

By 

CAC:mg



May 28, 1963

Lewis, Roca, Scoville, Beauchamp, Linton  
9th Floor Title & Trust Bldg.  
Phoenix, Arizona

Gentlemen:

In Re: Certificate of Amendment to Articles of  
Incorporation of  
THUNDERBIRD FREIGHT LINES, INC.

We have this date filed and placed on record at the re-  
quest of Henry R. Kiel, editor and publisher of the Arizona  
Weekly Gazette, the affidavit of publication of Certificate  
of Amendment to Articles of Incorporation of THUNDERBIRD  
FREIGHT LINES, INC.

Yours very truly,  
ARIZONA CORPORATION COMMISSION

Incorporating Division

MSO/ha

50232



AFFIDAVIT OF PUBLICATION

Number.....

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF THUNDERBIRD FREIGHT LINES, INC.**

BE IT RESOLVED by the stockholders of Thunderbird Freight Lines, Inc. that the first sentence of Article V of the Articles of Incorporation shall be amended to read as follows: "The authorized amount of the capital stock of this corporation shall be \$2,000,000 divided into 200,000 shares of common stock of a par value of \$10.00 each." Allan R. Arthur, Jr., President and Roy L. Harkins, Secretary State of California, County of Los Angeles, ss: On this the 11th day of December, 1962, before me, the undersigned officer, personally appeared Allan R. Arthur, Jr. who acknowledged himself to be the President of Thunderbird Freight Lines, Inc., a corporation, and that he, as such President, being authorized to do so, executed the foregoing instrument for the purposes therein contained. In Witness Whereof I hereunto set my hand and official seal. Victor M. Berk, Notary Public (Seal), My Commission Expires: 5-13-65, Certification State of Arizona, County of Maricopa, ss: Roy L. Harkins, being first duly sworn, deposes and says on oath: He is Secretary of Thunderbird Freight Lines, Inc., a corporation, and as such secretary has custody of the books and records of the corporation, including the minute book. On December 3, 1962, a special meeting of stockholders of Thunderbird Freight Lines, Inc. was duly and regularly held with all stockholders of the corporation then and there present in person or by proxy. Notice of the aforesaid special meeting of stockholders as well as the benefits of Sec. 10-221, Arizona Revised Statutes, as amended, were expressly waived by each and all of the stockholders of the said Thunderbird Freight Lines, Inc. by an instrument in writing. At the said meeting the foregoing resolution was unanimously adopted by the affirmative vote of 100 per cent of the issued and outstanding stock of the said Thunderbird Freight Lines, Inc. He has compared the text of the foregoing resolution with the original resolution and the original amendment as set forth in the minutes of the said Thunderbird Freight Lines, Inc. and he hereby certifies that the two said texts are identical. Roy L. Harkins, Subscribed and sworn to before me this 11th day of December, 1962. James R. Kumbro, Notary Public (Seal), My Commission Expires: May 28, 1963. Published: April 23, 30, May 7, 14, 21, 28, 1963.

**ARIZONA**  
**Weekly GAZETTE**  
*Dependable And Accurate For Over A Half-Century*

STATE OF ARIZONA  
 COUNTY OF MARICOPA

ss.

HENRY R. KIEL, being first duly sworn, upon oath deposes and says: That he is the publisher of the

**ARIZONA WEEKLY GAZETTE**

a newspaper of general circulation in the County of Maricopa, State of Arizona, published at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement as published weekly in the Arizona Weekly Gazette on the following dates:

April 23, 30, May 7, 14, 21, 28, 1963

*Henry R. Kiel*

Subscribed and sworn to before me this 28th

day of May A.D. 19 63

*Heleen Waldman*

Notary Public

My Commission Expires Jan. 7, 1964

ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILED

MAY 21 1963

At \_\_\_\_\_ of \_\_\_\_\_  
Address \_\_\_\_\_  
By \_\_\_\_\_

Olsen:jf:6

1 CERTIFICATE OF AMENDMENT  
2 TO  
3 ARTICLES OF INCORPORATION  
4 OF  
5 THUNDERBIRD FREIGHT LINES, INC.

6 "BE IT RESOLVED by the stockholders of Thunderbird Freight  
7 Lines, Inc. that the first sentence of Article V of the Articles  
8 of Incorporation shall be and it hereby is amended to read as  
9 follows:

10 'V

11 'The authorized amount of the capital stock of  
12 this corporation shall be \$2,000,000 divided into  
13 200,000 shares of common stock of a par value of \$10.00  
14 each.'"

15 Allan R. Arthur, Jr.  
16 Allan R. Arthur, Jr.  
17 President

18 ATTEST:

19 Roy L. Harkins  
20 Roy L. Harkins  
21 Secretary

22 STATE OF CALIFORNIA }  
23 County of Los Angeles } ss.

24 On this the 11th day of December, 1962, before me, the  
25 undersigned officer, personally appeared Allan R. Arthur, Jr. who  
26 acknowledged himself to be the President of Thunderbird Freight  
Lines, Inc., a corporation, and that he, as such President, being  
authorized to do so, executed the foregoing instrument for the  
purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official  
seal.

My Commission Expires:

Victor M. Meri  
Notary Public

5-13-65

LAW OFFICES  
LEWIS ROCA SCOVILLE BEAUCHAMP & LINTON  
NINTH FLOOR TITLE & TRUST BUILDING  
PHOENIX 3, ARIZONA



CERTIFICATION

STATE OF ARIZONA }  
County of Maricopa } ss.

ROY L. HARKINS, being first duly sworn, deposes and says  
o. oath:

He is Secretary of Thunderbird Freight Lines, Inc., a  
corporation, and as such secretary has custody of the books and  
records of the corporation, including the minute book.

On December 3, 1962, a special meeting of stockholders  
of Thunderbird Freight Lines, Inc. was duly and regularly held with  
all stockholders of the corporation then and there present in per-  
son or by proxy. Notice of the aforesaid special meeting of stock-  
holders, as well as the benefits of §10-321, Arizona Revised Statutes,  
as amended, were expressly waived by each and all of the stock-  
holders of the said Thunderbird Freight Lines, Inc. by an instrument  
in writing. At the said meeting the foregoing resolution was unani-  
mously adopted by the affirmative vote of a per cent of the  
issued and outstanding stock of the said Thunderbird Freight Lines,  
Inc. He has compared the text of the foregoing resolution with the  
original resolution and the original amendment as set forth in the  
minutes of the said Thunderbird Freight Lines, Inc. and he hereby  
certifies that the two said texts are identical.

*Roy L. Harkins*  
\_\_\_\_\_  
Roy L. Harkins

Subscribed and sworn to before me this 11<sup>th</sup> day of  
December, 1962.

*James R. Hambro*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

My Commission Expires May 28, 1963

LAW OFFICES  
LEWIS ROCA SCOVILLE BEAUCHAMP & LINTON  
NINTH FLOOR TITLE & TRUST BUILDING  
PHOENIX 3, ARIZONA

56232

ARIZONA CORPORATION COMMISSION  
IN CORPORATIVE SERVICE

APR 8 1963

At 10:30 AM  
Lynn, Boca Raton, Beachamp, Linton  
Address 717 717 Bldg.  
Hornin Ave  
May 1st  
S. A. Corbett SECRETARY  
attn. Olson

R. 16866

7

June 3rd 1964

The Thunderbird Freight Lines, Inc.  
1515 South 22nd Avenue  
Phoenix, Arizona

Gentlemen:

We have this date filed and placed on record the Recordation of the AMENDMENT to the ARTICLES of INCORPORATION of THUNDERBIRD FREIGHT LINES, INC., from the office of the Gila County Recorder, Globe, Arizona.

Very truly yours,

ARIZONA CORPORATION COMMISSION.

Incorporating Division.

12



OFFICE OF THE  
**COUNTY RECORDER OF GILA COUNTY**  
GLOBE, ARIZONA

This is to certify that ARTICLES OF INCORPORATION

of the THUNDERBIRD FREIGHT LINES, INC. and AMENDMENT

were filed for record in my office the 25 day of May, 1964

Given under my hand and seal of office this 25 day of May

A. D. 19 64

DORIS PARKIN, County Recorder  
Gila County, Arizona

By   
Recorder

OFFICE OF THE  
COUNTY REFORMER OF GILA COUNTY

ARIZONA COUNTY REFORM COMMISSION

FIELD

JUN 8 1964

At \_\_\_\_\_ request of \_\_\_\_\_

Address \_\_\_\_\_

By \_\_\_\_\_ SECRETARY

May 28, 1964

Thunderbird Freight Lines, Inc.  
1515 South 22nd Avenue  
Phoenix, Arizona 85009

Dear Sirs:

We have this date filed and placed of record the  
Recordation from the Apache County Recorder, of  
St. Johns, Arizona, of THUNDERBIRD FREIGHT LINES,  
INC., an Arizona Corporation.

Very truly yours,

ARIZONA CORPORATION COMMISSION

May S. Oates, Director of  
Incorporating Division

mso



*Virgie B. Heap*  
County Recorder

OFFICE OF COUNTY RECORDER

COUNTY OF APACHE

St. Johns, Arizona

25 May 1964

*Wanda G. Hall*  
Deputy Recorder

Corporation Commission  
Phoenix, Arizona

Gentlemen:

Re: THUNDERBIRD FREIGHT LINES, INC.

A certified copy of the Articles of Incorporation of the  
THUNDERBIRD FREIGHT LINES, INC. and AMENDMENT was recorded  
in my office May 25, 1964 in 67 Dkt pages 123-135.

Very truly yours,

*Virgie Heap*  
VIRGIE HEAP,  
Recorder

cc: Thunderbird Freight Lines, Inc.  
1515 South 22nd Avenue  
Phoenix, Arizona 85009

ARIZONA CORPORATION

MAY 28 1964

~~Walter C. ...~~  
~~1466 ...~~  
Bld

LAW OFFICES  
CARSON MESSINGER ELLIOTT LAUGHLIN & RAGAN  
(FORMERLY CUNNINGHAM CARSON & MESSINGER)

WM H MESSINGER  
RICHARD H ELLIOTT  
KEITH W RAGAN  
EDWARD F LOARY JR  
ROBERT C BROOMFIELD  
HARRY M BEGGS

C A CARSON III  
LARRY LAUGHLIN  
PHILIP W MESSINGER  
LEE R PERRY  
ROBERT W HOLLAND  
G WAYNE MCKELLIPS, JR

GENE S CUNNINGHAM 1887-1958  
CHARLES A CARSON 1891-1962

1400 GUARANTY BANK BUILDING  
3550 NORTH CENTRAL AVENUE  
PHOENIX, ARIZONA 85012  
TELEPHONE 264-2261 (AREA CODE 602)

March 8, 1968

Arizona Corporation Commission  
The Capitol Annex  
Phoenix, Arizona 85007

Re: Thunderbird Freight Lines, Inc.  
Our File No. 7172

Gentlemen:

Please be advised of a change of address of the  
statutory agent of the above-named corporation.

The address of the statutory agent was formerly:

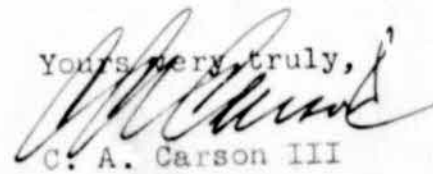
C. A. Carson III  
1400 Guaranty Bank Building  
3550 North Central Avenue  
Phoenix, Arizona 85012

The new address of the statutory agent is as follows:

C. A. Carson III  
1400 United Bank Building  
3550 North Central Avenue  
Phoenix, Arizona 85012

Kind regards.

Yours very truly,



C. A. Carson III



Thunderbird Freight Lines  
1515 So. 22nd Avenue  
Phoenix, Arizona 85009



Gentlemen:

I hereby resign as statutory agent for Thunderbird Freight Lines, Inc., concurrent with the said corporation filing with the Arizona Corporation Commission an Appointment of Agent designating a change of statutory agent.

DATED: *December 21, 1971*

*C. A. Carson III*  
C. A. Carson III

## Appointment of Agent

Know All Men By These Presents: That THUNDERBIRD FREIGHT LINES, INC.,

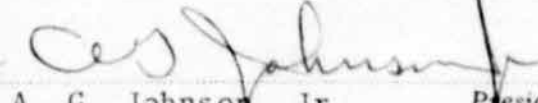
....., a corporation organized under the laws of Arizona, does hereby appoint JAMES KIMBRO

of 1515 So. 22nd Avenue, Phoenix, <sup>Address</sup> who has been a bona fide resident of Arizona for at least three years, OR, a corporation licensed to transact business in this State empowered by its Articles of Incorporation, shall be its lawful agent in and for the State of Arizona for and in behalf of said company, to accept and acknowledge service of, and upon who may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said Company in any of the Courts of said State of Arizona, such service or process or notice, or the acceptance thereof by said agent endorsed thereon, to have the same force and effect as if served upon the President and Secretary of said Company, the said Corporation hereby revoking any appointment of Agent heretofore made by it for the purposes designated.

In Witness Whereof, the said Corporation has caused these presents to be signed by its President, and attested by its Secretary, at Phoenix in the State of

Arizona this 4<sup>th</sup> day of

JANUARY 1974

  
A. G. Johnson, Jr. President

THUNDERBIRD FREIGHT LINES, INC.

By the President of the

Attest:

  
James Kimbro Secretary



Appointment of Agent

COMPANY

5-0232

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

JAN 10 1972

8:39 a.m.  
Thunderbird Flight Service, Inc

Address 15165 22nd Ave

Phoenix, AZ 85009

by *W. E. Johnson*  
SECRETARY

William E Johnson

R 708



CERTIFICATE OF AMENDMENT  
OF ARTICLES OF INCORPORATION

The following resolution was duly passed at a special meeting of the stockholders of Thunderbird Freight Lines, Inc., held pursuant to notice on June 25, 1971, which amended the Articles of Incorporation of Thunderbird Freight Lines, Inc., as follows:

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
THUNDERBIRD FREIGHT LINES, INC.

BE IT RESOLVED: That the following be adopted as Article XI of the Articles of Incorporation of Thunderbird Freight Lines, Inc., and that the said Articles be and hereby are amended to now include and read as follows:

ARTICLE XI

The corporation may indemnify any and all of its directors and officers or former directors and officers against expenses incurred by them, including legal fees or judgments or penalties rendered or levied against any such person in a legal action brought against any such person for actions or omissions alleged to have been committed by any such person while a director or officer of the corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action.

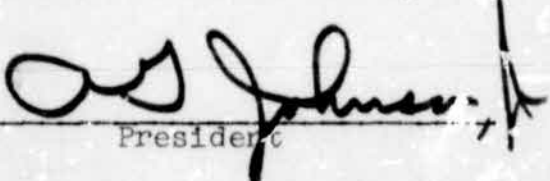
This Article is made a part of these Articles to comply with and to take full advantage of Arizona laws governing such indemnification and in particular of Section 10-198, Arizona Revised Statutes, as amended. This Article is not intended to impose a limitation or requirement upon the Board of Directors and the power to indemnify is hereby expressly reserved to the Board of Directors to be exercised at its discretion.

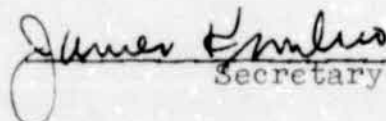
Any common law, statutory or other right of this corporation to indemnify its officers, directors, agents, employees, members or any persons who may formerly have held or who now or at any time hereafter may hold any of such positions with respect to this corporation shall not be deemed waived, limited or restricted by virtue of the adoption of the foregoing provisions, but shall continue to exist with the full force and effect permitted by law.

THUNDERBIRD FREIGHT LINES, INC.

ATTEST:

By

  
President

  
Secretary

STATE OF ARIZONA )  
                          )ss  
County of Maricopa)

On this the 14th day of December, 1971, before me, the undersigned officer, personally appeared W. G. Johnson, Jr. and James R. Kimbro, who acknowledged themselves to be the President and Secretary, respectively, of Thunderbird Freight Lines, Inc., a corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as President and Secretary.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires:

Sept. 5, 1972

*Mary E. Hingston*  
Notary Public



50232

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

FEB 2 1972

At 9:45 AM at request of

*Frederick & Wilmer*  
Address *400 Security Plaza*  
*Phoenix, Arizona 85004*  
*Kay & Rogers*

*George M. Dempsey*

*R-1733*



RUSSELL WILLIAMS  
CHAIRMAN  
CHARLES H. GARLAND  
COMMISSIONER  
AL FARON  
COMMISSIONER



WILLIAM R. JOHNSON  
EXECUTIVE SECRETARY

ARIZONA CORPORATION COMMISSION

1688 WEST ADAMS  
PHOENIX, ARIZONA 85007

February 11, 1972

Stephen W. Craig  
Shell & Wilmer  
Security Building  
Phoenix, AZ. 85004

Dear Mr. Craig:

RE: THUNDERBIRD FREIGHT LINES, INC.

Received and filed Recordation of Amendment to the  
Articles of Incorporation

COUNTY Maricopa

DATE February 8, 1972

Sincerely,

Julie Baker  
ARIZONA CORPORATION COMMISSION  
Incorporation Division

jb

RECORDER'S OFFICE  
MARICOPA COUNTY, ARIZONA

Phoenix, Arizona, FEB 2 1972, 19

SNELL & WILMER

To PAUL N. MARSTON, Recorder, Dr.  
To Recording Instrument as follows:



All fees are required by law to be paid strictly in advance before instruments are placed on record.

INSTRUMENT	GRANTOR		FEE
(1)	<i>Annual cert of Inc.</i>		
(2)			
(3)			
(4)		<i>Thunderbolt Freight Lines Inc</i>	<i>2.00</i>
(5)			
(6)			

ARIZONA COMMISSION ON INVESTIGATIONS  
MCCOY BUILDING, PHOENIX, ARIZONA

FILE #

FEB 8 1972

TO: \_\_\_\_\_  
FROM: \_\_\_\_\_  
BY: \_\_\_\_\_  
DATE: \_\_\_\_\_



RUSSELL WILLIAMS  
CHAIRMAN  
CHARLES H. GARLAND  
COMMISSIONER  
AL FARON  
COMMISSIONER



WILLIAM R. JOHNSON  
EXECUTIVE SECRETARY

ARIZONA CORPORATION COMMISSION  
STATE CAPITOL ANNEX  
PHOENIX  
February 23, 1972

James Kimbro  
1515 S. 22nd Avenue  
Phoenix, Arizona

Dear Mr. Kimbro:

RE: THUNDERBIRD FREIGHT LINES, INC.

Received and filed Affidavit of Publication of  
Amendment to Articles of Incorporation

DATE February 11, 1972

Sincerely,

Julie Baker  
ARIZONA CORPORATION COMMISSION  
Incorporating Division

jb

50232

# Affidavit of Publication

STATE OF ARIZONA  
County of Maricopa

ss.

No. \_\_\_\_\_

I, Francis N. Connolly, being duly sworn, depose and say: I am Publisher and Business Manager of the

## Tempe Daily News

a newspaper of general circulation published at Tempe,

County of Maricopa, State of Arizona, that the

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
THUNDERBIRD FREIGHT LINES, INC.

attached hereto, was published for the full

six days

period as required by law, in said Tempe Daily News:

1st pub. February 4, 1972

daily through

last pub. February 10, 1972

**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION**  
The following resolution was duly passed at a special meeting of the stockholders of Thunderbird Freight Lines, Inc., held pursuant to notice on June 25, 1971, which amended the Articles of Incorporation of Thunderbird Freight Lines, Inc., as follows:

Amendment to  
**ARTICLES OF INCORPORATION OF THUNDERBIRD FREIGHT LINES, INC.**

**BE IT RESOLVED:** That the following be adopted as Article XI of the Articles of Incorporation of Thunderbird Freight Lines, Inc., and that the said Articles be and hereby are amended to now include and read as follows:

**ARTICLE XI** — The corporation may indemnify any and all of its directors and officers or former directors and officers against expenses incurred by them, including legal fees or judgments or penalties rendered or levied against any such person in a legal action brought against any such person for actions or omissions alleged to have been committed by any such person while a director or officer of the corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action.

This Article is made a part of these Articles to comply with and to take full advantage of Arizona laws governing such indemnification and in particular of Section 10-198, Arizona Revised Statutes, as amended. This Article is not intended to impose a limitation or requirement upon the Board of Directors and the power to indemnify is hereby expressly reserved to the Board of Directors to be exercised at its discretion.

Any common law, statutory or other right of this corporation to indemnify its officers, directors, agents, employees, members or any persons who may formerly have held or who now or at any time hereafter may hold any of such positions with respect to this corporation shall not be deemed waived, limited or restricted by virtue of the adoption of the foregoing provisions, but shall continue to exist with the full force and effect permitted by law.

**THUNDERBIRD FREIGHT LINES, INC.**  
By A. J. JOHNSON, JR.  
President

ATTEST  
James R. Kimbro  
Secretary  
STATE OF ARIZONA )  
                                  ) ss:  
County of Maricopa )

On this 14th day of December, 1971, before me, the undersigned officer, personally appeared A. G. Johnson, Jr. and James R. Kimbro, who acknowledged themselves to be the President and Secretary, respectively, of Thunderbird Freight Lines, Inc., a corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as President and Secretary.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.  
Mary E. Effingham  
Notary Public

(SEAL)  
My Commission Expires:  
September 5, 1972  
Pub. Feb. 4 - 10

*Francis N. Connolly*  
Business Manager

worn to before me this 10 day of February, 1972

*Mary E. Effingham*

Notary Public.

My Commission Expires Jan. 5, 1973

ARMED AND DANGEROUS  
COMMUNICATIONS COMMISSION

FEB 11 1972

At \_\_\_\_\_

Address \_\_\_\_\_

By \_\_\_\_\_



ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1958  
NAME OF CORPORATION Thunderbird Freight Lines, Inc.  
ADDRESS 2204 N. 16th Ave., Phoenix, Arizona

OFFICERS	NAME	STREET	CITY	STATE
President	A. Authur, Jr.	2860 S. Alameda	Los Angeles	California
Vice-Pres.	Edward Tovera	5001 E. Washington	Phoenix	Arizona
Secretary	Roy Harkins	2445 E. Rancho	Phoenix	Arizona
Treasurer	Roy Harkins	2445 E. Rancho	Phoenix	Arizona

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ (17,389)	Notes Payable	\$
Demand Deposits	\$ (17,389)	Accts. Payable (trade)	\$ 67,713
Inventories (Cost)	\$ 2,282	Accrued Liabilities	\$ 10,303
basis		Taxes and interest	\$
Accts. Rec. (trade) net	\$ 57,435	Other Current Liabilities:	\$
Notes Rec. (trade)	\$	Dividends declared	\$
Other current assets:	\$	Instalments due (in 1 yr.)	\$ 133,674
	\$	Due Officers and Directors	\$
	\$		\$ 133,674
<b>Fixed Assets (depreciated) Sched. 1 and 2</b>	<b>\$ 435,597</b>	Long Term Debts.	\$
<b>Intangible Assets:</b>		Reserves:	
Goodwill	\$		\$
	\$		\$
	\$		\$
<b>Other Assets:</b>		<b>Other Liabilities:</b>	
Marketable Securities	\$	Long Term	\$ 376,823
Due from Officers and directors	\$	C.O.D.s and Other	\$ 10,741
Deposits	\$ 18,761		\$ 387,564
<b>Deferred Charges:</b>		<b>Capital and Surplus:</b>	
Prepaid expenses	\$ 34,463	Shares Outstanding (Sched. 3)	\$ 25,500
Organization expenses	\$ 3,735	Surplus (Sched. 4)	\$
Franchises	\$ 39,625		\$ (50,245)
	\$ 96,584		\$
<b>TOTAL</b>	<b>\$ 574,509</b>	<b>TOTAL</b>	<b>\$ 574,509</b>

SCHEDULE 1. PERSONAL PROPERTY OWNED, LEASED OR CONTROLLED

Location	Character	Method of Valuation	Owned	Leased or Controlled
			\$	\$
			\$	\$
			\$	\$
			\$	\$

SCHEDULE 2. REAL PROPERTY OWNED, LEASED OR CONTROLLED

Location	Character	Method of Valuation	Owned	Leased or Controlled
			\$	\$
			\$	\$
			\$	\$

\*Indicate cost, replacement, market, or other basis.

SCHEDULE 3. CAPITAL

No.	Class	Amount
	Shares Outstanding	\$ 25,500
	Shares Outstanding	\$
	Shares Outstanding	\$
	<b>TOTAL</b>	<b>\$ 25,500</b>

SCHEDULE 4. SURPLUS

Paid in Surplus	\$
Revaluation of assets	\$
Other capital surplus	\$ (50,245)
Earned surplus (or deficit)	\$ (50,245)
<b>TOTAL</b>	<b>\$</b>

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_ ss

We, Allan Arthur, Jr. President, and Roy Harkins Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

CORPORATE SEAL

Subscribed and sworn to before me this 3 day of April, 1959  
NOTARY SEAL My commission expires April 6, 1959

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO—  
ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporation Division 4-9 1959  
At request of 2204 N. 16th Ave. whose address is Phoenix  
Filed by [Signature]

96062

50232

ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 19 60

NAME OF CORPORATION Thunderbird Freight Lines, Inc.

ADDRESS 1521 N. 19th Ave., Phoenix, Arizona

OFFICERS	NAME	S. P. 2 ET	CITY	STATE
President	<u>Allan Authur, Jr.</u>	<u>2860 S. Alameda</u>	<u>Los Angeles</u>	<u>California</u>
Vice-Pres.				
Secretary-Treas	<u>Roy Harkins</u>	<u>1521 N. 19th Ave.</u>	<u>Phoenix</u>	<u>Arizona</u>
Treasurer				

FINANCIAL STATEMENT - Continued

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ <u>(16858)</u>	Notes Payable	\$ <u>108631</u>
Demand Deposits	\$ <u>          </u>	Accts. Payable (trade)	\$ <u>3060</u>
Investments (Cost)	\$ <u>2366</u>	Accrued Liabilities	\$ <u>2880</u>
basis	\$ <u>          </u>	Taxes and interest	\$ <u>          </u>
Accts. Rec. (trade) net	\$ <u>65177</u>	Other Current Liabilities:	\$ <u>          </u>
Notes Rec. (trade)	\$ <u>          </u>	Dividends declared	\$ <u>          </u>
Other current assets:	\$ <u>          </u>	Instruments due (in 1 yr.)	\$ <u>194321</u>
Special Deposits	\$ <u>10672</u>	Due Officers and Directors	\$ <u>          </u>
	\$ <u>          </u>		\$ <u>194321</u>
	\$ <u>10672</u>	Long Term Debts.	\$ <u>273171</u>
Fixed Assets (depreciated) Sched. 1 and 2	\$ <u>379170</u>	Reserves:	\$ <u>          </u>
Intangible Assets:	\$ <u>          </u>		\$ <u>          </u>
Goodwill	\$ <u>          </u>		\$ <u>          </u>
	\$ <u>          </u>	Other Liabilities:	\$ <u>          </u>
	\$ <u>          </u>		\$ <u>          </u>
Other Assets:	\$ <u>          </u>		\$ <u>          </u>
Marketable Securities	\$ <u>          </u>	Capital and Surplus:	\$ <u>          </u>
Due from Officers and directors	\$ <u>          </u>	Shares Outstanding (Sched. 3)	\$ <u>25500</u>
Transport Deposit	\$ <u>6862</u>	Surplus (Sched. 4)	\$ <u>(82580)</u>
Deferred Charges:	\$ <u>          </u>		\$ <u>          </u>
Prepaid expenses	\$ <u>30374</u>		\$ <u>          </u>
Organization expenses	\$ <u>42126</u>	TOTAL	\$ <u>524983</u>
Miscellaneous	\$ <u>4794</u>		
TOTAL	\$ <u>524983</u>		

SCHEDULE 3. CAPITAL

No.	Class	
<u>2550</u>	<u>Capit-1</u>	Shares Outstanding \$ <u>25500</u>
		Shares Outstanding \$ <u>          </u>
		Shares Outstanding \$ <u>          </u>
		TOTAL \$ <u>25500</u>

SCHEDULE 4. SURPLUS

Paid in Surplus	\$ <u>          </u>
Revaluation of assets	\$ <u>          </u>
Other capital surplus	\$ <u>          </u>
Earned surplus (or deficit)	\$ <u>(82580)</u>
TOTAL	\$ <u>(82580)</u>

STATE OF Arizona ss.  
COUNTY OF Maricopa

We, Harold Christopherson, Vice President, and Roy Harkins, Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

CORPORATE SEAL

Harold Christopherson Vice-President  
Roy Harkins Secretary

Subscribed and sworn to before me this 15th day of March, 19 60

NOTARY SEAL James R. Kimber My commission expires My Commission Expires May 19, 1963, 19 60

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO—  
ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporation Division March 21, 19 60  
At request of            whose address is             
Filed by           

111963 — 58232









ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1961  
NAME OF CORPORATION THUNDERBIRD FREIGHT LINES, INC.  
ADDRESS 1515 S. 22nd Avenue, Phoenix, Arizona

OFFICERS	NAME	STREET	CITY	STATE
President	Allan Arthur, Jr.	2601 E. 26th Street	Los Angeles	California
Vice-Pres				
Secretary-Treas	Roy Harkins	2045 E. Rancho	Phoenix	Arizona
Treasurer				

FINANCIAL STATEMENT (Cents Omitted)

ASSETS		LIABILITIES	
<b>Current Assets:</b>			
Cash on Hand	\$ 15,457	Notes Payable	\$ 61,517
Demand Deposits	\$ 15,457	Accts. Payable (trade)	\$ 33,477
Inventories (basis)	\$ 1,300	Accrued Liabilities	\$ 16,175
Accts. rec. (trade) net	\$ 65,236	Taxes and interest	\$ 16,175
Notes Rec. (trade)	\$	Other Current Liabilities:	\$
Other current assets:	\$	Dividends declared	\$
Deposits	\$ 11,847	Installments due (in 1 yr.)	\$ 127,500
	\$	Due Officers and Directors	\$
	\$ 11,847		\$ 127,500
<b>Fixed Assets</b>	<b>\$ 232,552</b>	Long Term Debts	\$ 163,796
<b>Intangible Assets:</b>			
Goodwill	\$	Reserves	\$
	\$		\$
	\$		\$
<b>Other Assets:</b>			
Marketable Securities	\$	Other Liabilities:	\$
Due from Officers and directors	\$		\$
Miscellaneous	\$ 20,668		\$
<b>Deferred Charges:</b>			
Prepaid expenses	\$ 23,372	Capital and Surplus:	\$
Organization expenses	\$ 63,713	Shares Outstanding (Sched. 3)	\$ 25,500
Deposit	\$ 6,220	Surplus (Sched. 4)	\$ 16,902
	\$ 93,805		\$
<b>TOTAL</b>	<b>\$ 444,867</b>	<b>TOTAL</b>	<b>\$ 444,867</b>

**SCHEDULE 3. CAPITAL**

No.	Class	
2,550	Capital	Shares Outstanding \$ 25,500
		Shares Outstanding \$
		Shares Outstanding \$
		<b>TOTAL \$ 25,500</b>

**SCHEDULE 4. SURPLUS**

Paid in Surplus	\$
Revaluation of assets	\$
Other capital surplus	\$ .902
Earned surplus (or deficit)	\$
<b>TOTAL</b>	<b>\$ 16,902</b>



STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

We, \_\_\_\_\_, President, and  
Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 13th day of March, 1962 by Allan Arthur, Jr. President  
My commission expires My Commission Expires May 28, 1963 1963 by Roy Harkins Secretary

NOTARY SEAL James R. Hinkle Signature

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

**FOR OFFICE USE ONLY - DO NOT FILL IN THIS BOX**

Filed in the office of the Arizona Corporation Commission, Incorporation Division March 27 1962  
At request of Wagner, Robert Garding whose address is 4747 16 St Phoenix  
Filed by M. M. M...

#50202      11 1,4593      715









ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31 1965

NAME OF CORPORATION Thunderbird Freight Lines, Inc.

ADDRESS 1515 S 22nd Avenue Phoenix, Arizona

OFFICERS:	NAME	STREET	CITY-STATE	COMPENSATION
President	Allan Arthur Jr.	2601 E 26th St.	Los Angeles, Calif	
Vice-Pres				
Secretary	Roy Harkins	2045 E Rancho	Phoenix, Arizona	
Treasurer				

BOARD OF DIRECTORS (If more than five attach separate sheet)

Allan Arthur Jr.	2601 E 26th St.	Los Angeles, Calif
Roy Harkins	2045 E Rancho	Phoenix, Arizona
E. Toyra	5001 E Washington	Phoenix, Arizona

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ _____
Demand Deposits	\$ _____ \$ 69,582	Accts Payable (trade)	\$ 143,038
Inventories (_____ basis)	\$ _____ \$ 6,150	Accrued Liabilities	\$ 30,169
Accts. Rec. (trade) net	\$ 255,264	Taxes and interest	\$ 116,249
Notes Rec. (trade)	\$ _____	Other Current Liabilities:	\$ 116,249
Other current assets:		Dividends declared	\$ _____
Special Deposits	\$ 112,278	Instalments due (in 1 yr.)	\$ 241,897
Miscellaneous	\$ _____	Due Officers and Directors	\$ _____
Receivable	\$ 26,754	CO's unremitted	\$ 19,957 \$ 260,254
	\$ 43,032	Long Term Debts	\$ 687,081
<b>Fixed Assets</b>	<b>\$ 633,288</b>	Reserves:	
<b>Intangible Assets:</b>			
Goodwill	\$ _____	Other Liabilities:	
Organization, Franchises and permits	\$ 214,844		
<b>Other Assets:</b>		Capital and Surplus:	
Marketable Securities	\$ _____	Shares Outstanding (Sched. 3)	\$ 25,500
Due from Officers and directors	\$ _____ \$ 9,234	Surplus (Sched. 4)	\$ 237,142
Transport Clearing Debt	\$ 9,234	Treasury Stock	\$ (300,000)
<b>Deferred Charges:</b>		<b>TOTAL \$1,253,493</b>	<b>TOTAL \$1,253,493</b>
Prepaid expenses	\$ 22,099		
Organization expenses	\$ _____		
	\$ 22,099		
<b>TOTAL</b>	<b>\$1,253,493</b>		

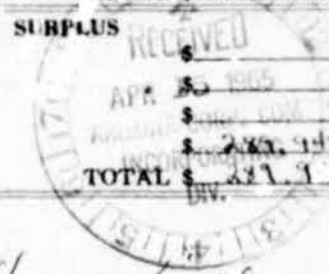


SCHEDULE 3. CAPITAL

No	Class	Shares Outstanding	\$
2550	Common	Shares Outstanding	\$ 25,500
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		<b>TOTAL</b>	<b>\$ 25,500</b>

SCHEDULE 4. SURPLUS

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ 237,142
<b>TOTAL</b>	<b>\$ 237,142</b>



STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

We, ALLAN ARTHUR President and ROY HARKINS Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 5th day of May, 1965  
My Commission Expires Jan. 23, 1968

NOTARY SEAL Meriam Meibert Signature  
CORPORATE SEAL

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO —  
ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporation Division 5-20 1965  
At request of Roy Harkins whose address is Phoenix, Arizona  
Filed by R. Harkins

JFH-69264 50232 1500-115

ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1965  
NAME OF CORPORATION Thunderbird Freight Lines, Inc  
ADDRESS 1515 S 22nd Ave, Phoenix, Arizona

OFFICERS	NAME	STREET	CITY-STATE
President	Allan Arthur, Jr.	10233 Cord Ave	Downey, California
Vice-Pres.	E. Torre	5001 E. Washington	Phoenix, Arizona
Secretary	Ray Harkins	2245 E Rancho	Phoenix, Arizona
Treasurer			

BOARD OF DIRECTORS (If more than five attach separate sheet)

A. Arthur Jr	10233 Cord Ave	Downey, California
R. Harkins	2245 E. Rancho	Phoenix, Arizona
E. Torre	5001 E. Washington	Phoenix, Arizona

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ 95,000
Demand Deposits	\$ 21,534	Accts. Payable (trade)	\$ 166,831
Inventories (_____ basis)	\$ 7,000	Accrued Liabilities	\$ 75,954
Accts. Rec. (trade) net	\$ 296,366	Taxes and interest	\$ _____
Notes Rec. (trade)	\$ _____	<b>Other Current Liabilities:</b>	\$ _____
Other current assets:	\$ 37,729	Dividends declared	\$ _____
	\$ _____	Installments due - (in 1 yr.)	\$ 257,373
	\$ _____	Due Officers and Directors	\$ _____
	\$ _____		\$ _____
<b>Fixed Assets</b>	<b>\$ 539,733</b>	<b>Long Term Debts</b>	<b>\$ 527,119</b>
<b>Intangible Assets:</b>		<b>Reserves:</b>	
Goodwill	\$ _____		\$ _____
	\$ _____		\$ _____
	\$ _____		\$ _____
<b>Other Assets:</b>		<b>Other Liabilities:</b>	
Marketable Securities	\$ _____		\$ _____
Due from Officers and directors	\$ _____		\$ _____
	\$ _____		\$ _____
	\$ _____		\$ _____
<b>Deferred Charges:</b>		<b>Capital and Surplus:</b>	
Prepaid expenses	\$ 16,625	Shares Outstanding (Sched. 3)	\$ 25,500
Organization expenses	\$ _____	Surplus (Sched. 4)	\$ 24,964
	\$ 253,754		\$ _____
<b>TOTAL</b>	<b>\$ 1,172,741</b>	<b>TOTAL</b>	<b>\$ 1,172,741</b>

**SCHEDULE 3. CAPITAL**

No.	Class	Shares Outstanding	\$
1550	Common	25,500	\$ 25,500
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		<b>TOTAL</b>	<b>\$ 25,500</b>

**SCHEDULE 4. SURPLUS**

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ 300,000
Earned surplus (or deficit)	\$ 324,764
<b>TOTAL</b>	<b>\$ 249,64</b>

STATE OF Arizona  
COUNTY OF Maricopa

We, Allan R. Arthur, President, and Ray Harkins, Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 15 day of April, 1966  
My commission expires May 28, 1969

NOTARY SEAL James R. Lambro Signature  
CORPORATE SEAL

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO — ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX  
Filed in the office of the Arizona Corporation Commission, Incorporation Division April 27 1966  
At request of Same whose address is \_\_\_\_\_  
Filed by Paul McBrayer



ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1956  
NAME OF CORPORATION Thunderbird Freight Lines, Inc.  
ADDRESS 1515 S. 22nd Avenue Phoenix, Arizona

OFFICERS	NAME	STREET	CITY-STATE
President	<u>Allen Arthur, Jr</u>	<u>10233 Cord Ave</u>	<u>Downey, Calif.</u>
Vice Pres	<u>E. TORRES</u>	<u>5001 E. Washington</u>	<u>Phoenix, Arizona</u>
Secretary			
Treasurer	<u>Roy Harkins</u>	<u>2045 E. Rancho</u>	<u>Phoenix, Arizona</u>

BOARD OF DIRECTORS (If more than five attach separate sheet)

<u>Allen Arthur, Jr</u>	<u>Above</u>	<u>Above</u>
<u>E. TORRES</u>	"	"
<u>Roy Harkins</u>	"	"

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ <u>140,000</u>
Demand Deposits	\$ <u>33,875</u>	Accts Payable (trade)	\$ <u>167,883</u>
Inventories (_____)	\$ <u>14,726</u>	Accrued Liabilities	\$ <u>59,537</u>
<b>basis</b>		Taxes and interest	\$ _____
Accts Rec. (trade) net	\$ <u>133,673</u>	<b>Other Current Liabilities:</b>	\$ _____
Notes Rec. (trade)	\$ <u>159,648</u>	Dividends declared	\$ _____
Other current assets:		Instalments due (in 1 yr.)	\$ <u>243,725</u>
<u>Deposits</u>	\$ <u>12,752</u>	Due Officers and Directors	\$ _____
<u>Deposit</u>	\$ <u>16,325</u>		\$ _____
	\$ _____	<b>Long Term Debts:</b>	\$ <u>407,983</u>
<b>Fixed Assets</b>	\$ <u>608,805</u>	<b>Reserves:</b>	\$ _____
<b>Intangible Assets:</b>			\$ _____
Goodwill	\$ _____		\$ _____
<u>Franchises</u>	\$ <u>304,233</u>	<b>Other Liabilities:</b>	\$ _____
	\$ _____		\$ _____
<b>Other Assets:</b>		<b>Capital and Surplus:</b>	
Marketable Securities	\$ _____	Shares Outstanding (Sched. 3)	\$ <u>25,500</u>
Due from Officers and directors	\$ _____	Surplus (Sched. 4)	\$ <u>564,766</u>
	\$ _____	<u>Treasury Stock</u>	\$ <u>300,000</u>
<b>Deferred Charges:</b>		<b>TOTAL</b>	\$ <u>1,309,394</u>
Prepaid expenses	\$ <u>24,337</u>		
Organization expenses	\$ _____		
	\$ _____		
<b>TOTAL</b>	\$ <u>1,309,394</u>		

SCHEDULE 3. CAPITAL

No.	Class	Shares Outstanding	Amount
<u>2,550</u>	<u>Common</u>		\$ <u>25,500</u>
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		<b>TOTAL</b>	\$ <u>25,500</u>

SCHEDULE 4. SURPLUS

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ <u>564,766</u>
<b>TOTAL</b>	\$ <u>564,766</u>

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_  
I, Allen R. Arthur, President, and Roy Harkins, Secretary, of the above named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 15 day of March, 1957 at Phoenix, Arizona  
My commission expires My Commission Expires May 20, 1957, 19\_\_\_\_  
NOTARY SEAL James R. Kunkin Signature \_\_\_\_\_ CORPORATE SEAL

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO —  
ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA FEE \$25.00

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX  
Filed in the office of the Arizona Corporation Commission, Incorporation Division \_\_\_\_\_  
At request of Thunderbird Freight Lines, Inc. whose address is 4747 North 16th Street  
Phoenix, Arizona 85018 Filed by Ray L. Hall

INC - 310 50M  
R21 237 50232 \$25.00



ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1967  
NAME OF CORPORATION Thunderbird Freight Lines, Inc.  
ADDRESS 1515 S. 22nd Ave., Phoenix, Arizona

OFFICERS	NAME	STREET	CITY-STATE
President	A. Arthur Jr.	5650 Southern Ave	South Gate, Calif
Vice-Pres.	E. Torre	5001 E. Washington	Phoenix, Ariz.
Secretary	J. Kimbro	4745 N. 39th Dr	Phoenix, Ariz
Treasurer	R. Harkins	2045 E. Rancho	Phoenix, Arizona

BOARD OF DIRECTORS (If more than five attach separate sheet)

A. Arthur Jr	Above	Above
E. Torre	"	"

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ _____
Demand Deposits	\$ _____ \$26,656	Accts Payable (trade)	\$158,704
Inventories (_____ )	\$ _____ \$17,858	Accrued Liabilities	\$62,673
basis		Taxes and interest	\$ _____
Accts. Rec. (trade) net	\$121,445	Other Current Liabilities	\$ _____
Notes Rec. (trade)	\$163,059	Dividends declared	\$ _____
Other current assets:		(Installments due (in 1 yr.))	\$363,950
Deposits	\$14,237	Due Officers and Directors	\$ _____
Deposit	\$16,243		\$ _____
Deposit	\$1,000		\$ _____
	\$31,479	Long Term Debts	\$377,550
Fixed Assets	\$501,738	Reserve	\$ _____
Intangible Assets:			\$ _____
Goodwill	\$ _____		\$ _____
	\$ _____		\$ _____
Other Assets:		Other Liabilities:	
Marketable Securities	\$ _____		\$ _____
Due from Officers and directors	\$ _____		\$ _____
	\$ _____		\$ _____
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	\$20,599	Shares Outstanding (Sched. 3)	\$25,500
Organization expenses	\$ _____	Surplus (Sched. 4)	\$568,670
Franchise	\$304,233	Treasury stock	\$300,000
	\$324,832		
<b>TOTAL</b>	<b>\$1,187,067</b>	<b>TOTAL</b>	<b>\$1,187,067</b>

SCHEDULE 3. CAPITAL

No.	Class	Shares Outstanding	Amount
2550	Common	25,500	\$25,500
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		<b>TOTAL</b>	<b>\$25,500</b>

SCHEDULE 4. SURPLUS

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$568,670
<b>TOTAL</b>	<b>\$568,670</b>



STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

We, Alan R. Arthur, President, and James Kimbro, Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 15 day of April, 1968

My commission expires Feb. 18, 1972, 19  

NOTARY SEAL Henry L. Carson Signature

Alan R. Arthur President  
James Kimbro Secretary

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO — FEE \$25.00  
ARIZONA CORPORATION COMMISSION, CAPITOL ANNEX, PHOENIX, ARIZONA

FOR OFFICE USE ONLY — DO NOT FILL IN THIS BOX

Filed in the office of the Arizona Corporation Commission, Incorporation Division 6-5 1968  
At request of James Kimbro whose address is 5102 N. 7th St. #2014  
Filed by J. Harkins

50232 - \$25.00 - R# 3849









ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1970

NAME OF CORPORATION THUNDERBIRD FREIGHT LINES, INC.

ADDRESS 1515 S 22nd Ave., Phoenix, Ariz 85009

OFFICERS	NAME	STREET	CITY-STATE
President	<u>A. G. Johnson, Jr</u>	<u>1515 S 22nd Ave</u>	<u>Phoenix, Arizona</u>
Vice Pres	<u>E. Torres</u>	<u>"</u>	<u>" "</u>
Secretary	<u>J. E. Kimbro</u>	<u>"</u>	<u>" "</u>
Treasurer			

BOARD OF DIRECTORS (If more than five attach separate sheet)

<u>E. Torres</u>	<u>1515 S. 22nd Ave</u>	<u>"</u>	<u>"</u>
<u>H. Christopherson</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>A. R. Arthur, Jr</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>A. G. Johnson, Jr</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>J. E. Kimbro</u>	<u>"</u>	<u>"</u>	<u>"</u>

FINANCIAL STATEMENT

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ _____
Demand Deposits	\$ <u>15,646</u>	Accts. Payable (trade)	\$ <u>344,732</u>
Inventories (_____ basis)	\$ <u>49,894</u>	Accrued Liabilities	\$ <u>225,263</u>
Accts. Rec. (trade) net	\$ <u>223,092</u>	Taxes and interest	\$ _____
Notes Rec. (trade)	\$ _____	<b>Other Current Liabilities:</b>	\$ _____
Other current assets:	\$ <u>43,826</u>	Dividends declared	\$ _____
	\$ _____	Installments due (in 1 yr.)	\$ <u>277,000</u>
	\$ _____	Due Officers and Directors	\$ _____
	\$ _____		\$ _____
<b>Fixed Assets</b>	\$ <u>788,063</u>	<b>Long Term Debts.</b>	\$ <u>136,700</u>
<b>Intangible Assets:</b>		<b>Reserves:</b>	\$ <u>96,000</u>
Goodwill	\$ _____		\$ _____
	\$ _____		\$ _____
	\$ _____	<b>Other Liabilities:</b>	\$ _____
	\$ _____		\$ _____
<b>Other Assets:</b>	\$ <u>581,315</u>		\$ _____
Marketable Securities	\$ _____	<b>Capital and Surplus:</b>	
Due from Officers and directors	\$ _____	Shares Outstanding (Sched. 3)	\$ <u>25,500</u>
	\$ _____	Surplus (Sched. 4)	\$ <u>905,342</u>
	\$ _____	Treasury Stock	\$ <u>370,000</u>
<b>Deferred Charges:</b>			\$ _____
Prepaid expenses	\$ _____		\$ _____
Organization expenses	\$ _____		\$ _____
	\$ _____		\$ _____
	\$ _____		\$ _____
<b>TOTAL</b>	\$ <u>1,640,544</u>	<b>TOTAL</b>	\$ <u>1,640,544</u>

**SCHEDULE 3. CAPITAL**

No. <u>2550</u> class <u>Common</u> Shares Outstanding	\$ <u>25,500</u>
Shares Outstanding	\$ _____
Shares Outstanding	\$ _____
<b>TOTAL</b>	\$ <u>25,500</u>

**SCHEDULE 4. SURPLUS**

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ <u>905,342</u>
<b>TOTAL</b>	\$ <u>905,342</u>

STATE OF ARIZONA  
COUNTY OF MARICOPA

19329 50232  
CR# 03429  
#25,000

We, A. G. JOHNSON, JR. President, and J. E. KIMBRO Secretary, of the above named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 15 day of April, 1971  
My commission expires 12 Commission Expires 12, 1972

NOTARY SEAL: [Signature] Signature

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO -  
ARIZONA CORPORATION COMMISSION, CAPITAL ANNEX, PHOENIX, ARIZONA/ FEE \$25.00

Thunderbird Freight Lines Inc 50232 2/2





**ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION**

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending December 31, 1972  
 NAME OF CORPORATION THUNDERBIRD FREIGHT LINES, INC.  
 ADDRESS 1515 SO 22ND AVE PHOENIX AZ 85009

OFFICERS	NAME	STREET	CITY-STATE
President	ALBERT G. JOHNSON, JR.	1515 SO 22ND AVENUE	PHOENIX ARIZONA
Vice-Pres.	E. TOVREA	" " "	" "
Secretary	)	" " "	" "
Treasurer	) J. E. KIMBRO	" " "	" "

BOARD OF DIRECTORS (If more than five attach separate sheet)

SAME AS ABOVE, PLUS:			
	H. CHRISTOPHERSON	1515 SO 22ND AVENUE	PHOENIX ARIZONA
	A. R. ARTHUR, JR.	" " "	" "

**FINANCIAL STATEMENT**

ASSETS		LIABILITIES	
<b>Current Assets:</b>		<b>Current Liabilities:</b>	
Cash on Hand	\$ _____	Notes Payable	\$ 220,000
Demand Deposits	\$ 66,213	Accts. Payable (trade)	\$ 530,718
Inventories (_____ basis)	\$ 166,186	Accrued Liabilities	\$ 197,295
Accts. Rec. (trade) net	\$ 785,865	Taxes and interest	\$ 95,203
Notes Rec. (trade)	\$ _____	Other Current Liabilities:	\$ 95,203
Other current assets:	\$ _____	Dividends declared	\$ _____
	\$ _____	Instalments due (in 1 yr.)	\$ _____
	\$ _____	Due Officers and Directors	\$ _____
	\$ _____		\$ _____
<b>Fixed Assets</b>	\$ 995,753	<b>Long Term Debts:</b>	\$ 274,319
<b>Intangible Assets:</b>		<b>Reserves:</b>	
Goodwill	\$ _____	Deferred credits	\$ 118,600
	\$ _____		\$ _____
	\$ _____		\$ 118,600
<b>Other Assets:</b>		<b>Other Liabilities:</b>	
Marketable Securities	\$ _____		\$ _____
Due from Officers and directors	\$ _____		\$ _____
	\$ _____		\$ _____
<b>Deferred Charge:</b>		<b>Capital and Surplus:</b>	
Prepaid expenses	\$ 22,443	Shares Outstanding (Sched. 3)	\$ 25,500
Organization expenses	\$ _____	Surplus (Sched. 4)	\$ 1,534,453
Deposits & Franchise Costs	\$ 589,628	Treasury Stock- Cost	\$ 370,000
	\$ 612,071		\$ (370,000)
<b>TOTAL</b>	<b>\$ 2,626,088</b>	<b>TOTAL</b>	<b>\$ 2,626,088</b>

**SCHEDULE 3. CAPITAL**

No.	Class	Shares Outstanding	\$
2,550	Common	25,500	\$ 25,500
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		<b>TOTAL</b>	<b>\$ 25,500</b>

**SCHEDULE 4. SURPLUS**

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ 1,534,453
<b>TOTAL</b>	<b>\$ 1,534,453</b>

STATE OF ARIZONA  
 COUNTY OF MARICOPA } ss.

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 2500  
 RECEIVED  
 APR 16 1973  
 ARIZONA CORP. COM.  
 INCORPORATING DIV.

We, ALBERT G. JOHNSON, JR. President, and JAMES E. KIMBRO  
 Secretary, of the above named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 13 day of April, 1973 Albert G. Johnson, Jr. President

My commission expires February 18, 1976 James E. Kimbro Secretary

NOTARY SEAL Alvin J. Carvey Signature 50232 CORPORATE SEAL

IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO —  
 ARIZONA CORPORATION COMMISSION, CAPITAL ANNEX, PHOENIX, ARIZONA FEE \$25.00

MEMBERS  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS  
ARIZONA SOCIETY OF  
CERTIFIED PUBLIC ACCOUNTANTS

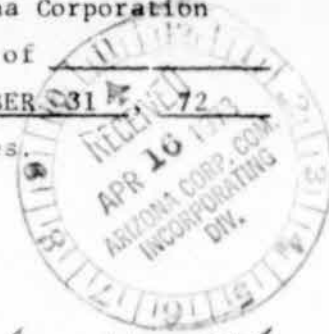
*Hoenes & Joerding, Ltd.*  
CERTIFIED PUBLIC ACCOUNTANTS  
5102 NORTH 7TH STREET  
PHOENIX, ARIZONA 85014

TELEPHONE  
264-3277

We have examined the Arizona Corporation Commission Annual Report (Form 310) of THUNDERBIRD FREIGHT LINES, INC. as of DECEMBER 31, 72. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

The financial statement section of the Annual Report has been prepared on a form prescribed by the Arizona Corporation Commission, and does not include all disclosures required for a fair presentation of the financial position of the Company in accordance with generally accepted accounting principles.

Because of the deficiencies described in the preceding paragraph, we are of the opinion that the Annual Report to the Arizona Corporation Commission does not present fairly the financial position of THUNDERBIRD FREIGHT LINES, INC. at DECEMBER 31, 72 in conformity with generally accepted accounting principles.



*Hoenes & Joerding, Ltd.*  
HOENES & JOERDING, LTD.

March 10, 1973  
(Date)



ARIZONA CORPORATION COMMISSION  
INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT for fiscal year ending DECEMBER 31, 19 73  
NAME OF CORPORATION THUNDERBIRD FREIGHT LINES, INC.  
ADDRESS 1515 SOUTH 22ND AVENUE, PHOENIX, ARIZONA 85009

OFFICERS	NAME	STREET	CITY-STATE
President	ALBERT G. JOHNSON, JR.	1515 SO. 22ND AVENUE	PHOENIX, ARIZONA
Vice-Pres.	E. TOVREA	" " " "	" "
Secretary )			
Treasurer )	JAMES E. KIMBRO	" " " "	" "
BOARD OF DIRECTORS (If more than five attach separate sheet)			
	ALBERT G. JOHNSON, JR.	1515 SO. 22ND AVENUE	PHOENIX, ARIZONA
	E. TOVREA	" " " "	" "
	JAMES E. KIMBRO	" " " "	" "
	HAROLD CHRISTOPHERSON	" " " "	" "
	ALLAN R. ARTHUR, JR.	" " " "	" "

## FINANCIAL STATEMENT

ASSETS		LIABILITIES	
Current Assets:		Current Liabilities:	
Cash on Hand	\$ _____	Notes Payable	\$ 200,000
Demand Deposits	\$ _____	Accts. Payable (trade)	\$ 861,246
Inventories (_____ basis)	\$ _____	Accrued Liabilities	
Accts. Rec. (trade) net	\$ 805,795	Taxes and interest	\$ 79,052
Notes Rec. (trade)	\$ _____	Other Current Liabilities:	
Other current assets:		Dividends declared	\$ 120,000
Prepaid Expenses	\$ 106,387	Instalments due (in 1 yr.)	\$ 120,000
	\$ _____	Due Officers and Directors	\$ _____
	\$ 106,387	Wages	\$ 120,000
Fixed Assets	\$ 958,978	Long Term Debts.	\$ 160,000
Intangible Assets:		Reserves:	
Goodwill	\$ _____	Deferred Credits	\$ 166,600
	\$ _____		\$ _____
	\$ _____		\$ 166,600
Other Assets:		Other Liabilities:	
Marketable Securities	\$ _____		\$ _____
Due from Officers and directors	\$ 100,743		\$ _____
Deposits	\$ 100,743		\$ _____
Deferred Charges:		Capital and Surplus:	
Prepaid expenses	\$ _____	Shares Outstanding (Sched. 3)	\$ 25,500
Organization expenses	\$ _____	Surplus (Sched. 4)	\$ 1,652,240
Deposits & Franchise Costs	\$ 836,510	Treasury Stock	\$ (370,000)
	\$ 836,510		\$ _____
TOTAL	\$ 2,894,638	TOTAL	\$ 2,894,638

## SCHEDULE 3. CAPITAL

No.	Class	Shares Outstanding	\$
2,550	Common	25,500	\$ 25,500
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		Shares Outstanding	\$ _____
		TOTAL	\$ 25,500

## SCHEDULE 4. SURPLUS

Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ 1,652,240
TOTAL	\$ 1,652,240

STATE OF ARIZONA  
COUNTY OF MARICOPA } ss.We, ALBERT G. JOHNSON, JR. President, and JAMES E. KIMBRO Secretary, of the above named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.Subscribed and sworn to before me this 15 day of April, 19 74My commission expires 2-19-76 19 \_\_\_\_\_NOTARY SEAL See Clerk on See Census Signature \_\_\_\_\_ CORPORATE SEALIF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO —  
ARIZONA CORPORATION COMMISSION, CAPITAL ANNEX, PHOENIX, ARIZONA FEE \$25.00

File # 50232



CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
THUNDERBIRD FREIGHT LINES, INC.

23  
NOV 12 1974

KNOW ALL MEN BY THESE PRESENTS:

That at a special meeting of the stockholders of THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation, duly held at 3100 Valley Center, Phoenix, Arizona, on June 10, 1974, after due notice of the time, place and purpose of the meeting, by the affirmative vote of all of the stockholders of the shares of said corporation, the following resolution was adopted:

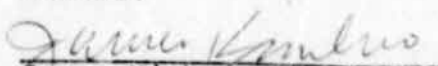
"RESOLVED by the stockholders of Thunderbird Freight Lines, Inc. that Article VII of the Articles of Incorporation be amended to read hereafter as follows:

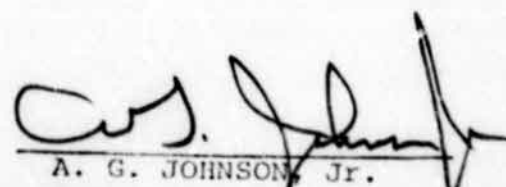
'ARTICLE VII

The business and affairs of the corporation shall be conducted by a Board of Directors of not less than three nor more than nine members as may be determined from year to year by the stockholders. The present Board of Directors consists of EDWARD A. TOVREA, ALLAN R. ARTHUR, JR., HAROLD CHRISTOPHERSON, A. G. JOHNSON, JR. and JAMES KIMBRO. Hereafter, the Board of Directors shall be elected at the regular annual meeting of the stockholders to be held on the third Tuesday in April of each year, beginning with the year 1975, at Phoenix, Arizona. Vacancies on the Board of Directors may be filled by the remaining directors. A president, one or more vice presidents, a secretary and a treasurer shall be elected annually by the Board of Directors. Any two offices, except president and vice president, may be held by the same person. Neither directors nor officers need be stockholders. All such officers and directors shall hold office until their successors are elected and qualified. The Board of Directors shall adopt bylaws for the corporation, and such bylaws may be amended or repealed as therein provided."

IN WITNESS WHEREOF, the President and the Secretary of THUNDERBIRD FREIGHT LINES, INC. have hereunto set their hands and have affixed the seal of said corporation this 6th day of November, 1974.

ATTEST:

  
James Kimbro, Secretary

  
A. G. JOHNSON, Jr.  
President

STATE OF ARIZONA )  
                          )ss  
County of Maricopa)

On this the 6<sup>th</sup> day of November, 1974,  
before me, the undersigned officer, personally appeared  
A. G. JOHNSON, JR., and JAMES KIMBRO who represented  
themselves to me to be the President and Secretary,  
respectively, of THUNDERBIRD FREIGHT LINES, INC., an  
Arizona corporation; and that they, as such officers  
being first duly authorized, executed the foregoing  
instrument on behalf of the corporation for the purposes  
therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and  
official seal.

*Judith A. Pityak*  
Notary Public

My Commission Expires:

11-30-76

23

*Amended  
Articles  
Mulligan, etc*

50232

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

NOV 19 1974

RE 130 at request of

*James Helmer*  
Address 3100 Valley Center

Phoenix, AZ 85023  
By Gene Blair SECRETARY

*Gene B. Blair*

R23972

*Amended*



RECORDER'S OFFICE,  
MARICOPA COUNTY, ARIZONA

Phoenix, Arizona

*Roll # 33*  
*Nov 19*

19 *74*

SNELL & WILMER

NOV 19 1974-2 05

To TOM FREESTONE, Recorder, Dr.  
To Recording Instrument as follows:

All fees are required by law to  
be paid strictly in advance before  
instruments are placed on record.

	INSTRUMENT	GRANTOR	GRANTEE	FEES
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

*Amendment to the Deed of [unclear]* *2.00*

*Thunderbolt & Freight Lines, Inc.*

*502<sup>32</sup>*

RECEIVED

DEC 20 1974

ARIZONA CORP. COMMISSION  
INCORPORATING DIVISION

# Affidavit of Publication

STATE OF ARIZONA  
County of Maricopa

ss.

No. 50939

I, Francis N. Connolly, being duly sworn, depose and say: I am Publisher and Business Manager of the

## Tempe Daily News

a newspaper of general circulation published at Tempe,  
County of Maricopa, State of Arizona, that the  
CERTIFICATE OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
THUNDERBIRD FREIGHT LINES, INC.  
attached hereto, was published for the full

six days

period as required by law, in said Tempe Daily News:

1st pub. December 24, 1974

daily through

last pub. December 30, 1974

### CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF THUNDERBIRD FREIGHT LINES, INC.

KNOW ALL MEN BY THESE  
PRESENTS:

That at a special meeting of the stockholders of THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation, duly held at 3100 Valley Center, Phoenix, Arizona, on June 10, 1974, after due notice of the time, place and purpose of the meeting, by the affirmative vote of all of the stockholders of the shares of said corporation, the following resolution was adopted:

"RESOLVED by the stockholders of Thunderbird Freight Lines, Inc. that Article VII of the Articles of Incorporation be amended to read hereafter as follows:

"ARTICLE VII - The business and affairs of the corporation shall be conducted by a Board of Directors of not less than three nor more than nine members as may be determined from year to year by the stockholders. The present Board of Directors consists of EDWARD A. TOUREA, ALLAN R. ARTHUR, JR., HAROLD CHRISTOPHERSON, A. G. JOHNSON, JR. and JAMES KIMBRO. Hereafter, the Board of Directors shall be elected at the regular annual meeting of the stockholders to be held on the third Tuesday in April of each year, beginning with the year 1975, at Phoenix, Arizona. Vacancies on the Board of Directors may be filled by the remaining directors. A president, one or more vice presidents, a secretary and a treasurer shall be elected annually by the Board of Directors. Any two offices, except president and vice president, may be held by the same person. Neither directors nor officers need be stockholders. All such officers and directors shall hold office until their successors are elected and qualified. The Board of Directors shall adopt bylaws for the corporation, and such bylaws may be amended or repealed as therein provided."

IN WITNESS WHEREOF, the President and the Secretary of THUNDERBIRD FREIGHT LINES, INC. have hereunto set their hands and have affixed the seal of said corporation this 6th day of November, 1974.

A. G. Johnson, Jr.  
President

ATTEST:  
JAMES KIMBRO  
Secretary

STATE OF ARIZONA )

ss.

County of Maricopa )

On this the 6th day of November, 1974, before me, the undersigned officer, personally appeared A. G. JOHNSON, JR. and JAMES KIMBRO, who represented themselves to me to be the President and Secretary, respectively, of THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation; and that they, as such officers being first duly authorized, executed the foregoing instrument on behalf of the corporation for the purposes therein contained.

IN WITNESS WHEREOF, I

hereunto set my hand and official seal:

JUDITH A. PIETRZAK  
Notary Public

My Commission Expires:  
Nov. 30, 1976

Pub. Dec. 24 - 30

*Francis N. Connolly*  
Business Manager.

sworn to before me this 30 day of December, 19 74

*Inez E. Payne*  
Notary Public.

Expires My Commission Expires Dec. 4, 1976



ARIZONA CORPORATION COMMISSION  
INCOME TAX DIVISION

FILED

JAN 2 1975

At \_\_\_\_\_ request of \_\_\_\_\_  
Address \_\_\_\_\_  
By \_\_\_\_\_

ARIZONA CORPORATION COMMISSION  
1688 West Adams Phoenix, Arizona 85007

INCORPORATING DIVISION

Annual Report for fiscal year  
ending DECEMBER 31, 1974

RECEIVED  
APR 15 AM 3:52  
THUNDERBIRD FREIGHT LINES,  
INC.  
1515 S 22ND AVE  
PHOENIX, ARIZONA 85009

Filing Fee: (PROFIT) \$25.00 unless provided

CERTIFICATE OF CONFORMANCE MUST BE ATTACHED.  
SEE NUMBER 8 ON INSTRUCTION SHEET.

Check here for Change of Address

92

50232

12/31

Instructions for filing on reverse side

OFFICERS	NAME	STREET	CITY-STATE
President	ALBERT G. JOHNSON, JR.	1515 So. 22nd Avenue	Phoenix, Arizona
Vice-Pres.	E. TOVREA	" " "	" "
Secretary	JAMES KIMBRO	" " "	" "
Treasurer	JAMES KIMBRO	" " "	" "

BOARD OF DIRECTORS (If more than five attach separate sheet)

ALBERT G. JOHNSON, JR.	1515 So. 22nd Avenue	Phoenix, Arizona
E. TOVREA	" " "	" "
JAMES KIMBRO	" " "	" "
HAROLD CHRISTOPHERSON	" " "	" "
ALLAN R. ARTHUR, JR.	" " "	" "

Assets		FINANCIAL STATEMENT		Liabilities	
<b>Current Assets:</b>		<b>Current Liabilities:</b>			
Cash on Hand	\$ _____	Notes Payable	\$ 109,774		
Demand Deposits	\$ _____	Accts. Payable (trade)	\$ 452,183		
Inventories (Cost basis)	\$ 73,175	Accrued Liabilities	\$ 288,871		
Accts. Rec. (trade) net	\$ _____	Taxes and interest	\$ 50,145		
Notes Rec. (trade)	\$ _____	Other Current Liabilities:	\$ 50,145		
Other current assets:		Dividends declared	\$ _____		
CSV-Life Insurance	\$ 119,961	Instalments due (in 1 yr.)	\$ 120,000		
Deposit-Trans. Ctrg.	\$ 112,376	Due Officers and Directors	\$ _____		\$ 120,000
Other Deposits	\$ 12,941				\$ 390,000
Fixed Assets	\$ 1,013,788	Long Term Debts.			
Intangible Assets:		Reserves:			
Goodwill	\$ _____		\$ _____		
	\$ _____		\$ _____		
	\$ _____	Other Liabilities:			
Other Assets:		Deferred Taxes	\$ 209,953		
Marketable Securities	\$ _____	Deferred Credit	\$ 500		
Due from Officers and directors	\$ _____				\$ 210,453
Intercompany Advances	\$ 372,729	Capital and Surplus:			
Deferred Charges:		Shares Outstanding (Sched. 3)	\$ 25,500		
Prepaid expenses	\$ 330,993	Surplus (Sched. 4)	\$ 1,880,683		
Organization expenses	\$ 365,807	Treasury Stock	\$ (370,000)		
Other Assets	\$ 38,614				
	\$ 735,414				
<b>TOTAL</b>	<b>\$ 3,157,609</b>				<b>TOTAL \$ 3,157,609</b>

SCHEDULE 3. CAPITAL	
No.	Class
2,550	COMMON
	Shares Outstanding \$ 25,500
	Shares Outstanding \$ _____
	Shares Outstanding \$ _____
	Shares Outstanding \$ _____
	TOTAL \$ 25,500

SCHEDULE 4. SURPLUS	
Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ 1,880,683
<b>TOTAL</b>	<b>\$ 1,880,683</b>

STATE OF ARIZONA  
COUNTY OF MARICOPA } ss.

We, ALBERT G. JOHNSON, JR., President, and JAMES KIMBRO

Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.

Subscribed and sworn to before me this 14 day of April, 1975 by Albert G. Johnson President

My commission expires February 1976 by James Kimbro Secretary

NOTARY SEAL Henry Johnson  
Signature

MICROFILM ROLL

92

RECEIVED FROM THUNDERBIRD FREIGHT LINES, INC.

CASH

CHECK: NUMBER 64402

BANK NUMBER \_\_\_\_\_

ANNUAL FEE: 26.00

RECEIVED BY: tsl

PENALTIES: \_\_\_\_\_

DATE OF RECEIPT: 5-13-75

TOTAL: \_\_\_\_\_

RECEIPT NUMBER  
W 128912

**ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION**

1688 West Adams  
Phoenix, Arizona 85007

AR M 4/74

WHITE — CASHIER COPY    YELLOW — FILE COPY    PINK — DEPARTMENT COPY



Corporate Name  
and Address

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION  
1688 WEST ADAMS  
PHOENIX, ARIZONA 85007

FEE FOR FILING THIS  
CERTIFICATE \$1.00

CERTIFICATE OF CONFORMANCE  
A.R.S. 10-199  
GENERAL ORDER I-3

THUNDERBIRD FREIGHT LINES,  
INC.  
1515 S 22ND AVE  
PHOENIX, ARIZONA 85009

50232

12/31

MICROFILM ROLL

92

Check A or B, whichever is appropriate:

A. There are no persons serving either by election or appointment as an officer, director or incorporator of the above named corporation who have:

1. Been convicted of either a felony or misdemeanor involving a transaction in securities within the ten year period immediately preceding his election or appointment, or
2. Been convicted of any other crime, essential elements of which are fraud and misrepresentation to the public within ten year period immediately preceding his election or appointment, or
3. Is subject to an order, judgment or decree of a court of competent jurisdiction, entered within the ten year period immediately preceding his election or appointment, which order, judgment or decree enjoins or declares unlawful any conduct or practice in connection with a transaction involving securities.

B. The following persons serving either by election or appointment as an officer, director or incorporator of the above named corporation are the only such officers, directors or incorporators who have:

1. Been convicted of either a felony or misdemeanor involving a transaction in securities within the ten year period immediately preceding his election or appointment, or
2. Been convicted of any other crime, essential elements of which are fraud and misrepresentation to the public within the ten year period immediately preceding his election or appointment, ~~which order, judgment or decree enjoins or declares unlawful any conduct or practice in connection with a transaction involving securities,~~  
or,
3. Is subject to an order, judgment or decree of a court of competent jurisdiction, entered within the ten year period immediately preceding his election or appointment, which order, judgment or decree enjoins or declares unlawful any conduct or practice in connection with a transaction involving securities.

If "B" is checked, insert a list of the names and corporate position of such persons together with a concise statement of the nature of the offense or transaction, the caption of the proceeding, the cause number, the name of the tribunal, the judgment or sentence imposed, whether the judgment or sentence has been satisfied or carried out, and the nature of any injunctions, orders, judgments or decrees in effect at the time of the making of the certification.

STATE OF Arizona )  
COUNTY OF Maricopa )

ss.

MICROFILM ROLL

92

RECEIVED

We, A. G. Johnson, Jr., President and  
James Kimbro, Secretary-Treasurer of Thunderbird

Freight Lines, Inc. do solemnly swear that to the best of our knowledge and belief, the foregoing is a true, complete and correct statement, and have therefore caused same to be prepared and delivered to the Arizona Corporation Commission.

(NOTE: THIS CERTIFICATE SHALL BE EXECUTED BY ANY TWO EXECUTIVE OFFICERS OR DIRECTORS OF THE CORPORATION OR COMBINATION THEREOF:)

[Signature] President  
(Signature) (Title)

[Signature] Secretary-Treasurer  
(Signature) (Title)

Subscribed and sworn to before me this 14 day of April, 1975.

[Signature]  
(Signature)

My Commission Expires:

February 18, 1976

(NOTARY SEAL)

(CORPORATE SEAL)

(ALTERNATE FORM OF OATH TO BE USED BY INCORPORATORS FILING A CERTIFICATE OF CONFORMANCE PURSUANT TO A.R.S. 10-199.)

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) ss.

We, \_\_\_\_\_, the

incorporators of \_\_\_\_\_, do solemnly swear that to the best of our knowledge and belief, the foregoing is a true, complete and correct statement, and have therefore caused same to be prepared and delivered to the ARIZONA CORPORATION COMMISSION.

\_\_\_\_\_  
INCORPORATOR

\_\_\_\_\_  
INCORPORATOR

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Signature

My Commission expires:

(NOTARY SEAL)

(CORPORATE SEAL)

James Kimbro  
1515 S. 22nd Ave.  
Phoenix, Arizona

THUNDERBIRD FREIGHT LINES, INC.  
1-2-58

12-31

50232

MICROFILM ROLL

~~1515 S. 22nd Ave.~~  
Phoenix Arizona 85009

98

✓ 1958-4-9-59

see 96062 - 25<sup>00</sup>

✓ 1959-3/21/60

R 111963

\$ 25<sup>00</sup>

✓ 1960-3/20/61

159261

\$ 25<sup>00</sup>

1961-3-27-62

FR#149543

\$ 25<sup>00</sup>

1962-3/21/63

R 111937

\$ 25<sup>00</sup>

1964-5-20-65

✓ 9264-25<sup>00</sup>

1965-4-27-66

R 23845-25<sup>00</sup>

1966-4-7-67

✓ 92323-25<sup>00</sup>

1967-6-5-68

25<sup>00</sup>

1968-6-6-69

R 33440-25<sup>00</sup>

✓ 1969-6-10-70

R 65762 \$25.00

✓ 1970-4-16-71

R 14329-2500

✓ 1971-4-17-72

R 42021-25<sup>00</sup>

1972-4/16/73

R 65580-25<sup>00</sup>

✓ 1973-4-17-74

R 95435-25<sup>00</sup>

ORANGE  
12-31



# Appointment of Agent

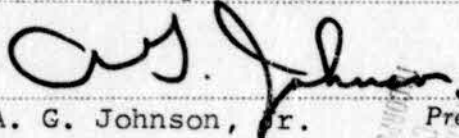
#112

Know All Men By These Presents: That..... THUNDERBIRD FREIGHT LINES, INC.

....., a corporation organized under the laws of Arizona, does hereby appoint:..... STEPHEN W. CRAIG

of 3100 Valley Center, Phoenix, <sup>Address</sup> who has been a bona fide resident of Arizona for at least three years, OR, a corporation licensed to transact business in this State empowered by its Articles of Incorporation, shall be its lawful agent in and for the State of Arizona for and in behalf of said company, to accept and acknowledge service of, and upon who may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said Company in any of the Courts of said State of Arizona, such service or process or notice, or the acceptance thereof by said agent endorsed thereon, to have the same force and effect as if served upon the President and Secretary of said Company, the said Corporation hereby revoking any appointment of Agent heretofore made by it for the purposes designated.

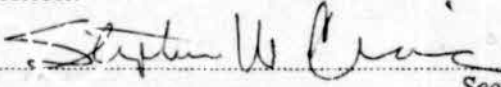
In Witness Whereof, the said Corporation has caused these presents to be signed by its President, and attested by its Secretary, at..... Phoenix..... in the State of Arizona this..... twenty-third..... day of June....., 1975

  
A. G. Johnson, Jr.

President

By the President of the..... THUNDERBIRD FREIGHT LINES, INC.

Attest:

  
Secretary

RECEIVED  
JUN 24 PM 3:16  
NATIONAL  
DIVISION

Appointment of Agent

COMPANY

INC. 312 5M 4-68

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

JUN 24 1975.

At Hi of pm at request of.

Shelley Ann Wilmore

Address 3100 Chilton Center

Phoenix, Ariz. 85073

By Mary L. Hall

SECRETARY

W A I V E R

The undersigned, being one of the Stockholders of THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation, waives notice and call, including publication, with respect to a special meeting of Stockholders of said corporation to be held on Wednesday , the 22nd day of October, 1975 for the purpose of acting on the Agreement and Articles of Consolidation and Merger of Oakley Transfer and Storage Company, a New Mexico corporation, into Thunderbird Freight Lines, Inc., substantially in accordance with the copy thereof attached hereto.

DATED: October 22, 1975

TRANSPORT INVESTMENT COMPANY

By Edward A. Tovrea  
Edward A. Tovrea  
President

*Witness of  
Publication  
50232*



#147

W A I V E R

The undersigned, being one of the Stockholders of THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation, waives notice and call, including publication, with respect to a special meeting of Stockholders of said corporation to be held on Wednesday , the 22nd day of October , 1975, for the purpose of acting on the Agreement and Articles of Consolidation and Merger of Oakley Transfer and Storage Company, a New Mexico corporation, into Thunderbird Freight Lines, Inc., substantially in accordance with the copy thereof attached hereto.

DATED: October 22, 1975

*Allan R. Arthur, Jr.*  
Allan R. Arthur, Jr.

*Witness of  
jurisdiction  
50232*

#147

AGREEMENT AND ARTICLES  
OF  
CONSOLIDATION AND MERGER

RECEIVED  
OCT 22 12 41 31  
INDUSTRIAL DEVELOPMENT

PARTIES: THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation (TFL), the Surviving Corporation, and its Board of Directors;

OAKLEY TRANSFER and STORAGE COMPANY, a New Mexico corporation (Oakley) and its Board of Directors

TFL and Oakley are sometimes called the Constituent Corporations.

DATED: October 22, 1975.

TFL, incorporated January 2, 1958 in the State of Arizona, has an authorized capitalization of 200,000 shares of common stock, \$10 par value.

Oakley, incorporated August 3, 1959 in the State of New Mexico, has an authorized capitalization of 500 shares of common stock, \$100 par value of which 120 shares are issued and outstanding.

TFL owns all of the issued and outstanding stock of Oakley. The parties wish to merge Oakley into TFL pursuant to the laws of Arizona and New Mexico in order to effect efficiency, economy and simplification of management and operations. Such objectives are consistent with Interstate Commerce Commission administrative policies.

In consideration of the premises and the mutual understandings and agreement hereinafter set forth, the

parties hereto adopt and confirm this Agreement and Articles of Consolidation and Merger and agree that the same shall constitute a plan of reorganization pursuant to which Oakley shall be merged into TFL. #147

ARTICLE 1.

1.01 Oakley shall be merged into TFL by the transfer to TFL of all of the assets of Oakley, subject to all of its liabilities and obligations, which liabilities and obligations TFL shall assume, in complete cancellation of all of the capital stock of Oakley.

1.02 The name, identity, existence, purposes, franchises, powers, rights and immunities of TFL will continue unaffected and unimpaired by the merger. On the effective date of merger (as hereinafter defined) the identity, existence, purposes, franchises, powers, rights and immunities of Oakley will be merged into TFL, and TFL will be fully vested therewith.

1.03 On the effective date of merger, the Articles of Incorporation and Bylaws of TFL, as in effect immediately prior to the effective date of merger, will thereafter continue in full force and effect until altered, amended or repealed as provided therein. The members of the Board of Directors of the surviving corporation shall, as of the effective date of merger, be the members of the Board of Directors of TFL then in office and the officers of TFL on the



effective date of merger will continue as the officers of the Surviving Corporation.

1.04 The execution and delivery of this Agreement have been duly authorized by the Boards of Directors of the Constituent Corporations.

ARTICLE 2. MODE OF CARRYING MERGER INTO EFFECT.

2.1 Upon the effective date of the merger:

2.1.1 The corporate entity, existence and all property, rights, powers, franchises, and immunities of TFL shall continue unimpaired.

2.1.2 The corporate entity and separate existence of Oakley, except insofar as the same may be continued by statute for limited purposes, shall cease and it shall be merged into the Surviving Corporation in accordance with the provisions of this Agreement.

2.1.3 Except as to intercorporate rights and duties generally existing between the Constituent Corporations mutually extinguished and discharged through their union in the Surviving Corporation as provided in paragraph 2.1.4. hereinafter:

2.1.3.1 The Surviving Corporation shall possess all the rights, privileges, powers and franchises, and shall be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations;

2.1.3.2 All and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and debts, obligations and liabilities due to each of the Constituent Corporations on whatever account, as well for stock subscriptions as for all other things in

action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed;

2.1.3.3 All such property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger;

2.1.3.4 All rights of creditors and all liens upon the property of each of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation; and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

2.1.4 All rights of either of the Constituent Corporations against the other, including leases of motor vehicle equipment by TFL and Oakley and stock of Oakley owned by TFL, and the correlative duty or indebtedness, including any unpaid lease rental, or obligations with respect to the stock aforesaid, shall be mutually extinguished and discharged through their union in the Surviving Corporation; provided, however, that nothing herein to the contrary notwithstanding shall be construed to undo any intercorporate payments completed prior to the effective date of the merger.

2.2 If at any time the Surviving Corporation shall consider or be advised that any further action, assignments, deeds, bills of sale, instruments, or assurances are necessary or desirable to vest in the Surviving Corporation the title to

any property or rights of Oakley, the proper officers and directors of Oakley shall and will execute and deliver, or cause to be executed and delivered, all such assignments, deeds, bills of sale, instruments or assurances, and shall take or cause to be taken, such further action necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

ARTICLE 3. CAPITAL AND SURPLUS OF SURVIVING CORPORATION

3.1 The capital of the Surviving Corporation shall not be affected by this Agreement of Merger.

3.2 The assets and liabilities of the Constituent Corporations, except as in paragraph 2.1.4, otherwise provided, shall be taken up and continued on the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations.

3.3 The excess of the total net assets of the Surviving Corporation (the total assets of the Constituent Corporations vested in the Surviving Corporation in accordance with paragraphs 2.1.3 and 3.2 hereinbefore, less the total liabilities of the Constituent Corporations attaching to the Surviving Corporation, in accordance with paragraph 2.1.3 hereinbefore, without duplication, however, of a liability to which both Constituent Corporations are subject, but as to which liability the one is subject as surety or guarantor for the other) over the amount of



capital of the Surviving Corporation, consistent with paragraph 3.1 above, shall constitute surplus of the Surviving Corporation.

3.4 Appropriate entries shall be made upon the books of the Surviving Corporation as to capital and surplus in conformity with paragraphs 3.1 to 3.3 inclusive; provided, further, that any breakdown on surplus which may be required by the Interstate Commerce Commission or other legal authority shall be made.

ARTICLE 4. APPROVAL OF INTERSTATE COMMERCE COMMISSION.

The adoption of this Agreement by the Constituent Corporations in accordance with the applicable statutes of the States of Arizona and New Mexico is subject to the condition that this Agreement be approved by the Interstate Commerce Commission, and it shall not be effective prior to the issuance of a properly authenticated order of that Commission evidencing such approval, and until compliance with further conditions hereinafter provided.

ARTICLE 5. EFFECTIVE DATE.

Following the obtaining of the legally requisite approval, in accordance with Article 4 above, and after the signature, certification, acknowledgment, filing and recording of this Agreement of Merger pursuant to the applicable statutes of the States of Arizona and New Mexico, the merger herein provided for shall become effective at the later occurrence of

completion of the statutory requirements for merger by filing pursuant to the New Mexico Business Corporation Act or recording the merger in Maricopa County, Arizona, after filing the same with the Arizona Corporation Commission.

ARTICLE 6. ABANDONMENT OF MERGER.

Anything in this Agreement to the contrary notwithstanding, should any event occur or circumstance arise after the date of this Agreement, and before the merger becomes effective, which, in the opinion of a majority of the Directors of TFL, expressed by resolution adopted by such Board of Directors, renders the consummation of the merger herein provided for impractical or not in the best interests of such corporation, then, notwithstanding any approval or adoption of this Agreement by the Constituent Corporations, this Agreement of Merger may be terminated and abandoned at the election of TFL upon notice in writing forthwith to be given to the other Constituent Corporation; thereupon, this Agreement shall become null and void and there shall be no liability on the part of either of the Constituent Corporations or of its Board of Directors.

ARTICLE 7. EXPENSES.

The Surviving Corporation shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing this merger.

ARTICLE 8. COUNTERPARTS.

This Agreement may be executed in any number of counterparts, and each counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the Constituent Corporations, pursuant to authority duly given by their Boards of Directors, have caused this Agreement of Merger to be executed by their respective Presidents and their respective Secretaries, and the members of the Board of Directors of the Constituent Corporations, or a majority of them have executed this Agreement, and have caused the corporate seals of each to be affixed hereto, all as of the day and year first above written.

ATTEST:

Stephen W. Craig  
Secretary

THUNDERBIRD FREIGHT LINES, INC.,  
an Arizona corporation

By W.S. Johnson, Jr.  
President

ATTEST:

Stephen W. Craig  
Secretary

OAKLEY TRANSFER and STORAGE COMPANY,  
a New Mexico corporation

By W.S. Johnson, Jr.  
President

Walter K. Cottler

Walter K. Cottler

W. Christensen

W. Christensen

W.S. Johnson, Jr.

W.S. Johnson, Jr.

Directors of Oakley Transfer and Storage Company

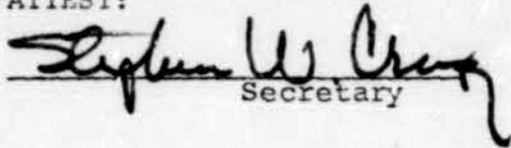
Directors of Thunderbird Freight Lines, Inc.



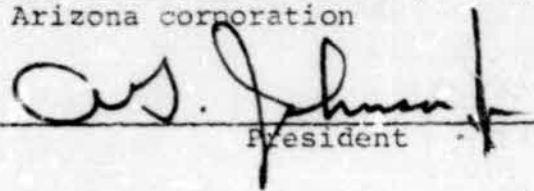
The undersigned, THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation, being the sole stockholder of OAKLEY TRANSFER and STORAGE COMPANY, a New Mexico corporation, hereby waives all notice, publication and time of notice with respect to the foregoing Articles and Agreement of Merger and Consolidation and agrees that the same may be deemed adopted and confirmed by the vote of all of the issued and outstanding stock or as otherwise required by statutes of the State of New Mexico and the State of Arizona.

THUNDERBIRD FREIGHT LINES, INC.,  
an Arizona corporation

ATTEST:

  
Secretary

By

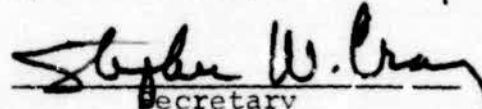
  
President



CERTIFICATE

I, STEPHEN W. CRAIG, hereby certify that I am the duly elected qualified and acting Secretary of THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation (the "Company"); that the foregoing Agreement and Articles of Consolidation and Merger, having been duly signed by a majority of the directors of the Company and OAKLEY TRANSFER and STORAGE COMPANY, a New Mexico corporation, was duly submitted to the shareholders of the Company at a special meeting thereof held at 3100 Valley Center, Phoenix, Arizona on the 22nd day of October, 1975 at 9:40 A.M. (MST), notice and publication of which was waived by the unanimous consent of the stockholders of the Company; that the adoption or rejection of the Agreement and Articles of Consolidation and Merger was considered and voted upon at such meeting (each share of the Company's outstanding common stock entitling the holder thereof to one vote); and that all of the outstanding stock of the Company entitled to vote thereon was voted in favor of the adoption of the Agreement and Articles of Consolidation and Merger, which was thereupon declared adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Company this 22nd day of October, 1975.

  
Secretary



#147

STATE OF ARIZONA )  
                          )ss  
County of Maricopa)

On this the 22nd day of October, 1975, STEPHEN W. CRAIG acknowledged himself under oath to be the Secretary of THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation, and that, as such, he executed the above instrument as the act and deed of said corporation and on its behalf and that the facts stated therein are true.

Luonna L. Roy  
Notary Public

My Commission Expires:

2-1-78

RECORDER'S OFFICE,  
MARICOPA COUNTY, ARIZONA

Phoenix, Arizona, DEC 2 1975, 19.....

SNELL & WILMER

MICROFILM ROLL

#161

To TOM FREESTONE, Recorder, Dr.  
To Recording Instrument as follows:

All fees are required by law to  
be paid strictly in advance before  
instruments are placed on record.

INSTRUMENT	GRANTOR	GRANTEE	FEES
(1) CONSOLIDATION AND MERGER of the ARTICLES OF			9 00
(2) INCORPORATION of THUNDERBIRD FREIGHT LINES, INC.,			
(3)			
(4)			
(5)			
(6)			

50232





RECEIVED

DEC -4 10 10:46

INFORMATION

INFORMATION DIVISION

UNIT 2, PHOENIX

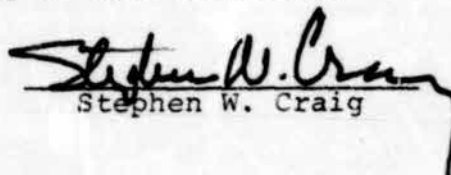


#147

CERTIFICATE

I, STEPHEN W. CRAIG, hereby certify that I am the duly elected, qualified and acting Secretary of OAKLEY TRANSFER and STORAGE COMPANY, a New Mexico corporation (the "Company"); that the foregoing Agreement and Articles of Consolidation and Merger, having been duly signed by a majority of the directors of the Company and THUNDERBIRD FREIGHT LINES, INC., an Arizona corporation, was duly submitted to the shareholders of the Company at a special meeting thereof held at 3100 Valley Center, Phoenix, Arizona, on the 22nd day of October at 10:00 A.M. (MST), notice and publication of which was waived by the unanimous consent of the stockholders of the Company; that the adoption or rejection of the Agreement and Articles of Consolidation and Merger was considered and voted upon at such meeting (each share of the Company's outstanding common stock entitling the holder thereof to one vote); and that all of the outstanding stock of the Company entitled to vote thereon was voted in favor of the adoption of the Agreement and Articles of Consolidation and Merger, which was thereupon declared adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Company this 22nd day of October, 1975.

  
Stephen W. Craig

#147

STATE OF ARIZONA )  
                  )ss  
County of Maricopa)

On this the 22nd day of October, 1975, STEPHEN W. CRAIG acknowledged himself under oath to be the Secretary of OAKLEY TRANSFER and STORAGE COMPANY, a New Mexico corporation, and that as such he executed the above instrument as the act and deed of said corporation and on its behalf and that the facts stated therein are true.

Lawanna L. Noe  
Notary Public

My Commission Expires:

2-1-78





#147

50232

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

FILED

NOV 20 1975

At 11:45 a.m. at request of  
Incell + Wilmer Atkin  
Address 3100 Valley Center  
Phoenix, Az 85013  
By Kay A. Rogner  
SECRETARY

Earl J. De Concini  
P-40051

*Consolidation  
+  
Merge*

*(71. Part enclosed)  
Wacou*

*Checked & R.*

**THUNDERBIRD FREIGHT LINES, INC.**  
1515 S 22ND AVE  
PHOENIX, ARIZONA 85009

000250

The filing fee of \$26.00 includes fees for both the Annual Report and the Certificate of Conformance Prorated fee (if applicable)

Check here if address of Corporation has been changed since filing of your last Annual Report.

# 186

INSTRUCTIONS FOR FILING ON REVERSE SIDE OF YELLOW COPY

OFFICERS	NAME	STREET	CITY-STATE
President	ALBERT G. JOHNSON, JR.	1515 So. 22nd Avenue	Phoenix, Arizona
Vice-Pres.	ROY MORRIS	" " " "	" "
Secretary	STEPHEN W. CRAIG	" " " "	" "
Treasurer	ALBERT G. JOHNSON, JR.	" " " "	" "

BOARD OF DIRECTORS (if more than three attach separate sheet)

	ALBERT G. JOHNSON, JR.	1515 So. 22nd Avenue	Phoenix, Arizona
	JAMES H. LIEM	" " " "	" "
	STEPHEN W. CRAIG	" " " "	" "

Assets		FINANCIAL STATEMENT		Liabilities	
<b>Current Assets:</b>					
Cash on Hand	\$ _____			Notes Payable	\$ _____
Demand Deposits	\$ _____	\$ 256,145		Accts. Payable (trade)	\$ 467,863
Inventories (Cost Basis)	\$ _____	\$ 94,048		Accrued Liabilities	\$ _____
Accts. Rec. (trade) net	\$ _____	\$ 595,681		Taxes and interest	\$ _____
Notes Rec. (trade)	\$ _____			Other Current Liabilities:	\$ _____
Other current assets:	\$ _____			Dividends declared	\$ _____
	\$ _____			Instalments due (in 1 yr.)	\$ 120,000
	\$ _____	\$ 468,119		Due Officers and Directors	\$ _____
	\$ _____	\$ 870,056			\$ 120,000
<b>Fixes Assets</b>		\$ 870,056		<b>Long Term Debts:</b>	\$ 182,415
<b>Intangible Assets:</b>				Reserves:	
Goodwill	\$ _____				\$ _____
	\$ _____			Deferred Income Tax	\$ 169,700
	\$ _____				\$ 169,700
<b>Other Assets:</b>				Other Liabilities:	
Marketable Securities	\$ _____				\$ _____
Due from Officers and directors	\$ 1,446	\$ 934,657			\$ 540,233
Other	\$ 933,211			<b>Capital and Surplus:</b>	
<b>Deferred Charges:</b>				Shares Outstanding (Sched. 3)	\$ 20,000
Prepaid expenses	\$ _____			Surplus (Sched. 4)	\$ 1,718,495
Organization expenses	\$ _____				\$ _____
	\$ _____				\$ _____
<b>TOTAL</b>		\$ 3,218,706		<b>TOTAL</b>	\$ 3,218,706

SCHEDULE 3. CAPITAL			
No.	Class	Shares Outstanding	\$
2,000	COMMON		20,000
		Shares Outstanding	\$
		Shares Outstanding	\$
		<b>TOTAL</b>	\$ 20,000

SCHEDULE 4. SURPLUS	
Paid in Surplus	\$ _____
Revaluation of assets	\$ _____
Other capital surplus	\$ _____
Earned surplus (or deficit)	\$ 1,718,495
<b>TOTAL</b>	\$ 1,718,495

STATE OF ARIZONA (ss.) COUNTY OF MARICOPA  
We, ALBERT G. JOHNSON, JR. President, and STEPHEN W. CRAIG Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statement to the best of our knowledge and belief, and have caused same to be prepared and delivered to the Arizona Corporation Commission.  
Subscribed and sworn to before me this 22<sup>nd</sup> day of March, 1976  
My commission expires 2-1-78, 1978  
NOTARY SEAL Livanna L. Mc (SIGNATURE)

CERTIFICATE OF CONFORMANCE - A.R.S. 10-199 - GENERAL ORDER I-3

CHECK "A" OR "B", WHICHEVER IS APPROPRIATE:

- A. There are no persons serving either by election or appointment as an officer, director or incorporator of the above named corporation who have:
1. Been convicted of either a felony or misdemeanor involving a transaction in securities within the ten year period immediately preceding his election or appointment, or
  2. Been convicted of any other crime, essential elements of which are fraud and misrepresentation to the public within the ten year period immediately preceding his election or appointment, or
  3. Is subject to an order, judgment or decree of a court of competent jurisdiction, entered within the ten year period immediately preceding his election or appointment, which order, judgment or decree enjoins or declares unlawful any conduct or practice in connection with a transaction involving securities.
- B. The following persons serving either by election or appointment as an officer, director or incorporator of the above named corporation are the only such officers, directors or incorporators who have:
1. Been convicted of either a felony or misdemeanor involving a transaction in securities within the ten year period immediately preceding his election or appointment, or
  2. Been convicted of any other crime, essential elements of which are fraud and misrepresentation to the public within the ten year period immediately preceding his election or appointment, or
  3. Is subject to an order, judgment or decree of a court of competent jurisdiction, entered within the ten year period immediately preceding his election or appointment, which order, judgment or decree enjoins or declares unlawful any conduct or practice in connection with a transaction involving securities.

If "B" is checked, attach a list of the names and corporate position of such persons together with a concise statement of the nature of the offense or transaction, the caption of the proceeding, the cause number, the name of the tribunal, the judgment or sentence imposed, whether the judgment or sentence has been satisfied or carried out, and the nature of any injunctions, orders, judgments or decrees in effect at the time of the making of the certification:

State Of ARIZONA (ss.) County Of MARICOPA  
We, ALBERT G. JOHNSON, JR. President and STEPHEN W. CRAIG Secretary of THUNDERBIRD FREIGHT LINES, INC.

do solemnly swear that to the best of our knowledge and belief, the foregoing is a true, complete and correct statement, and have therefore caused same to be prepared and delivered to the Arizona Corporation Commission.

(NOTE: THIS CERTIFICATE SHALL BE EXECUTED BY ANY TWO EXECUTIVE OFFICERS OR DIRECTORS OF THE CORPORATION OR COMBINATION THEREOF.)  
ALBERT G. JOHNSON, JR. President STEPHEN W. CRAIG Secretary

(SIGNATURE) (TITLE) (SIGNATURE) (TITLE)  
Subscribed and sworn to before me this 22<sup>nd</sup> day of March, 1976

My Commission Expires: 2-1-78 (NOTARY SIGNATURE)

(NOTARY SEAL)

RETURN THIS COPY WITH YOUR FILING FEE AT \$26.00.

(CORPORATE SEAL)

Form ARP-1

**ARIZONA CORPORATION COMMISSION**  
 2222 WEST ENCANTO BLVD. SUITE 210-D  
 PHOENIX, ARIZONA 85009

**ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128**

DIRECTIONS: Please complete both sides of this Annual Report, and return to the ARIZONA CORPORATION COMMISSION AT THE ABOVE ADDRESS WITH YOUR FEE. REPORT MUST BE FILED ON OR BEFORE:

**A. CORPORATION INFORMATION:**

Corporation Name: **THUNDERBIRD FREIGHT LINES, INC.**  
 Street Address: **1515 SOUTH 22ND AVENUE**  
 P.O. Box (if any):  
 City, State, Zip Code: **PHOENIX, ARIZONA 85009**

816610 4 30.00  
 100-8166 4/22/77 30.00 TL

FILE NO. **50232-6**  
 TYPE OF CORPORATION: **PROFIT**  
 FEE: **\$30.00**

**Principal Office of Non-Arizona Corporations:**

P.O. Box (if any):  
 City, State, Zip Code:  
 Name of Arizona Statutory Agent: **STEPHEN W. CRAIG**  
 Street Address: **3100 VALLEY CENTER**  
 City, State, Zip Code: **PHOENIX, ARIZONA 85073**

**ANNUAL REPORT  
 FOR YEAR ENDING**

12 31 76  
 MO. DAY YR.

1977 APR 14 AM 11:17

**B. SPECIAL INSTRUCTIONS:** If there has been a change in any of the preceding information, please indicate below the change required.

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**C. \* CAPITALIZATION:** Aggregate number of shares itemized as follows:

\* NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
200,000	COMMON		\$10.00
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
2,000	COMMON		\$10.00

**D. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.**

INTERSTATE TRUCKING

**E. OFFICERS:**

(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

**President**  
 Name: **A. G. JOHNSON, JR.**  
 Street Address: **1515 SO. 22ND AVE.**  
 P.O. Box:  
 City, State, Zip Code: **PHOENIX AZ 85009**  
 Date of taking this office: MO. **3** DAY **30** YR. **1976**

**Vice-President**  
 Name: **C. F. OWENS**  
 Street Address: **1515 SO. 22ND AVE.**  
 P.O. Box:  
 City, State, Zip Code: **PHOENIX AZ 85009**  
 Date of taking this office: MO. **3** DAY **30** YR. **1976**

**Vice-President**  
 Name: **ROY MORRIS, JR.**  
 Street Address: **1515 SO. 22ND AVE.**  
 P.O. Box:  
 City, State, Zip Code: **PHOENIX AZ 85009**  
 Date of taking this office: MO. **3** DAY **30** YR. **1976**

**Assistant Secretary and Treasurer**  
 Name: **JAMES H. LIEM**  
 Street Address: **1515 SO. 22ND AVE.**  
 P.O. Box:  
 City, State, Zip Code: **PHOENIX AZ 85009**  
 Date of taking this office: MO. **3** DAY **30** YR. **1976**

**Secretary**  
 Name: **STEPHEN W. CRAIG**  
 Street Address: **1515 SO. 22ND AVE.**  
 P.O. Box:  
 City, State, Zip Code: **PHOENIX AZ 85009**  
 Date of taking this office: MO. **3** DAY **30** YR. **1976**

Name:  
 Street Address:  
 P.O. Box:  
 City, State, Zip Code:  
 Date of taking this office: MO. DAY YR.

**Treasurer**  
 Name: **A. G. JOHNSON, JR.**  
 Street Address: **1515 SO. 22ND AVE.**  
 P.O. Box:  
 City, State, Zip Code: **PHOENIX AZ 85009**  
 Date of taking this office: MO. **3** DAY **30** YR. **1976**

Name:  
 Street Address:  
 P.O. Box:  
 City, State, Zip Code:  
 Date of taking this office: MO. DAY YR.



**F. DIRECTORS:**

(MUST INCLUDE ALL DIRECTORS - USE ADDITIONAL SHEET IF NECESSARY)

Director  
 Name: A. G. JOHNSON, JR.  
 Street Address: 1515 SO. 22ND AVE.  
 P.O. Box: \_\_\_\_\_  
 City, State, Zip Code: PHOENIX AZ 85009  
 Date of taking this office: MO. 3 DAY 30 YR. 1976

Director  
 Name: EDWARD A. TOVREA  
 Street Address: 1515 SO. 22ND AVE.  
 P.O. Box: \_\_\_\_\_  
 City, State, Zip Code: PHOENIX AZ 85009  
 Date of taking this office: MO. 3 DAY 30 YR. 1976

Director  
 Name: STEPHEN W. CRAIG  
 Street Address: 1515 SO. 22ND AVE.  
 P.O. Box: \_\_\_\_\_  
 City, State, Zip Code: PHOENIX AZ 85009  
 Date of taking this office: MO. 3 DAY 30 YR. 1976

Director  
 Name: C. F. OWENS  
 Street Address: 1515 SO. 22ND AVE.  
 P.O. Box: \_\_\_\_\_  
 City, State, Zip Code: PHOENIX AZ 85009  
 Date of taking this office: MO. 3 DAY 30 YR. 1976

Director  
 Name: JAMES H. LIM  
 Street Address: 1515 SO. 22ND AVE.  
 P.O. Box: \_\_\_\_\_  
 City, State, Zip Code: PHOENIX AZ 85009  
 Date of taking this office: MO. 3 DAY 30 YR. 1976

Director  
 Name: \_\_\_\_\_  
 Street Address: \_\_\_\_\_  
 P.O. Box: \_\_\_\_\_  
 City, State, Zip Code: \_\_\_\_\_  
 Date of taking this office: MO. \_\_\_\_\_ DAY \_\_\_\_\_ YR. \_\_\_\_\_

Director  
 Name: ROY E. MORRIS  
 Street Address: 1515 SO. 22ND AVE.  
 P.O. Box: \_\_\_\_\_  
 City, State, Zip Code: PHOENIX AZ 85009  
 Date of taking this office: MO. 3 DAY 30 YR. 1976

Director  
 Name: \_\_\_\_\_  
 Street Address: \_\_\_\_\_  
 P.O. Box: \_\_\_\_\_  
 City, State, Zip Code: \_\_\_\_\_  
 Date of taking this office: MO. \_\_\_\_\_ DAY \_\_\_\_\_ YR. \_\_\_\_\_

**G. SHAREHOLDERS: DIRECTIONS:** Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder  
 Name: \_\_\_\_\_  
 Shareholder  
 Name: \_\_\_\_\_  
 Shareholder  
 Name: \_\_\_\_\_

Shareholder  
 Name: \_\_\_\_\_  
 Shareholder  
 Name: \_\_\_\_\_  
 Shareholder  
 Name: \_\_\_\_\_

**H. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA TAX COMMISSION.**

Under penalties of law, I declare that I have examined this report, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. (MUST BE SIGNED BY PRESIDENT, VICE PRESIDENT, SECRETARY, ASSISTANT SECRETARY OR TREASURER.)

BY: X A.G. Johnson, Jr.  
 TITLE: President

BY: X Stephen W. Craig  
 TITLE: Secretary

ADDITIONAL SIGNATURES REQUIRED UNDER SECTION 1

March 29, 1977  
 (Date of Signing)

**I. CERTIFICATE OF DISCLOSURE**  
 A.R.S. 10-128

CHECK BOX "A" OR "B" WHICHEVER IS APPROPRIATE

THE UNDERSIGNED CERTIFY THAT

- A.** No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
  2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
  3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate, where such injunction, judgment, decree or permanent order:
    - (a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

- B.** The following persons serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation, have been or are subject to one or more of the statements listed in items 1 through 3 above:

I. NAME(S): \_\_\_\_\_

II. THE FOLLOWING INFORMATION ON EACH PERSON LISTED MUST ACCOMPANY THIS REPORT:

1. Full name and prior names used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediately preceding 7 year period).
5. Date and location of birth.
6. Social security number.
7. The nature and description of each conviction or judicial action, the date and location, the Court and public agency involved, and the file or cause number of the case.

DATED \_\_\_\_\_ EXACT CORPORATE NAME THUNDERBIRD FREIGHT LINES, INC.

Under penalties of law, I declare that I have examined this certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. (MUST BE SIGNED BY ANY TWO EXECUTIVE OFFICERS OR DIRECTORS OF THE CORPORATION.)

BY: X A.G. Johnson, Jr.  
 TITLE: President

BY: X Stephen W. Craig  
 TITLE: Secretary

**ARIZONA CORPORATION COMMISSION**

2222 WEST ENCANTO BLVD. SUITE 210-D  
PHOENIX, ARIZONA 85009

103217

415 WEST CONGRESS AVENUE TUCSON, ARIZONA 85701

**ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128**

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1 102

DIRECTIONS: Please complete both sides of this Annual Report, and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE. REPORT MUST BE FILED ON OR BEFORE:

**A. CORPORATION INFORMATION:**

Corporation Name: THUNDERBIRD FREIGHT LINES, INC.  
Street Address: 1515 S. 22ND AVE.  
P.O. Box (if any): PHOENIX, AZ 85009  
City, State, Zip Code:

353610  
100 3696 4/13/77 30.00 TL

FILE NO. 050232-6  
TYPE OF CORPORATION PROFIT  
FEE \$30.00

Principal Office of  
Non-Arizona Corporations:

Street (if any):  
City, State, Zip Code:

Name of Arizona Statutory Agent: STEPHEN W. CRAIG  
Street Address: 2100 VALLEY CENTER  
City, State, Zip Code: PHOENIX, AZ 85073

<b>ANNUAL REPORT FOR YEAR ENDING</b>		
12	31	77
<small>MJ.</small>	<small>DAY</small>	<small>YR.</small>

**B. SPECIAL INSTRUCTIONS:** If there has been a change in any of the preceding information, please indicate below the change required.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

RECEIVED  
NOV 11 AM 9:41  
ARIZONA CORPORATION COMMISSION

**C. CAPITALIZATION:** Aggregate number of shares itemized as follows. \*NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
200,000	COMMON		\$10.00
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
2,000	COMMON		\$10.00

**D. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.**

INTERSTATE TRUCKING  
\_\_\_\_\_  
\_\_\_\_\_



(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

E. OFFICERS:

President

Name: A. G. JOHNSON, JR.  
Street Address: 1515 S. 22ND AVE.  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Vice-President - ADMINISTRATION

Name: ROY E. MORRIS  
Street Address: 1515 S. 22nd AVE  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Secretary

Name: STEPHEN W. CRAIG  
Street Address: 3100 VALLEY CENTER  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85073  
Date of taking this office: MO. 4 DAY 26 YR. 77

Treasurer

Name: A. G. JOHNSON, JR.  
Street Address: 1515 S. 22nd. Ave.  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Other Executive Officer (title) VICE PRES.-SALES & TRAFFIC

Name: C. F. OWENS  
Street Address: 1515 S. 22ND. AVE  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Other Executive Officer (title) ASST. SECY & ASST. TREAS.

Name: JAMES H. LIEM  
Street Address: 1515 S. 22ND AVE  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Other Executive Officer (title)

Name:  
Street Address:  
P.O. Box:  
City, State, Zip Code:  
Date of taking this office: MO. DAY YR.

Other Executive Officer (title)

Name:  
Street Address:  
P.O. Box:  
City, State, Zip Code:  
Date of taking this office: MO. DAY YR.

F. DIRECTORS:

Director

Name: A. G. JOHNSON, JR.  
Street Address: 1515 S. 22ND AVE  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Director

Name: EDWARD A. TOVREA  
Street Address: 1515 S. 22ND AVE  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Director

Name: ROY E. MORRIS  
Street Address: 1515 S. 22ND AVE.  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Director

Name: C. F. OWENS  
Street Address: 1515 S. 22ND AVE.  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Director

Name: JAMES H. LIEM  
Street Address: 1515 S. 22ND AVE  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85009  
Date of taking this office: MO. 4 DAY 26 YR. 77

Director

Name: STEPHEN W. CRAIG  
Street Address: 3100 VALLEY CENTER  
P.O. Box:  
City, State, Zip Code: PHOENIX, AZ 85073  
Date of taking this office: MO. 4 DAY 26 YR. 77

Director

Name:  
Street Address:  
P.O. Box:  
City, State, Zip Code:  
Date of taking this office: MO. DAY YR.

Director

Name:  
Street Address:  
P.O. Box:  
City, State, Zip Code:  
Date of taking this office: MO. DAY YR.

(OVER)



**G. STATEMENT OF FINANCIAL CONDITION  
BALANCE SHEET**

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A.R.S. § 10-127, A COPY OF SCHEDULE L, FILED WITH THE INTERNAL REVENUE SERVICE, OR A COPY OF SCHEDULE L, FORM 120 FILED WITH THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 43, ARIZONA REVISED STATUTES.

<u>ASSETS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cash .....		294,727
Trade notes and accounts receivable .....	654,588	
(a) Less allowance for bad debts .....	33,528	621,060
Inventories .....		78,070
Gov't obligations: (a) U.S. and instrumentalities .....		
(b) State, subdivisions thereof, etc. ....		
Other current assets .....		747,905
Loans to shareholders .....		
Mortgage and Real Estate loans .....		
Other investments .....		
Buildings and other fixed depreciable assets .....	2,726,785	
(a) Less accumulated depreciation .....	2,061,724	665,061
Depletable assets .....		
(a) Less accumulated depletion .....		
Land (net of any amortization) .....		
Intangible assets (amortizable only) .....	207,376	
(a) Less accumulated amortization .....	14,808	192,568
Other assets .....		1,958,408
		4,557,799
Total assets .....		
 <u>LIABILITIES AND CAPITAL</u>		
Accounts payable .....		516,943
Mtges., notes, bonds payable in less than 1 yr. ....		15,967
Other current liabilities .....		448,262
Loans from shareholders .....		
Mtges., notes, bonds payable in 1 yr. or more .....		
Other liabilities <u>DEFERRED TAXES ON INCOME</u> .....		409,975
Total Liabilities .....		1,391,147
Capital stock:		
(a) Preferred stock .....		20,000
(b) Common stock .....	20,000	
Paid-in-or capital surplus .....		
Retained earnings - Appropriated .....		
Retained earnings - Unappropriated .....		3,146,652
Less cost of treasury stock .....		
Total Capital .....		3,166,652
Total Liabilities and Capital .....		4,557,799

**H. SHAREHOLDERS: DIRECTIONS:** Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder Name: THUNDERBIRD SOUTHWEST CORPORATION	<input type="checkbox"/>	Shareholder Name: _____	<input type="checkbox"/>
Shareholder Name: _____	<input type="checkbox"/>	Shareholder Name: _____	<input type="checkbox"/>
Shareholder Name: _____	<input type="checkbox"/>	Shareholder Name: _____	<input type="checkbox"/>

**I. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.**

Under penalties of law, I declare that I have examined this report, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. **MUST BE SIGNED BY PRESIDENT, VICE PRESIDENT, SECRETARY, ASSISTANT SECRETARY OR TREASURER.**

BY: X AS. Johnson BY: X SW Craig  
 TITLE: PRESIDENT TITLE: SECRETARY

April 10, 1978  
 (Date of Signing)

**NOTE:**  
 If you are unable to file this Annual Report on or before the date which appears on page 1 of this report, you may, but only on or before that date, file a written request to the Incorporating Division, Annual Report Section for an extension of time, not to exceed 60 days, in which to file this report. The request for an extension of time **MUST** be accompanied by the annual fee which also appears in part A on page 1 of this report. Only after filing that request and paying the annual fee can the Commission grant this request for extension.

**J. CERTIFICATE OF DISCLOSURE** CHECK BOX "A" OR "B" WHICHEVER IS APPROPRIATE  
 A.R.S. 10-128

THE UNDERSIGNED CERTIFY THAT:

- A.**   
 No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
  2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
  3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate, where such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

**B.**   
 The following persons serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation, have been or are subject to one or more of the statements listed in items 1 through 3 above:

I. NAME(S) \_\_\_\_\_

II. THE FOLLOWING INFORMATION ON EACH PERSON LISTED MUST ACCOMPANY THIS REPORT.

1. Full name and prior names used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediately preceding 7 year period).
5. Date and location of birth.
6. Social security number.
7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case.

DATED \_\_\_\_\_ EXACT CORPORATE NAME THUNDERBIRD FREIGHT LINES, INC.

Under penalties of law, I declare that I have examined this certificate including any attachments, and to the best of my knowledge and belief it is true, correct and complete. **MUST BE SIGNED BY ANY TWO EXECUTIVE OFFICERS OR DIRECTORS OF THE CORPORATION.**

BY: X AS. Johnson BY: X SW Craig  
 TITLE: PRESIDENT TITLE: SECRETARY

Date of Signing April 10, 1978

**NOTE:**  
 Before returning this to the Commission, please make sure that you have signed part I AND part J of this report, please make sure that you have checked the appropriate box in part J of this report, and that you have submitted your check or other remittance for the annual fee which is required by law to accompany this report. If you have any questions, please contact the Annual Report Section of the Incorporating Division of the Arizona Corporation Commission.

TSS  
10/16/78

STATEMENT OF CHANGE OF KNOWN PLACE OF BUSINESS

RECEIVED  
OCT 12 1978  
ARIZONA CORP. COMMISSION  
INCORPORATING DIVISION

OR STATUTORY AGENT, OR BOTH,

OF

THUNDERBIRD FREIGHT LINES, INC. # 050232-6

Pursuant to the provisions of the Arizona Business Corporation Act, the undersigned corporation, organized under the laws of the State of Arizona, submits the following statement for the purpose of changing its known place of business or its statutory agent, or both, in the State of Arizona.

I. The name of the corporation is THUNDERBIRD FREIGHT LINES, INC.

II. The address of its present known place of business is 3100 Valley Center Building, 201 North Central, Phoenix, Arizona 85073.

T

III. The address to which its known place of business is to be changed is Luhrs Building (Suite 603), Phoenix, Arizona 85003.

IV. The name and address of its present statutory agent is Mr. Steven W. Craig, 3100 Valley Center Building, 201 North Central, Phoenix, Arizona 85073.

T

V. The name and address of its successor statutory agent is UNITED STATES CORPORATION COMPANY, Luhrs Building (Suite 603), Phoenix, Arizona 85003.

VI. Such change was duly authorized by the corporation.

Dated: October 4, 1978.

By JF Heman  
Its President or Vice President



ARIZONA CORPORATION COMMISSION

2222 WEST ENCANTO BLVD, SUITE 210-D  
PHOENIX, ARIZONA 85009

415 WEST CONGRESS AVENUE TUCSON, ARIZONA 85701

T. 004  
3-19-79

ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1-102

DIRECTIONS: Please complete both sides of this Annual Report, and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE. REPORT MUST BE FILED ON OR BEFORE: 04/15/79

A. CORPORATION INFORMATION:

Corporation Name: THUNDERBIRD FREIGHT LINES, INC.  
Street Address: UNITED STATES CORP COMPANY  
P.O. Box (if any): LUHRS BLDG #603  
City, State, Zip Code: PHOENIX AZ 85003

774010 4 30.00 I  
100 7740 3/19/79 30.00 TL

FILE NO. 050232-6  
TYPE OF CORPORATION PROFIT  
FEE 30.00

Principal Office of Non-Arizona Corporations:

Suite # (if any):  
City, State, Zip Code:

Name of Arizona Statutory Agent: UNITED STATES CORP COMPANY  
Street Address: LUHRS BLDG #603  
City, State, Zip Code: PHOENIX AZ 85003

ANNUAL REPORT FOR YEAR ENDING  
12 31 78  
MO. DAY YR.

B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, please indicate below the change required.

C. \* CAPITALIZATION: Aggregate number of shares itemized as follows.

\* NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
200,000	Common		\$10.00
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
2,000	Common		\$10.00

D. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.

Interstate trucking

(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

**E. OFFICERS:**

**President**

Name V. Wayne Varozza  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Vice-President**

Name Richard J. Frazer  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Secretary**

Name Andrew J. Skaff  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Treasurer**

Name Richard J. Frazer  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Other Executive Officer (title) Vice President**

Name Thomas F. Herman  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Other Executive Officer (title) Vice President**

Name A. G. Johnson, Jr.  
Street Address 1515 South 22nd Avenue  
P.O. Box None  
City, State, Zip Code Phoenix, AZ 85009  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Other Executive Officer (title) Chairman of the Board**

Name Thomas R. Dwyer  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Other Executive Officer (title)**

Name \_\_\_\_\_  
Street Address \_\_\_\_\_  
P.O. Box \_\_\_\_\_  
City, State, Zip Code \_\_\_\_\_  
Date of taking this office: MO. \_\_\_\_\_ DAY \_\_\_\_\_ YR. \_\_\_\_\_

**F. DIRECTORS:**

**Director**

Name Thomas R. Dwyer  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Director**

Name Thomas F. Herman  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Director**

Name V. Wayne Varozza  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Director**

Name Richard J. Frazer  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Director**

Name A. G. Johnson, Jr.  
Street Address 1515 South 22nd Avenue  
P.O. Box None  
City, State, Zip Code Phoenix, AZ 85009  
Date of taking this office: MO. 12 DAY 18 YR. 78

**Director**

Name Andrew J. Skaff  
Street Address 333 Hegenberger Road  
P.O. Box P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office: MO. 6 DAY 13 YR. 78

**Director**

Name \_\_\_\_\_  
Street Address \_\_\_\_\_  
P.O. Box \_\_\_\_\_  
City, State, Zip Code \_\_\_\_\_  
Date of taking this office: MO. \_\_\_\_\_ DAY \_\_\_\_\_ YR. \_\_\_\_\_

**Director**

Name \_\_\_\_\_  
Street Address \_\_\_\_\_  
P.O. Box \_\_\_\_\_  
City, State, Zip Code \_\_\_\_\_  
Date of taking this office: MO. \_\_\_\_\_ DAY \_\_\_\_\_ YR. \_\_\_\_\_

**G. STATEMENT OF FINANCIAL CONDITION  
BALANCE SHEET**

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A.R.S. § 10-127, A COPY OF SCHEDULE L, FILED WITH THE INTERNAL REVENUE SERVICE, OR A COPY OF SCHEDULE L, FORM 120 FILED WITH THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 43, ARIZONA REVISED STATUTES.

(In Thousands)

<u>ASSETS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cash .....		131
Trade notes and accounts receivable .....	679	
(a) Less allowance for bad debts .....		679
Inventories .....		28
Gov't obligations: (a) U.S. and instrumentalities .....		
(b) State, subdivisions thereof, etc. ....		
Other current assets .....		307
Loans to shareholders .....		
Mortgage and Real Estate loans .....		
Other investments .....		
Buildings and other fixed depreciable assets .....	2,690	
(a) Less accumulated depreciation .....	2,221	469
Depletable assets .....		
(a) Less accumulated depletion .....		
Land (net of any amortization) .....		
Intangible assets (amortizable only) .....	207	
(a) Less accumulated amortization .....	20	187
Other assets .....		2,648
		4,449
Total assets .....		
 <u>LIABILITIES AND CAPITAL</u>		
Accounts payable .....		253
Mtges., notes, bonds payable in less than 1 yr. ....		
Other current liabilities .....		573
Loans from shareholders .....		
Mtges., notes, bonds payable in 1 yr. or more .....		
Other liabilities .....		
	Total Liabilities .....	826
Capital stock: (a) Preferred stock .....		
(b) Common stock .....	20	20
Paid-in-or capital surplus .....		
Retained earnings - Appropriated .....		
Retained earnings - Unappropriated .....		3,603
Less cost of treasury stock .....		
	Total Capital .....	3,623
	Total Liabilities and Capital .....	4,449



**H. SHAREHOLDERS - DIRECTIONS:** Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder Name <u>Thunderbird Southwest Corp.*</u> <input type="checkbox"/>	Shareholder Name _____ <input type="checkbox"/>
Shareholder Name _____ <input type="checkbox"/>	Shareholder Name _____ <input type="checkbox"/>
Shareholder Name _____ <input type="checkbox"/>	Shareholder Name _____ <input type="checkbox"/>

\* Owns all of the issued and outstanding stock

**I. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE.**

Under penalties of law, I declare that I have examined this report, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. **MUST BE SIGNED BY PRESIDENT, VICE PRESIDENT, SECRETARY, ASSISTANT SECRETARY OR TREASURER.**

BY: X [Signature]  
TITLE President

BY: X [Signature]  
TITLE Secretary

3/5/79  
(Date of Signing)

**NOTE:**

If you are unable to file this annual Report on or before the date which appears on page 1 of this report, you may, but only on or before that date, file a written request to the Incorporating Division, Annual Report Section for an extension of time, not to exceed 60 days, in which to file this report. The request for an extension of time **MUST** be accompanied by the annual fee which also appears in part A on page 1 of this report. Only after filing that request and paying the annual fee can the Commission grant this request for extension.

**J. CERTIFICATE OF DISCLOSURE**  
A.R.S. 10-128

**CHECK BOX "A" OR "B" WHICHEVER IS APPROPRIATE**

THE UNDERSIGNED CERTIFY THAT

**A.**

No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate, where such injunction, judgment, decree or permanent order:
  - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
  - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
  - (c) Involved the violation of the antitrust or restraint laws of that jurisdiction.

**B.**

The following persons serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation, have been or are subject to one or more of the statements listed in items 1 through 3 above:

I. NAME(S) \_\_\_\_\_

II. THE FOLLOWING INFORMATION ON EACH PERSON LISTED MUST ACCOMPANY THIS REPORT.

1. Full name and prior names used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediately preceding 7 year period).
5. Date and location of birth.
6. Social security number.
7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case.

DATED 3/5/79 EXACT CORPORATE NAME Thunderbird Freightlines, Inc.

Under penalties of law, I declare that I have examined this certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete. **MUST BE SIGNED BY ANY TWO EXECUTIVE OFFICERS OR DIRECTORS OF THE CORPORATION.**

BY: X [Signature]  
TITLE President

BY: X [Signature]  
TITLE Secretary

Date of Signing 3/5/79

**NOTE:**

Before returning this to the Commission, please make sure that you have signed part I **AND** part J of this report, please make sure that you have checked the appropriate box in part J of this report, and that you have submitted your check or other remittance for the annual fee which is required by law to accompany this report. If you have any questions, please contact the Annual Report Section of the Incorporating Division of the Arizona Corporation Commission.

74/1/18 CK

222 WEST ENCANTO BLVD.  
SUITE 210-D  
PHOENIX, ARIZONA 85009

**ARIZONA CORPORATION COMMISSION**

415 WEST CONGRESS AVENUE  
TUCSON, ARIZONA 85701

**ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128**

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1-102

**DIRECTIONS:** Please complete all 4 sides of this Annual Report and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE.

**A. CORPORATION INFORMATION**

FILE NO. 050232-5

Corporation Name: THUNDERBIRD FREIGHT LINES, INC.  
Street Address: %UNITED STATES CORP COMPANY  
P.O. Box (if any): LUHRS BLDG #603  
City, State, Zip Code: PHOENIX AZ 85003



TYPE OF CORPORATION \_\_\_\_\_  
FEE 30.00  
PENALTY \_\_\_\_\_  
TOTAL 30.00

115813

Name of Arizona Statutory Agent: UNITED STATES CORP COMPANY  
Street Address: LUHRS BLDG #603  
City, State, Zip Code: PHOENIX AZ 85003

**ANNUAL REPORT FOR YEAR ENDING**

12 31 79  
MO DAY YR.

**DUE ON OR BEFORE**

04 15 80  
MO DAY YR.

**B. SPECIAL INSTRUCTIONS:** If there has been a change in any of the preceding information, please indicate below the change required.

**C. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.**

Transportation

**D. \*CAPITALIZATION:** Aggregate number of shares itemized as follows: \*NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
100,000 shares	common		\$10
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
2,000	common		\$10

**E. SHAREHOLDERS DIRECTIONS:** Fill in names of shareholders of record holding more than 20% of any class of shares if used by the corporation, including persons beneficially holding such shares through nominees. If additional space is needed, attach a separate sheet.

Shareholder Name: Thunderbird Southwest Corp.

Shareholder Name:

Shareholder Name:

Shareholder Name:

(LIST MUST BE COMPLETE — USE ADDITIONAL SHEET IF NECESSARY)

F. OFFICERS

President

Name V. Wayne Varozza
Street Address 333 Hegenberger Road, 94621
P.O. Box Post Office Box 2081, 94604
City, State, Zip Code Oakland, CA
Date of taking this office: MO 06 DAY 13 YR 78

Vice-President

Name Richard J. Frazer
Street Address 333 Hegenberger Road, 94621
P.O. Box Post Office Box 2081, 94604
City, State, Zip Code Oakland, CA
Date of taking this office: MO 06 DAY 13 YR 78

Secretary

Name Andrew J. Skaff
Street Address 333 Hegenberger Road, 94621
P.O. Box Post Office Box 2081, 94604
City, State, Zip Code Oakland, CA
Date of taking this office: MO 06 DAY 13 YR 78

Treasurer

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

Chief

Other Executive Officer (title) Financial Officer

Name Richard J. Frazer
Street Address 333 Hegenberger Road, 94621
P.O. Box Post Office Box 2081, 94604
City, State, Zip Code Oakland, CA
Date of taking this office: MO 06 DAY 13 YR 78

Other Executive Officer (title)

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

Other Executive Officer (title)

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

Other Executive Officer (title)

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

G. DIRECTORS

Director & Chairman of the Board

Name Thomas F. Herman
Street Address 333 Hegenberger Road, 94621
P.O. Box Post Office box 2081, 94604
City, State, Zip Code Oakland, CA
Date of taking this office: MO 01 DAY 15 YR 80

Director

Name V. Wayne Varozza
Street Address 333 Hegenberger Road, 94621
P.O. Box Post Office Box 2081, 94604
City, State, Zip Code Oakland, CA
Date of taking this office: MO 06 DAY 13 YR 78

Director

Name Richard J. Frazer
Street Address 333 Hegenberger Road, 94621
P.O. Box Post Office Box 2081, 94604
City, State, Zip Code Oakland, CA
Date of taking this office: MO 06 DAY 13 YR 78

Director

Name Andrew J. Skaff
Street Address 333 Hegenberger Road, 94621
P.O. Box Post Office Box 2081, 94604
City, State, Zip Code Oakland, CA
Date of taking this office: MO 06 DAY 13 YR 78

Director

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

Director

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

DO NOT WRITE IN THIS BLOCK FOR OFFICE USE ONLY

Table with 4 columns: INITIALS, ACTION, TRAN, DATE. Rows are labeled AC, AS, AF, AD on the right side.



**H. STATEMENT OF FINANCIAL CONDITION  
BALANCE SHEET**

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A.R.S. § 10-127, A COPY OF SCHEDULE L, FILED WITH THE INTERNAL REVENUE SERVICE, OR A COPY OF SCHEDULE L, FORM 120 FILED WITH THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 43, ARIZONA REVISED STATUTES.

<u>ASSETS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cash		5,806
Trade notes and accounts receivable		
(a) Less allowance for bad debts		264,865
Inventories		78,491
Gov't obligations: (a) U.S. and instrumentalities		
(b) State, subdivisions thereof, etc.		
Other current assets		120,111
Loans to shareholders		
Mortgage and Real Estate loans		
Other investments		
Buildings and other fixed depreciable assets	2,614,771	
(a) Less accumulated depreciation	2,293,425	321,346
Depletable assets		
(a) Less accumulated depletion		2,421,997
Land (net of any amortization)		
Intangible assets (amortizable only)		
(a) Less accumulated amortization		
Other assets		1,575,885
Total assets		4,788,501
<u>LIABILITIES AND CAPITAL</u>		
Accounts payable		808,316
Mtges., notes, bonds payable in less than 1 yr.		
Other current liabilities		
Loans from shareholders		
Mtges., notes, bonds payable in 1 yr. or more		
Other liabilities		
Total Liabilities		
Capital stock		
(a) Preferred stock		
(b) Common stock	20,000	20,000
Paid-in-or capital surplus		
Retained earnings - Appropriated		
Retained earnings - Unappropriated		3,960,185
Less cost of treasury stock		
Total Capital		3,980,185
Total Liabilities and Capital		4,788,501



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APR 1 1981

MAIL TO:

P.O. BOX 6019 - PHOENIX, ARIZONA 85005

1210 W. WASHINGTON  
PHOENIX, ARIZONA 85005

ARIZONA CORPORATION COMMISSION

403 WEST CONGRESS AVENUE  
TUCSON, ARIZONA 85701

ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128

FORM PURSUANT TO ADMINISTRATIVE RULE R-14-1-102

DIRECTIONS: Please complete all 4 sides of this Annual Report and return to the ARIZONA CORPORATION COMMISSION AT EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE.

A. CORPORATION INFORMATION

FILE NO. 050232-6

Corporation Name THUNDERBIRD FREIGHT LINES, INC.  
Street Address: UNITED STATES CORP COMPANY  
P.O. Box (if any) LUHRS BLDG #603  
City, State, Zip Code PHOENIX AZ 85003

610410 4 30.00 1

TYPE OF CORPORATION PROFIT  
FEE 30.00  
PENALTY  
TOTAL

Name of Arizona Statutory Agent: UNITED STATES CORP COMPANY  
Street Address LUHRS BLDG #603  
City, State, Zip Code PHOENIX AZ 85003

ANNUAL REPORT FOR YEAR ENDING

12 31 80  
MO DAY YR

DUE ON OR BEFORE

04 15 81  
MO DAY YR

B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, please indicate below the change required.  
Not applicable

C. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.  
Transportation

D. CAPITALIZATION: Aggregate number of shares itemized as follows: \*NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
200,000	Common	None	\$10
NUMBER ISSUED	CLASS	SERIES	PAR VALUE
2,000	Common	None	\$10

E. SHAREHOLDERS DIRECTIONS: Fill in names of shareholders of record holding more than 20% of any class of shares issued by the corporation, including persons beneficially holding shares in nominees. If additional space is needed, attach a separate sheet.

Shareholder Name: Thunderbird Southwest Corp.

Shareholder Name:

Shareholder Name:

Shareholder Name:

A. C. C. INCORPORATING DIV.  
APR 13 1981  
DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING.



(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

F. OFFICERS

President

Name V. Wayne Varozza
Street Address 333 Hegenberger Road
P.O. Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO 06 DAY 12 YR 78

Vice-President and Chief Financial Officer

Name Richard J. Frazer
Street Address 333 Hegenberger Road
P.O. Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO 06 DAY 12 YR 78

Secretary

Name Andrew J. Skaff
Street Address 333 Hegenberger Road
P.O. Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO 06 DAY 12 YR 78

WAZBANK

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

Chairman

Other Executive Officer (title) of the Board
Name Thomas F. Herman
Street Address 333 Hegenberger Road
P.O. Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO 01 DAY 25 YR 80

Other Executive Officer (title)

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

Other Executive Officer (title)

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

Other Executive Officer (title)

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

G. DIRECTORS

Director

Name Thomas F. Herman
Street Address 333 Hegenberger Road
P.O. Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO 06 DAY 12 YR 78

Director

Name V. Wayne Varozza
Street Address 333 Hegenberger Road
P.O. Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO 06 DAY 12 YR 78

Director

Name Richard J. Frazer
Street Address 333 Hegenberger Road
P.O. Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO 06 DAY 12 YR 78

Director

Name Andrew J. Skaff
Street Address 333 Hegenberger Road
P.O. Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO 06 DAY 12 YR 78

Director

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

Director

Name
Street Address
P.O. Box
City, State, Zip Code
Date of taking this office: MO DAY YR

DO NOT WRITE IN THIS BLOCK FOR OFFICE USE ONLY

Table with 4 columns: INITIALS, ACTION, TRAN, DATE. Rows are labeled AC, AS, AF, AD on the right side.

**H. STATEMENT OF FINANCIAL CONDITION  
BALANCE SHEET**

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A.R.S. § 10-127, A COPY OF SCHEDULE L FILED WITH THE INTERNAL REVENUE SERVICE, OR A COPY OF SCHEDULE L, FORM 120 FILED WITH THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 49, ARIZONA REVISED STATUTES.

<u>ASSETS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cash .....		39,413
Trade notes and accounts receivable .....	256,877	
(a) Less allowance for bad debts .....		256,877
Inventories .....		36,244
Gov't obligations: (a) U.S. and instrumentalities .....		
(b) State, subdivisions thereof, etc. ....		
Other current assets .....		92,005
Loans to shareholders .....		
Mortgage and Real Estate loans .....		
Other investments .....		
Buildings and other fixed depreciable assets .....	1,715,838	
(a) Less accumulated depreciation .....	(1,525,465)	190,373
Depletable assets .....		
(a) Less accumulated depletion .....		
Land (net of any amortization) .....		
Intangible assets (amortizable only) .....		
(a) Less accumulated amortization .....		
Other assets 4,052,628                      105,802 .....		4,158,430
Total assets .....		<u>4,773,342</u>
<b><u>LIABILITIES AND CAPITAL</u></b>		
Accounts payable .....		246,707
Mtges., notes, bonds payable in less than 1 yr. ....		
Other current liabilities .....		382,745
Loans from shareholders .....		
Mtges., notes, bonds payable in 1 yr. or more .....		
Other liabilities .....		
Total Liabilities .....		629,452
Capital stock: (a) Preferred stock .....		
(b) Common stock .....	20,000	20,000
Paid-in-or capital surplus .....		
Retained earnings - Appropriated .....		
Retained earnings - Unappropriated .....		4,123,890
Less cost of treasury stock .....		
Total Capital .....		4,143,890
Total Liabilities and Capital .....		<u>4,773,342</u>

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I. CHECK APPROPRIATE BOX(S) "A" OR "B"

**CERTIFICATE OF DISCLOSURE**  
A.R.S. Sections 10-128

Thunderbird Freight Lines, Inc.  
EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

- A. No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate
  2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate
  3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate where such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A. 1 through A. 3 above, the following information "MUST" be attached:
- |  |   |
|--|---|
| 1. Full name and prior names used.                         | 5. Date and location of birth.  |
| 2. Full birth name.  | 6. Social Security number.  |
| 3. Present home address.                                   | 7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case. |
| 4. Prior addresses (for immediate preceding 7 year period) |   |

**J. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE**

Under penalties of law, I declare that I have examined this report and the certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

\*Note: If a foreign corporation, the following declaration is also applicable: Under penalties of law I declare that I will comply with the provisions of A.R.S. Sec. 128.01

BY: [Signature] DATE 4/10/81

BY: [Signature] DATE 4/10/81

TITLE President

TITLE Vice President

**REMINDER: IS THE FORM SIGNED, ARE ALL FEES INCLUDED AND IS THE FINANCIAL CONDITION COMPLETED?**

ARIZONA CORPORATION COMMISSION  
2222 W. EPCANTO BLVD., SUITE 210  
PHOENIX, AZ 85009

PRESORTED  
FIRST CLASS MAIL  
U.S. POSTAGE PAID  
PHOENIX, AZ  
Permit No. 621

THUNDERBIRD FREIGHT LINES, INC.  
UNITED STATES CORP COMPANY  
LUFERS BLDG #603  
PHOENIX AZ 85003



1210 W WASHINGTON  
PHOENIX, ARIZONA 85007

MAIL TO:  
P.O. BOX 6019 - PHOENIX, ARIZONA 85005  
ARIZONA CORPORATION COMMISSION

1001 S. GILCHRIST AVENUE  
TUCSON, ARIZONA 85701

### ANNUAL REPORT ARS 10-125 & CERTIFICATE OF DISCLOSURE ARS 10-128

FORM PURSUANT TO ADMINISTRATIVE RULE 14-1-102  
DIRECTIONS: Please complete all 4 sides of this Annual Report and return to the ARIZONA CORPORATION COMMISSION  
P.O. Box 6019, Phoenix, Az 85005 (DR) 402 W. Congress, Tucson, Az 85701 with your Fee.

#### A. CORPORATION INFORMATION:

FILE NO: 050232-6

Corporation Name: THUNDERBIRD FREIGHT LINES, INC.

Street Address: UNITED STATES CORP COMPANY

P.O. Box (if any): LUHRS BLDG #603

City, State, Zip Code: PHOENIX AZ 85003

TYPE OF CORPORATION: PROFIT

FEE: 30.00

PENALTY: 30.00

TOTAL: 30.00

Name of Arizona Statutory Agent: UNITED STATES CORP COMPANY

Street Address: LUHRS BLDG #603

City, State, Zip Code: PHOENIX AZ 85003

ANNUAL REPORT FOR YEAR ENDING		
12	31	81
MO	DAY	YR
DUE L JR BEFC RE		
04	15	82
MO	DAY	YR

#### B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, please indicate below the change required.

#### C. BRIEF STATEMENT OF THE CHARACTER OF BUSINESS IN WHICH THE CORPORATION IS ACTUALLY ENGAGED IN ARIZONA.

Regulated highway common carrier.

#### D. CAPITALIZATION: Aggregate number of shares itemized as follows \*NOT REQUIRED FOR NON-PROFIT CORPORATIONS

NUMBER AUTHORIZED	CLASS	SHARES	PAR VALUE
100,000	Common		10.00
A.C.C. INCORPORATING DIV.			
NUMBER ISSUED	CLASS	SHARES	PAR VALUE
2,000	Common		10.00
RECEIVED APR 6 1982			

#### E. SHAREHOLDERS DIRECTIONS: Fill in names of all shareholders of each class of shares issued by the corporation including shares held by the corporation, directly or indirectly, through nominees, additional states, trusts, etc. If the corporation is a public utility, include the name of the public utility.

Shareholder Name: THUNDERBIRD SOUTHWEST CORP. JUL 29 1982

Shareholder Name: ARIZONA CORP. COMMISSION JUL 01 1982

DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING

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(LIST MUST BE COMPLETE - USE ADDITIONAL SHEET IF NECESSARY)

**F. OFFICERS**

**President**

Name V. Wayne Varozza  
Street Address 333 Hegenberger Road  
P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office MO 8 DAY 1 YR 81

**Vice-President**

Name Elbert Mitchell  
Street Address 4835 LBJ Freeway  
P.O. Box \_\_\_\_\_  
City, State, Zip Code Dallas, TX 75234  
Date of taking this office MO 8 DAY 1 YR 81

**Secretary**

Name Andrew Skaff  
Street Address 333 Hegenberger Road  
P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office MO 8 DAY 1 YR 81

**Treasurer**

Name Charles Pass  
Street Address 333 Hegenberger Road  
P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office MO 10 DAY 1 YR 81

**Other Executive Officer (title) Vic President**

Name John Koonsman  
Street Address 4835 LBJ Freeway  
P.O. Box \_\_\_\_\_  
City, State, Zip Code Dallas, TX 75234  
Date of taking this office MO 8 DAY 1 YR 81

**Other Executive Officer (title) \_\_\_\_\_**

Name \_\_\_\_\_  
Street Address \_\_\_\_\_  
P.O. Box \_\_\_\_\_  
City, State, Zip Code \_\_\_\_\_  
Date of taking this office MO \_\_\_\_\_ DAY \_\_\_\_\_ YR \_\_\_\_\_

**Other Executive Officer (title) \_\_\_\_\_**

Name \_\_\_\_\_  
Street Address \_\_\_\_\_  
P.O. Box \_\_\_\_\_  
City, State, Zip Code \_\_\_\_\_  
Date of taking this office MO \_\_\_\_\_ DAY \_\_\_\_\_ YR \_\_\_\_\_

**G. DIRECTORS**

**Director**

Name V. Wayne Varozza  
Street Address 333 Hegenberger Road  
P.O. Box 2081  
City, State, Zip Code Oakland, CA 94621  
Date of taking this office MO 8 DAY 1 YR 81

**Director**

Name Elbert Mitchell  
Street Address 4835 LBJ Freeway  
P.O. Box \_\_\_\_\_  
City, State, Zip Code Dallas, TX 75234  
Date of taking this office MO 8 DAY 1 YR 81

**Director**

Name Fred Bingham  
Street Address 4835 LBJ Freeway  
P.O. Box \_\_\_\_\_  
City, State, Zip Code Dallas, TX 75234  
Date of taking this office MO 8 DAY 1 YR 81

**Director**

Name Daniel Feehan  
Street Address 1929 Allen Parkway  
P.O. Box \_\_\_\_\_  
City, State, Zip Code Houston, TX 77019  
Date of taking this office MO 8 DAY 1 YR 81

**Director**

Name John Koonsman  
Street Address 4835 LBJ Freeway  
P.O. Box \_\_\_\_\_  
City, State, Zip Code Dallas, TX 75234  
Date of taking this office MO 8 DAY 1 YR 81

**Director**

Name \_\_\_\_\_  
Street Address \_\_\_\_\_  
P.O. Box \_\_\_\_\_  
City, State, Zip Code \_\_\_\_\_  
Date of taking this office MO \_\_\_\_\_ DAY \_\_\_\_\_ YR \_\_\_\_\_

**DO NOT WRITE IN THIS BLOCK FOR OFFICE USE ONLY**

INITIALS	ACTION	TRAN	DATE	
				AC
				AS
				AF
				AD

I, (individual) and/or We, (corporation), having been designated to act as Statutory Agent, hereby consents to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Statutory Agent - individual and/or Statutory Agent - corp.

0000 1261

**H. STATEMENT OF FINANCIAL CONDITION  
BALANCE SHEET**

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A.R.S. § 10-127, A COPY OF SCHEDULE L FILED WITH THE INTERNAL REVENUE SERVICE OR A COPY OF SCHEDULE L FORM 120 FILED WITH THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 43, ARIZONA REVISED STATUTES.

<u>ASSETS</u>	<u>AMOUNT</u>	<u>TOTAL</u>
Cash .....		55,737
Trade notes and accounts receivable .....	4,488,544	
(a) Less allowance for bad debts .....		4,488,544
Inventories .....		33,281
Gov't obligations (a) U.S. and instrumentalities .....		
(b) State, subdivisions thereof, etc. ....		
Other current assets .....		15,138
Loans to shareholders .....		
Mortgage and Real Estate loans .....		
Other investments .....		
Buildings and other fixed depreciable assets: .....	1,033,909	
(a) Less accumulated depreciation .....	930,265	103,644
Depletable assets .....		
(a) Less accumulated depletion .....		
Land (net of any amortization) .....		
Intangible assets (amortizable only) .....		
(a) Less accumulated amortization .....		
Other assets .....		
Total assets .....		<u>4,696,344</u>
 <u>LIABILITIES AND CAPITAL</u>		
Accounts payable .....		195,077
Mtges., notes, bonds payable in less than 1 yr. ....		
Other current liabilities .....		531,520
Loans from shareholders .....		
Mtges., notes, bonds payable in 1 yr. or more .....		
Other liabilities .....		
Total Liabilities .....		<u>726,597</u>
Capital stock: (a) Preferred stock .....		
(b) Common stock .....	20,000	20,000
Paid-in or capital surplus .....		
Retained earnings - Appropriated .....		
Retained earnings - Unappropriated .....		3,949,747
Less cost of treasury stock .....		
Total Capital .....		<u>3,969,747</u>
Total Liabilities .....		<u>726,597</u>
and Capital .....		<u>4,696,344</u>



I.

CHECK APPROPRIATE BOX(S) "A" OR "B"

**CERTIFICATE OF DISCLOSURE**

**A.R.S. Sections 10-128**

EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT

- A** No person serving either by election or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate
  2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate
  3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this certificate where such injunction, judgment, decree or permanent order
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction, or
    - (c) Involved the violation of the antitrust or restraint laws of trade laws of that jurisdiction

- B** For any person or persons who have been or are subject to one or more of the statements in items A. 1 through A. 3 above, the following information "MUST" be attached
- |  |  |
|--|--|
| 1. Full name and prior names used                          | 5. Date and location of birth  |
| 2. Full birth name   | 6. Social Security number  |
| 3. Present home address                                    | 7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case |
| 4. Prior addresses (for immediate preceding 7 year period) |  |

**J. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE**

Under penalties of law, I declare that I have examined this report and the certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete.

\*NOTE If a foreign corporation, the following declaration is also applicable: Under penalties of law I declare that I will comply with the provisions of A.R.S. Sec. 128.01

BY: Chad Wilson DATE: 4/2/83 BY: \_\_\_\_\_ DATE: \_\_\_\_\_  
 TITLE: Vice President Treasurer TITLE: \_\_\_\_\_

REMEMBER: IS THE FORM SIGNED, ARE ALL FEES INCLUDED AND IS THE FINANCIAL CONDITION COMPLETE?

**ARIZONA CORPORATION COMMISSION**  
 1210 W. WASHINGTON  
 PHOENIX, ARIZONA 85007

PRESCRIBED  
 FIRST CLASS MAIL  
 U.S. POSTAGE PMD  
 PHOENIX, AZ  
 Permit No. 621

THUNDERBIRD FREIGHT LINES, INC.  
 UNITED STATES CORP COMPANY  
 UHRS BLDG #603  
 PHOENIX AZ 85003

0000 1363