The same of the sa

Thunderbird Freight Lines Inc





To all to Whom these Presents shall time, Greetings

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 UNCORPORATION 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 HERE-AFTER 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. Goorge F. Sonner, 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
DA! OF January.

A. D. 1958.

CHAIRMAN.

ATTEST

SECRETARY.

NO. 50232

ASSISTANT SECRETARY

MARICOPA COUNTY	ARIZONA	Phoenix, Arizona	, 19.
	Moore, Recorder, Dr.	be paid strice	re required by law to thy in advance before the placed on record.
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ARIZONA CORPORATION COMMISSION

FILED

JAN 21958

Assumed to the state of the state

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

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

ration 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 corroration 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 here-in; on its own account to buy, sell and deal generally in any and every type and kind of commodity and property; - 2 -

(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 reissue the shares of its capital stock;
- (1) 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, vicepresidents, 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 whatso-ever.

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 pro
ceeding 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, en
dorsed thereon, to have the same force and effect as if

served upon an officer of the corporation. This appoint
ment may be revoked at any time by the filling of an appoint
ment of a successor agent.

Edward A. Torrea allan

chester W. L'Ecluse

Benjamin Miller

Harold Christopherson

STATE OF ARIZONA

ss.

County of Maricopa

On this the 3/ 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.

Kuth & Beatt

My commission expires:

My Combined Paper / pell 28, 1959

County of A

On this, the 19 thday of 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 Defectro

My commission expires:

county of Las an

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.

Notary Public

My commission expires: My Commission Septest Dec. 16, 1958 My Commission Septres Dec. 16, 1952

County of Los Angeles

On this, the 19th day of December, 1957, before me, the undersigned Notary Public, personally appeared BENJAMIN MILLER, know 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.

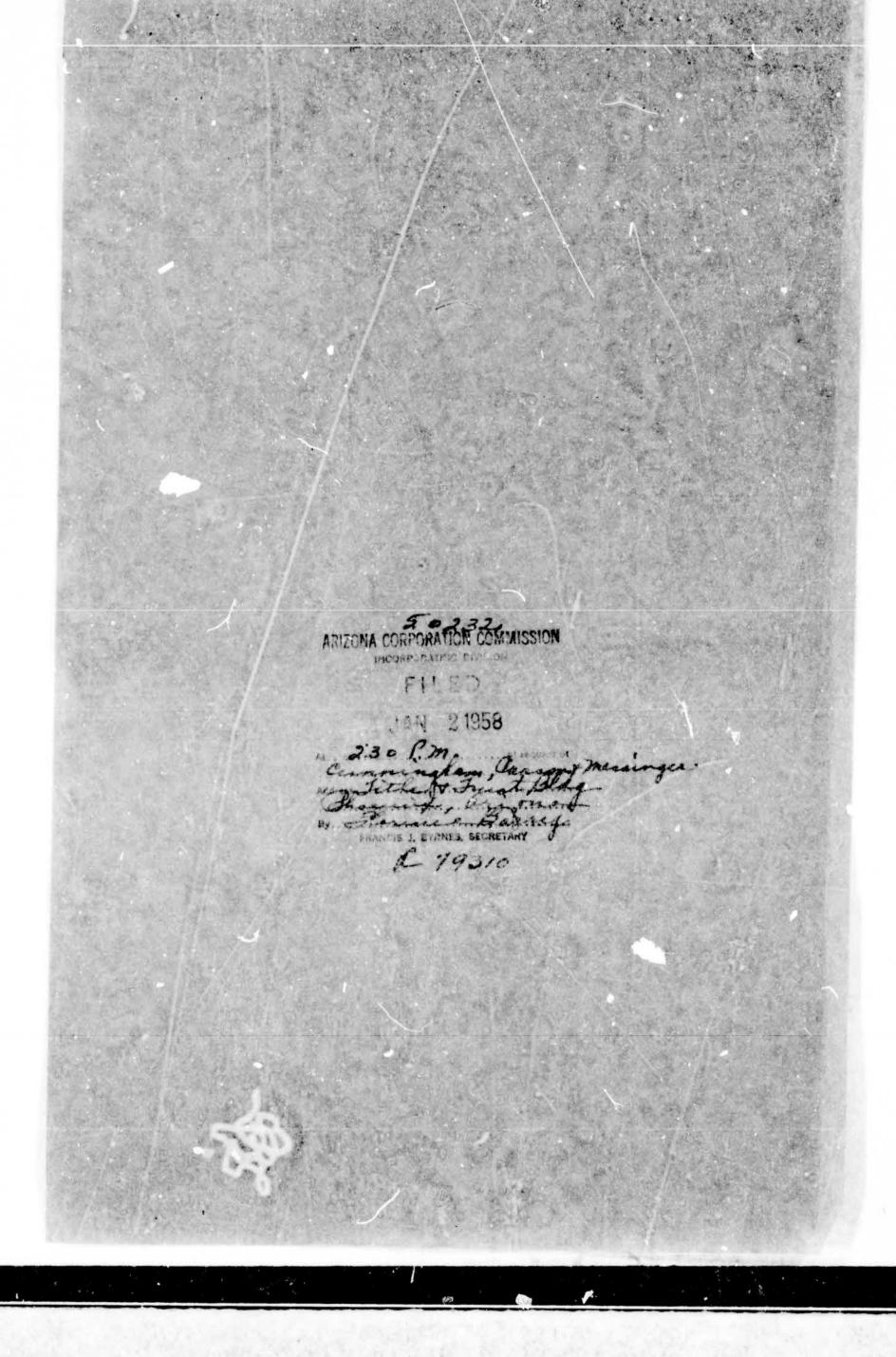
In witness whereof, I hereunto set my hand and official seal.

Lac Defection

Notary Public

My commission expires:

14, Commission Explos Dec. 15, 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

Se on

AFFIDAVIT OF PUBLICATION

Number...



STATE OF ARIZON .. COUNTY OF MARICOPA

HENRY R. KIEL, being first duly swom, 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:

Subscribed and sworn to before me this... A.D. 19 58

ARIZONA CORPORATION COMMISSION INCORPORATING DIVISION

FILED

FEB 111958

By MAD SECRETARY

GENE B CUNNINGHAM MET HER CHARLES A CARSON ME HER WM M MESS-MGER A CARRON GE GCMARD M ELLIOTT LARRY LAUGHVIN REITH Y MAGAN WILLIAM M MENNGUIST FRILLE M MESSINGER

TWM DELICER

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

December 26, 1958

ALPINE 4-4733 ALPINE 2-1784

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.

Very truly yours,

CUNNINGHAM, CARSON & MESSINGER

By

CAC:mg

RECEIVED

RECEIVED

DEC 29 1958

ARIZONA CORP. COM.
INC. STONATING

DIV.

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 RREIGHT 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 Cazette, the affidavit of publication of Sertificate of Amendment to Articles of Incorporation of THUNDERBIRD FREIGHT LINES, INC. Yours very truly, ARIZONA CORPORATION COMMISSION 50232 Incorporating division MSO/ha

AFFIDAVIT OF PUBLICATION

Number

STATE OF ARIZONA 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:

April 23, 30, May 7, 14, 21, 28, 1963 Subscribed and sworn to before me this.

A.D. 19 63

My Commission Expires Inn. 7, 1964

ARIZONA CORPORATION COMMISSION

FILED

Address

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On this the ///L 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.

My Commission Expires:

24

	1	CERTIFICATION				
2 1 1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	2	STATE OF ARIZONA }				
	3	County of Maricopa				
	4	ROY L. HARXINS, being first duly sworn, deposes and says				
	5	or oath:				
	6	He is Secretary of Thunderbird Freight Lines, Inc., corporation, and as such secretary has custody of the books ar records of the corporation, including the minute book.				
	7					
	8	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-				
	9	scn or by proxy. Notice of the aforesaid special meeting of stock- holders, as well as the benefits of \$10-321, Arizona Revised Statute				
	10	as amended, were expressly waived by each and all of the stock-				
	11	holders of the said Thunderbird Freight Lines, Inc. by an instrument in writing. At the said meeting the foregoing resolution was unani-				
	12	mously adopted by the affirmative vote of . ? per cent of the issued and outstanding stock of the said Thunderbird Freight Lines,				
	13	Inc. He has compared the text of the foregoing resolution with the original resolution and the original amendment as set forth in the				
	14	minutes of the said Thunderbird Freight Lines, Inc. and he hereby certifies that the two said texts are identical.				
	15	Po.1 1				
	16	for to Durk				
	17	Roy L. Harkins				
	18	Subscribed and sworn to before me this 1/2 day of December, 1962.				
	19					
	20	games R. Vymbro				
	21	My Commission Expires:				
	22	My Communication Empires May 28, 1963				
	23					
	24					
	25					

56232 ARIZONA CORPORATION CO TOISSANT DECORPOSITING STATE OF SE

APR 8 1963

My Ho 1963

Address 9/17 TYT Bridge Reauthough Lingue att Obdon

Address Golden Secretary

Al a Copilinet Secretary

R: 16866

June 3rd 1964

The Thunderbird Freight Lines, Inc. 1915 South 22nd Avenue Phoenia, Arisons

Gentlewen:

We have this date filed and placed of record the Recordation of the AMENDERNI to the INTICLES of INCORPORATION of CHUMDING IND FRUIGHT LINES, INC., from the office of the Cila County Recorder, Globe, Frizona.

Very truly yours,

ARIZONA CORPO A TOU COMMISSION.

Incorporating Da. teion.

tran

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 file	d for record in my office the	25	day of	May		. 1964
	Given under my hand and sea	al of office	this 25	day of	May	
A. D. 19	, 64		DORIS	PARKIN, Co	ounty Recorder Gila Co	unty, Arizona
			Ву	Jour	Recorder	

THUS AND SO RECOUNTY THEOS

ARIZONA 00 4 1 14,3310N

JUN3 1964

At request of

UP

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

Origie 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, Arizons

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, RECORDER

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

WILLIAM COLLIN

MAY 28 1964

Carlin San III

1466 San III

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LAW OFFICES DENE S COMMINGHAM INST-1958 CARSON MESSINGER ELLIOTT LAUGHLIN & RAGAN CHARLES A CARSON 1891 1952 FORMERLY CUNNINGHAM, CARSON & MESSINGER) C A CARSON III WHEN MESSINGER LARRY LAUGHLIN PHILIP W LESSINGER LEE R PERHY MICHARD H ELLIDIT 1400 GUARANTY BANK BUILDING JOSO NORTH CENTRAL AVENUE IDWARD F LOWER JR. ROBERT C BROOMFIELD HARRY M BEGGS PHOENIX ARIZONA 85012 SCHERT W HOLLAND TELEPHONE 264 2361 (AREA CODE 602) March 8, 1968 Arizona Corporation Commission The Capitol Annex 85007 Phoenix, Arizona 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.



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: Alumber 21, 1971

Alumber 21, 1971

C. A. Carson III

Appointment of Agent

Know All Men By These Presents: That	THUNDERBIRD FREIGHT LINES, INC.
The state of the s	, a corporation organized under the
aws of Arizona, does hereby appoint	JAMES KIMBRO
hree years, OR, a corporation licensed to transact for Incorporation, shall be its lawful agent in and company, to accept and acknowledge service of, or processes in any action, suit or proceeding that in any of the Courts of said State of Arizona, suthereof by said agent endorsed thereon, to have bresident and Secretary of said Company, the said Agent heretofore made by it for the purposes of Agent heretofore made by it for the purposes of	thas been a bona fide resident of Arizona for at least business in this State empowered by its Articles for the State of Arizona for and in behalf of said and upon who may be served, all necessary process it may be had or brought against the said Company ch service or process or notice, or the acceptance the same force and effect as if served upon the aid Corporation here revoking an appointment designated.
President, and attested by its Secretary, at Pl	noenix in the State of
Arizona this	4th day of
JAN JANY 1972. THUNDERB	A. G. Johnson, Jr. Plesident IRD FREIGHT LINES, INC.
By the President of the	

Appointment of Agent

COMPANY

AND CORPORATION COMMISSION
INCORPORATION COMMISSION
Incorporation of the Commission
Included the Commi

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INC. 332 5M 4-68

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The following resolution was duly passed at a special meeting of the stockholders of Thunderbird Preight 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 peralties 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:

President

James Emlus

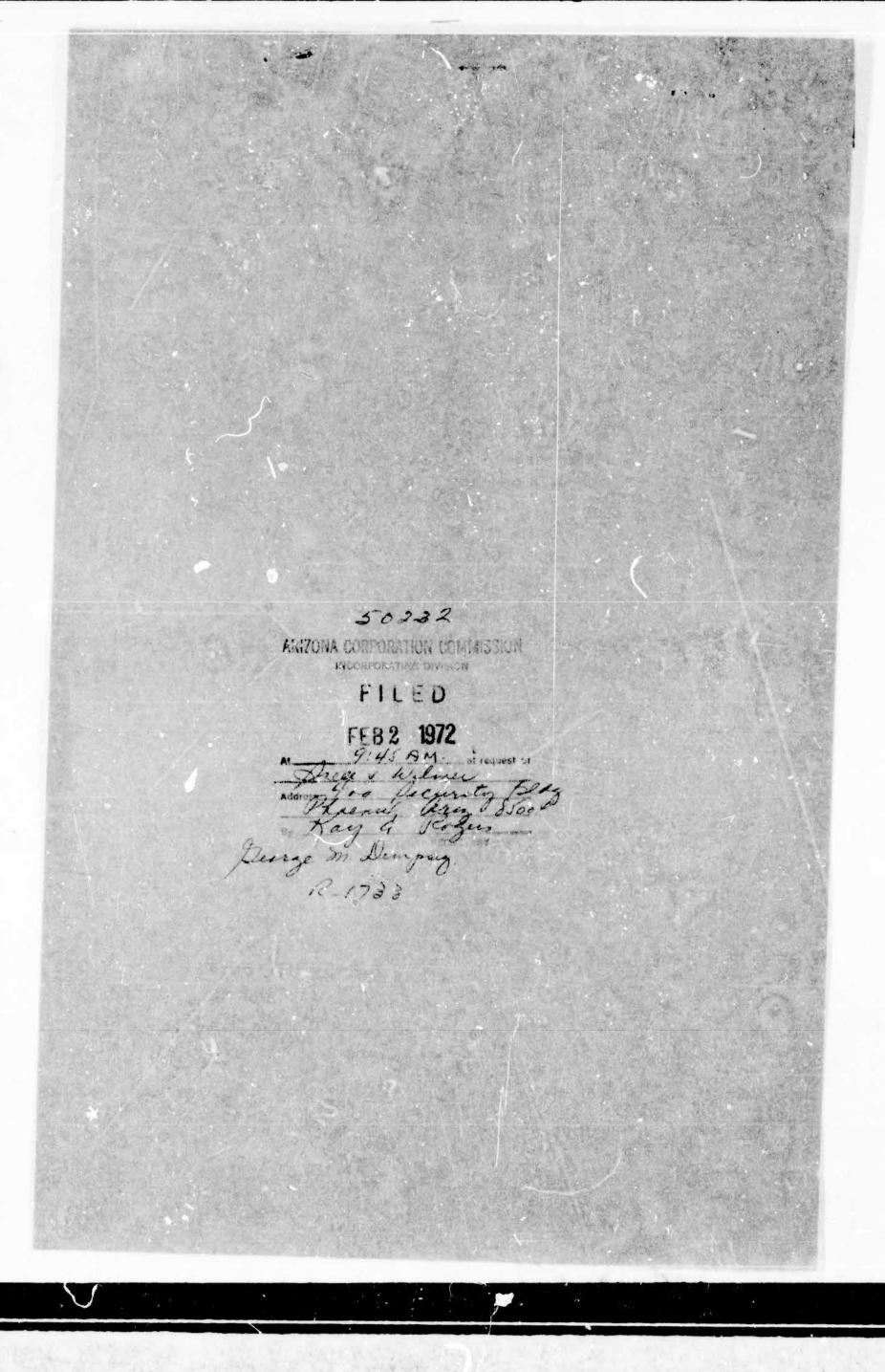
STATE OF ARIZONA)
| ss
| County of Maricopa |

On this the 14th day of December, 1971, before me, the undersigned officer, personally appeared. G. Johnson, Jr. and James R. Kimbro, who acknowledged the selves to be the Posident 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 2. President and Secretary.

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

My Commission Expires:

Sept 5,1972



RUSSELL WILLIAMS
CHARLES H. GARLAND
COMMISSIONER
AL FARON
COMMISSIONER



WILLIAM R JOHNSON

ARIZONA CORPORATION COMMISSION

1688 WEST ADAMS PHOENIX ARIZONA 85007

February 11, 1972

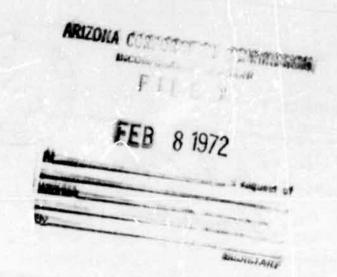
Stephen W. C.aig Shell & Wilmer Security Building Phoenix, AZ. 85004

Dear Mr. Craig:

RE:	THUNDERBIRD PREIGHT LINES, INC.	
	and filed Recordation of Amendment to	
COUNTY_	Maricopa	
	February 3, 1972	
Sincerel	у,	
	PORATION COMMISSION a Division	

jb

FEB 2 1972 19 RECORDED 1 OFFICE. Phoenix, Arizona, MARROPA COUNTY, ARIZONA SHELL & WILMER thes are required by law to paid strictly in advance before them is are placed on record. To PAUL N. MARSTON. Recorder. Dr. To Recording Instrument as follows: INSTRUMENT (1) (2) (3) 2 00 (4) (5) (6) PROPERTY PARTY PARTY



HUSSELL WILLIAMS
CHARLES H. GARLAND
COMMISSIONER
AL FARON
COMMISSIONER



WILLIAM R. JOHNSON

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.
	ved and filed Affidavit of Publication of_
Aile	andment to Articlesof Incorporation
DATE_	February 11, 1972
Since	rely,
	Baker NA CORPORATION COMMISSION porating Division
16	

50232

Affidavit of Publication

STATE OF ARIZONA County of Maricopa

No

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

Tempe Baily Nems

a newspaper of general circulation published at Tempe,

County of Maricopa, State of Arizona, that the CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF THUMBERSIRD 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

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

ARTICLES OF INCORPORATION OF THUNDERBIRD FREIGHT LINES.

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

ARTICLE XI — The corporation may indemnity any and all of its directors and officers or tormer directors and officers against expenses incrured by them, in cluding legal ress or judgments or penalties rendered or levied against any such person for actions or omissions alleged on 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 fail the that such person did not act, fail to act or refuse to act willfully or with gross negligence or will traudulent or criminal intent in regard to the matter.

This Article is made a pert of mese 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

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

On this me lath 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 Presisiont 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 Effinanam Notary Public (SEAL) My Commission Expire September 5, 1972 Pub. Feb. 4 — 10 worn to before me this 10 day of February , 19 72

mary V. Her

Notary Public.

Business Manager

Expire My Commission Expires Jan. 5, 1973



à . Car

ANNUAL REPO	RT for fiscal ye		December 31	non division	58.	
NAME OF COR	PORATION			i Freight Line h Ave Phoer		
ADDRESS.		T. L.				
OFFICERS		NAME	2860 S	Alamada	CITY	STATE Californ
President Vice-Pres.		Tovera	5001 E	Alameda Washington	Los Angeles Phoenix	1
Secretary	Roy Ha		2445 F	Rancho	Phoenix	Arizona
Freasurer	Roy He		2445 E	Rancho	Phoenix	Arizona
			FINANCIAL	STATEMENT		DF acree
	ASS	ETS		1	LIABILITIES	
Current Assets: Cash on H	and	(17.389)		Current Liabilities Notes Payable		
Demand De		1	(17,389)	Accts. Paya A		67.71
Inventories	1 m. cs 4	2.282	2.282	Accrued I b		10.30
	basis		57 1.35	Taxes a' ir	iterest \$	***********
	(trade) net		57,435	Other Currerdel		
Notes Rec.	The state of the s			Dividends dec		
Other curr	ent asecus.				ue (in 1 yr.) \$133.6	24
		-		Due Officers a		
		1	\$			\$133,674
Fixed Assets (d	epreciated) Sche	d. 1 and 2	\$ 435.597	Long Term Debts.		
Intangible Ascat	3 :			Reserves:		
Goodwill		•				
		-				-
Other Assets:		•		Other Liabilities:		-
ALMERICA CONTRACTOR	Securit es	\$		Long Te	rm ,376,8	23
California Sanca a moviment	Officers and			0.0.D.s	and Other 10,71	1
direct	707	5	-			.387,564
Deposi		\$ 18,761		Canital and Sumbu		
Deferred Charge		31.1.63		Capital and Surplu	nding (Sched, 3)	\$_25,500
Prepaid ex		3.735		Surplus (Sche		\$
Franch	n expenses	39.625	96.584	1900	A	\$150.245
		TOTAL :	574.509	D AL	TO TO	TAL \$574,509
	SCHI	POULE 1 PERSO	TAL PROPERT	OWNED, LEASED	OR COMPROCUED	
		1. 1245				Leased or
Loc	cation		Character	Make	d of Owned	Controlled
				13 6 029	Ore 3	
			41:	10-	76 003	
			Bli	- 141	\$	\$
				WNED, LEASED OR	111111111111111111111111111111111111111	3
	sc	HEDULE 2. A.	-176	•Meth	South I will be	Leased or
Loc	ation	90	Character	A Vetu		Controlled
	1-201		y .	alle S	26	
	1120	11333	101	4	0. 08	\$
		1 10	-00,-	nt, market, or other bas		1 \$
		-Indica	e cost, replacemen	it, market, or other bas	15.	
	SCHEDULE 3	CAPITAL			SCHEDOLE 4. SURPLU	IS
No.	Class		25 500	Paid in Surplus		\$
		ares Outstanding \$		Revaluation of asset Other capital surplu		\$ (50.245
		ares Outstanding \$. ares Outstanding \$.		Earned surplus (or		\$ (50.24.5
	Size	TOTAL S	25,500			TAL S
-						
OUNTY OF						
We,		rthur, Jr.		President, and	Roy Harkins	
ecretary of the	above-r. med co	orporation, do sole	mnly swear that	the foregoing is a true	complete and correct strong Com 's	tement to the best
a Anomicugo an	in bener, and in	re caused same to	be prepared and	allase	OK, Willi	UN_ Preside
ORPORATE SE	AL			£ 94	£4.6.	
				april	19.59	Secretar
	worn to before		day of	1 11000	0 6	.59
OTARY SEAL		M	y commission ex	pires yer		
				44.51-41.01		
r- POSSIB	LE, PLEASE US	SE TYPEWRITER	TO FILL REPO	RT. MAKE CHECKS	PAYABLE AND SEND	
	ARIZON	A CORPORATIO	N COMMISSION,	CAPITOL ANNEX, PI	HOENIX, ARIZONA	FEE \$25.0
Marilla Color 40				DO NOT FILL IN TH		9 19.59
Filed in the of	fice of the Arizo	ona Corporation C	ommission, Incor	poration Division	I hour	19-4-1
At request of	2204	901963			Year Y	+B.L
		alant.	and Ph	filed by		
		96062			.)	0232

ARIZONA CORPORATION COMMISSION

7	S21 N. 19th Ave. Pho	reight Lines, Inc.		
DDRESS	SKI N. 1900 AVE. Pho			
OFFICERS	NAME	S.PAET	CITY	STATE
resident	Allan Authur, Jr.	2860 S. Alameda	Los Angeles	California
ce-Pres.		3503 M 3055 E		
	Roy Harkins	1521 N. 19th Ave.	Phoenix	Arlzona
easurer			7. 1. 7. 11. 3	
Cash on Hand Demand Depos Inversion (curities cers and Deposit \$ 42426	\$ (14492) Accrued \$ 65177 Taxes a Other Curren Dividence Instr.lme Due Offi \$ 10672 \$ 379170 Long Term I Reserves: Other Liabilit Shares G Surplus	ilities: Pyable Payable (trade) Liabilities Ind interest \$ It Liabilities: It declared \$ Ints due (in 1 yr.) \$ 19432 Interest \$ In	108631 3060 2880 2880 194321 273171 25500 (82580
No. C	CHEDULE 3. CAPITAL lass pit 1 Shares Outstanding \$ Shares Outstanding \$ TOTAL \$	Other capital Earned surplu	assets surplus s (or deficit	\$ (82580) OTAL \$ (82580)
RPOBATE SEAL OSCIIDED AND SEAL OSCIIDED AND SWOT	n to before me this much he kundru M	day of day of day of the N COMMISSION, CAPITOL ANNI USE ONLY — DO NOT FILL I	true, complete and correct se Arizona Corporation Comm	Secreta

DDRESS		erbird Freight N. 19th Ave., P		zora	
	NAME		REET		
OFFICERS	Allan Arthur, Jr.	2860 S. Al		Los Angel as	California
esident ice-Pres.	Allan Alondi, ol.	2000 S. AL	ameda	LOS AREC. 38	Carifornia
	s Roy Harkins	1521 N. 19	th Ave.	Phoenix	Arizona
reasurer					
		FINANCIAL S	TATEMENT	- Cents (witted	
Current Assets:	ASSET9		Current Liabil	LIANLITES:	
Cash on H	(and s(13,731)		Notes 7a		
Demand D		• (13,731)	Acets. Pa	yable (trade)	92,295
Inventories		-	Accrued I	Liabilities	1.530
	basis	62,714	Taxes an	d interest \$	5,891
	(trade) net		Other Current	Liabilities:	
Notes Rec.			Pividends		
Special			THE RESERVE OF THE PARTY OF THE	ts due (in 1 yr.) \$	123,611
AND REAL PROPERTY AND REAL PRO	transport 6,220			ers and Directors \$	
		17,763			
fixed Assets (d	epreciated) Sched. 1 and 2	\$ 288.598	Long Term De	ebts.	210,399
langible Asse	Figure 1 and		Reserves:		
Goodwil'					
		s	-		
-					
Other Assets:			O'her Liabilitie	181	
Marketable	Securities \$	307	-		
Due from	Officers and		-		
direct	vars \$		_		
			Capital and Su	rolus:	
Deferred Charg	19.816		The state of the s	utstanding (Sched. 3)	\$ 25,500
Prepaid ex	on ryenses \$ 44,120		Surplus (Sched. 4)	(40,267)
Miscell	ane us 2.311	\$ 63,615			
	TOTAL	THE REE			TOTAL \$ 118,959
	SCHEDULE 3. CAPITAL		Paid in Surplus	SCHEDULE 4. SURF	cus
No. 2550 (Claus Capital Shares Outstanding	25,500	Revaluation of	6 4 1 1 1 1 1	A :
	Shares Outstanding				15
	Shares Outstanding	\$	Carned surplus	(or deficit	(40,267)
	TOTAL	25 500 4		(or deficite MA CORP. COM.	TOTAL \$ (40,267)
	rizona				
		- KS.			
OUNTY OF	ALIGEDA				
	lan R. Arthur		President, and	Roy Harkins	
scretary, of the	above-named corporation, do so ad belief, and have caused same t	olemnly swear that the	e going is a	true, complete and correct	statement is the best
o asic vieuge a:	no sener, and have extrem same	to be prepared and b	(FUOD	K (1974/11)	
ORPORATE SE	AL	D	01	1.	Presiden
		-	1703 to	and the same	Secretar
	evore to before me this 14th		March	18_6]	rus
TARY SEAL	Dames & Vimlino	My co mission expir	es My Commission	on Expires May 28, 1963	19
	ABIZONA ORPOBATION	R TO FILL REPORT	MAKE CHEC	KS PAYAZLE AND SEN	D REPORT TO— FEE \$25.
		E USE ONLY - DO			
Filed in the a	fice of the Arizona Corporation	an analysis and more than	A CARLON OF THE SECTION OF THE SECTI	43/2	1966
U	and a subcome con portation	and the state of t		7/1 (0) 0/0; 150	1
At request of		wi	nose address is_		

ARIZONA CORPORATION COMMISSION

NAME OF CORPORATION. ADDRESS	515 S. 22nd A	venue, Phoeni:	x, Arizona		
OFFICERS	NAME		STREET	CITY	STATE
	thur, Jr.		26th St. eet	Los Angeles	California
Vace-Pres.					
Secretary -Treas Roy Ha	rkins	2045 E. F	Rancho	Phoenix	Arizona
Treasurer					
		FINANCIAL	STATEMENT IC	ents Omitted)	
	ASSETS			LIABILITIES	
Current Assets:	16 467		Current Liabilitie		
Cash on Hand	s 15,457	15,457	Notes Payar		\$ 61,517
Demand Deposits		\$ 1,300	Acets. Paya		\$ 33,477
Inventories ()			Accrued Lia Taxes and i		6,175
Accts, v.ec. (trade) net		8 65,23E			
Notes Rec. (trado)		8	Other Current Lie	abinicas:	\$ 16,175
Other current assets:			Dividends de		
De, osits	s 11,847				7,500
The second second	- \$	- I Landara	Due Officers	and Directors \$	s 127,500
	8	\$ 11,847		\$	\$ 163,796
Fixed Assets		\$ 232,552	Long Term Debts		\$ 105,790
Intangible Assets			Receives		
Goodwill	S			\$	
			P. J. Commission of	\$	
				\$	\$
Other Assets:			Other 1 abilities		
Ma-ketable Securities	5				
Due from Officers and					
directors Miscellaneous		20,668			
Deferred Charges	*	20,000	Capital and Surpi	115	
Prepaid expenses	s 23,372			tanding (Sched. 3)	s 25,500
Organization expenses	s 63,713		St. phis (Sci	The state of the s	8 16,902
Deposit	\$ 6,220	8 93,805	St. p. str state	s .	8
		11. 8 444 , 867			TOTAL \$ 444,867
SCHEDU	LE 3. CAPITAL			SCHEDULE 4. SCI	F Water to the second
No. Class			Paid in Surplus	30	
2,550 Capital	_ Shares Outstand	ing \$ 25,500	R valuation of ass	ets / The Co	2 /10/8
	Shares Outstand	ing \$	Other orginal surp	lus Com	OH 1
	Shares Outstand		Earned surplus (o	r deficit) RV Y	.902
	TOT	11. 8 25,500		2 20	S 10 TAL 4 15, 102
STATE OF				7 6 30	Mary Arthur
COUNTY OF		0.4		5 C 6 16	
				1 271	III To
We, secretary, or the above-named or	agracution do salo	male may a that the	_, President, and	1/2	water for the board of our broad for
dge and belief, and have caused	i same to be prepar	ed and delive ed of	he Arizona Morgorati	on Commission	to the acst of our kine
Subscribed and sworn to before r	× (f)	- / /	Wille	ON WILLIAM	12. W.
44. 0	mi sion Expires Ma		2	26 1 .7	1 i'r side
The state of the s	1 /		73	The second	Sycret
NOTARY SEAL GALLE.	K Mini	C10	1		CORPORATE SE
DE COSSIDER PARA	SE USE TAPENO	ITER TO EDI DE	ORT MAKE CHECK	S PAYABLE AND SEND	
ARI	ZONA COMPORA	FION COMMISSION	, CAPITOL ANNEX.	PHOENIX, APIZONA	FEE \$25
	FOR OF	FICE USE ONLY -	DO SOT FILL IN TH	Ls BOX	19 /
Filed in the office of the Arizo	ma Corpu ation Co	mmission, Incorpora	tion Division	sarch p	117 1962
At request of Vagnus	2, 400 100	t fairail,	Lighthose address is/	747-11/16 41	thruilex
		F	iled by - ///	March	1
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1 1 2					0 6
# 56232		4 1	1		

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$25.00

	REPORT for fiscal y CORPORATION	The state of the s	Freight Line		. 19.62	
DDRESS	Contraction Contraction		d Avenue, Pho		zona	
FFICERS	NA!		STR		CITY- STATE	COMPENSATION
the state of the s		NAME OF TAXABLE PARTY.	The same of the sa			OUPLE MORITON
resident	Allan Arthur	, Jr.	2601 E. 26th	51.	Los Angeles, Calif.	
ice-Pres.						
ecretary }	Roy Harkins		2045 E. Ranc	no	Phoenix, Arizona	
reasurer 3	-	Port 4 Port 75 P. 4	******			
		BOARD OF I	DIRECTORS (II n	ore than five a	attach separate sheet)	
	Same.					
			PINANCIAL	STATEME	VT	
		SSETS	PINANCIAL	SIAILME	LIABILITIES	
urrent Asse	ets.			Current L	iabilities :	
Cash o	e Hand	\$ 34,021		Note	s Payab.a	\$
Deman	nd Deposits	\$ 12,897	\$ 46,918	Acct	s. Payable (trade)	\$ 68,859
nvents			s 1,150	1	ued Liabilities	\$ 35,338
	basis			1	s and interest \$	37,930
Acts.	Rec. (trade) net		\$ 84,873			
	Rec. (trade)		\$	Other Cur	rent Liabilities:	\$
	urrent assets			Divid	dends declared \$	
				Insta	ilments due (in 1 yr.) \$	
				Due	Officers and Directors \$	
Misc	ellaneous		s 659			\$
		•	\$ 282,275	Long Term	n Debts	\$ 259,880
ixed Assets			\$ 402,413	A CONTRACTOR OF THE PARTY OF TH	a Dema	
tangible A	ssets			Reserves:		
Goodw	ill	\$		-	*	
		\$	\$	1		
ther Assets					74.4	
	table Securities			Other Liab	offities;	
	or Officers and					
	rectors				S	
an	rectors	•	•		\$\$	\$
	22420			Capital an	d Surnlus	
Deferred Ch		25 010				\$ 25,500
	d expenses	\$ 25,819		1	es Outstanding (Sched. 3)	
	zation expenses	\$ 62,784	01 000	Surp	dus (Sched. 4)	\$ 73,266
Depo	sits	\$ 6,295	\$ 94,838			
		TOTA	L \$510,773			TOTAL \$ 510,773
	SCHEDUL	E 3. CAPITAL			SCHEDULE 4. SURPI	US
No.	Class			Paid in Su		\$
2550	Common	Shares Outstandi	ng \$ 25,500	Revaluation	or of assets	8
		Shares Outstandi		Other capi		8
		Shares Outstandi			rplus (or delicty)	\$ 73,266
			L \$ 25,500			TOTAL \$ 73,266
		1	., 4 12-00	4	WITH THE	
STATE OF	17	110			0	
COUNTY	MARIA	111 1			//	
/	000 A. 1	Mitth	W. B.		60 1	
Way 1	ulle 10	, wance	CAO:	, Presidem.	and 7 million	to the best of section
dge and bel	iet, and have caused	same to be prepara	od and derivered to	the Arizona/Co	rue complete and correct statemen orporation Commission	to the dest of our know
			200 1 10 /	1 111	Van K (1) the	1. 1.
ubscribed a	and swo ≹to before m	e this 7 day of 3	MAC. 196	cu	ceso . Journa	Presider
y commiss	ion expires My Com	mission Famires Ma	23, 1313 19	9	for starlein	// Secreta
	1	James K.	V lun	/		U
OTARY S	EAG	Signature	Cimin			CORPORATE SEA
11		E USE TYPEWRI			CHECKS PAYABLE AND SEAD R	EPORT TO —
	ARI				NNEX, PHGENIX, ARIZONA	FEE \$25.0
-			FICE USE ONLY -		L IN THIS BOX	1
		ra Corporation Cor	nmission, Incorpora			, 19
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	he office of the Arizo			whose addr	ress is 1 hor the	

-472	8 (8 (NC - 510 NOW 4 RA	ARIZGNA CORPORAT	ATION COMM TON DIVISION		FILING FEE \$25.00
ANNUAL R	EPORT for fiscal year ending	December 31	1	9 63	
ALBERTANCE CONTRACTOR	CORPORATION	Thunderbird Frei		Commence of the commence of th	
ADDRESS		1515 S. 22nd Ave	nue, Phoen	ix, Arizona	
OFFICERS	NAME	STF.E	ET	CITY- STATE	COMPENSATION
President	Allan Arthur, Jr.	2601 E. 2oth	St.	Los Angeles, Calit.	
Vice Pres					
Secretary	Roy Harkins	2045 E. Ranc		Phoeuix, Arizona	
Treasurer	Roy Harkins	2045 E. Ranc		Phoenix, Arizona	and the second
	BOARI	O OF DIRECTORS (If me	ere than five att	ach separate sheet)	
	- 7		بالطالفي		
					1
		FINANCIAL	STATEMENT	LIABILITIES	
Current Asse	ASSETS		Current Liab	The state of the s	
		7,630		Fayable	\$
	d Deposits \$ 1	3,447 \$ 141,077	Accts. 1	Payable (rade)	\$ 94,843
Invento	The state of the s	\$ 1,150	Accrue	d Liabilities	\$ 68,085
	basis	\$ 91,209	Taxes	and interest \$	83,815
	Rec (trade) net	\$ 51,209	Other Curren	nt Liabilities	š
	F.ec. (trade)		Divider	nds declared \$	
Other c	urrent assets :		-	nents due (in 1 yr.) \$	
			Due Of	fficers and Directors \$	
	Miscellaneous s	\$ 1,116			\$ 3.70 500
Fixed Assets		388,418	Long Tern: I	Debts.	\$ 279,582
Intangible A	serts:		Reserves		
Goodw					
	\$			•	
				\$	
Other assets			Other Liabili	itios :	
Market	table Securities \$		Other Liaon		
Due fre	om Officers and				
dir	rectors \$				
			Capital and	Sml.	
Deferred Ch	0.00	020	Capital and		\$ 25,500
		.939 .784		Outstanding (Sched. 3) as (Sched. 4)	s 165,935
Organi	The state of the s	,067 s 94,790	Surpiu	s (Sched. 4)	\$
		TOTAL \$ 717,760		- 1	OTAL \$ 717,760
	SCHEDULE 3, CAPIT			SCHEDULE 4. SURPLA	
No	Class	i AL	Paid in Surp		\$
2,55	0 Common Shares Ou	tstanding \$ 25,500	Revaluation		\$
	Shares Ou	tstanding \$	Other capital	l surplus	\$ 165.005
	Shares Ou	tstanding \$	Earned surp	lus (or deficit)	\$ 165,935
	\(\).	TOTAL \$	1	(6) 132 T	OTAL \$ 165,935
STATE OF	Curoum				
	the above-named corporation, dief, and have caused same to be	do solemnly swear that the forepared and delivered to the	I resident, as oregoing is a tru he Artzona Cor	ie, complete and correct statement	to the best of our knowl-
2.2		1		6 91. 1	
My commiss	0. 0. 0	1 1/10	7	y sarring	Secretary
NOTARY S	EAL June 1 F.	Camer		1	CORPORATE SEAL
11	f f	Printer and the second	ORT. MAKE CI	HECKS PAYABLE AND SEND RE	PORT TO —
	ARIZONA COR	PORATION COMMISSION	CAPITOL AND	NEX, PHOENIX, ARIZONA	FEL \$25.00
	F	OR OFFICE USE ONLY	DO NOT FILL	IN THIS BOX	1

whore address is

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R41931 50232

At request of _

Filed in the office of the Artzona Corporation Commission, Incorporation Division.

2500

AND THE OWNER AND ADDR.

ADDRESS		Sur Vienne			
OFFICERS	NAME	STRE		CITY- STATE	COMPENSATION
President Vice-Pres	Allan Arthur Jr.	2631 & 26	*7 24.	Los Angeles, Calif	
Secretary Freasurer	Kay Harkins	2045 € Ra	meho	Phoenix, Arisona	
	BOARD OF	DIRECTORS (If mo	re than five atta	ach separate sheet)	
	Allan Arthur Jr.	2601 E 26	to St.	Los Angeles , Calif	
	Roy Harkins	2045 E Ka	ncho	Phoenix, Arizona	
	E. Tolyea	5001 E Wa	shington	Phoenic Arizona	+
-		FINANCIAL	STATEMENT		
	ASSETS	rivalidad		LIABILITIES	
Current Asse			Current Liab	Control of the contro	
	n Hand S	\$ 69.582	TOTAL	Pryable (trade)	\$ 143,99
- Annual Contraction	d Deposits \$	\$ 61:0	10000000	Liabilities	\$ 30,16
Invento	basis		1,000,000	ind interest \$ 116 24	
Accts. I	Rec. (trade) net	\$ 255 264			
Notes 5	Rec. (trade)		Other Curren	M. POLITICO DE SERVICIO	\$ 116249
	urrent assets:			ds declared \$	
Spec	ial Deposits & Heart			ents due (in 1 yr.) \$ 241 8	97
Mise	cllaneous s			ficers and Directors \$. 21000
K	ecemulate \$ 2675			unremitted \$ 189	
Fixed Assets		\$ 633 288	Long Term I	ebta.	\$ 68108
Intangible A	snets:		Reserves:		10 3
Goodwi				184 1400	COVED YA
	nization, Transhas	* 314844		- 13	6 190- 1
	nd permits s 214.84	4		-	\$5
Other Assets			Other Liabilit	ties:	OSTAGON -
Market	table Securities \$		Other Landson	18	r46 (56)
Due fro	om Officers and			· Vin	6
	rectors \$	8 9234		-: 0	101
Trans	part Clearing Delot 9234				
Deferred Cha			Capital and S	surplus:	
	d expenses \$ 22.099		10	Outstanding (Sched. 3)	\$ 25,500
Organia	zation expenses \$	- 12 -00		(Sched. 4)	\$ 667 196
		\$ 22099	Trea	sury Stock s	\$ (33) 200
-		AL \$1253 493			OTAL \$ 1 253 493
No	SCHEDULE 3. CAPITAL Class		Paid in Surpi	SCHEDULE 4. SURPLU	RECEIVED &
3550	Common Shares Outstan	ding \$ 25.500	Revaluation		vs. 1965 C
	Shares Outstan		Other capital		APA Sona COM
	Shares Outstan			us (or deficit)	1 235. 14
		AL \$ 25,500			OTAL Suvaria.
STATE OF				V	107-156
COUNTY O	OF			2	
	KA ALIA	N APTHUR		. Kod alt AP	KINS
Secretary, of	the above named corporation, do sol	emaly swear that the fo	President To	complete . nd.correct statement	to the best of our know
edge and beli	ief, and have caused same to be prepared	red and delivered to th	he Arizone Com	gration Commission.	
Subscribed a	no sworn to before me this 5 day of	May 1965	a	sary . Jeddior	Preside
	My Commission Fature 19	. 23, 1968	_	to the kin	
My commiss		e + 19	7	4	Secreta
NOTARY S	Signature				CORPORATE SEA
11		ATION COMMISSION.	CAPITOL ANN	EX, PHOENIX, ARIZONA	FEE \$35.0
		FFICE USE ONLY -		IN THIS BOX	1.5
Edland in 41	he office of the Arizona Corporation C	ommission, Incorporat			1990
At reques	1 of sant		whose addres	o 18 - Wheel	2.

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION FILING FEE \$25.00 ANNUAL REPORT for fiscal year ending December 31 1965 NAME OF CORPORATION Thunder bird Freight Lines In ADDRESS 1515 & 22nd Ave., Phaenix, Arizona CITY- STATE NAME Phoenix, Arizona Phoenix, Arizona Phoenix, Arizona President Allan Arthur, Jr 10233 Cord Ave 5001 E. Washington Vice-Pres. E. Torrea Rey Harkins Secretary Treasurer BOARD OF DIRECTORS (If more than five attach separate sheet) 10233 Cord Ave Phoenix, Arizona an Arthur Jr 5001 E. Washington Phoenix, Arizona Harkins TOUTER FINANCIAL STATEMENT LIABILITIES ASSETS Current Liabilities: Current Assets: 95,000 Notes Payable Cash on Hand 21,534 Accts Payable (trade) Demand Deposits 7,000 Accrued Liabilities Inventories (. Taxes and interest : 396,366 Accts. Rec. (trade) net Other Current Liabilities Notes Rec. (trade) Dividends declared Other current assets 37,729 Instalments du - (in 1 yr.) 257373 Due Officers and Directors 527,119 Long Term Debts Fixed Assets Intangible Assets Goodwill Other Liabilities Marketable Securities Due from Officers and directors Capital and Surplus: Deferred Charges: 16,625 Sha.rs Cutstanding (Sched. 3) Prepaid expenses Surplus (Sched. 4) Organization expenses \$ 253,754 TOTAL \$1,173,741 TOTAL 81, 172, 741 SCHEDULE 3. CAPITAL SCHEDULE 4. SUPPLUS Paid in Surplus Comp. ps. Shares Outstanding \$ 25,500 Revaluation of assets 300,000) Shares Outstanding \$... Other capital surplus Shares Outstanding \$... Earned surplus (or deficit) TOTAL \$ 25,500 STATE OF_ COUNTY OF_ LLAN President, and Secretary, of the above-named corporation, do solemnly swear that the foregoing is a true, complete and correct statem edge and belief, and have caused same to be prepared and delivered to the Arizone Corporation Commission Subscribed and sworn to before me this 15 day of . My commission expires lay Commiss Secretary K. Kimbo NOTARY SEAL AMLS CORPORATE SEAL

R23845

50232

Filed in the office of the Arizona Corporation Commission, Incorporation Division.

IF POSSIBLE, PLEASE USE TYPEWPITER TO FILL REPORT. MAKE CHECKS PAYABLE AND SEND REPORT TO ARIZON, CORPC: ATION COMMISSION, CAPITOL ANNEX, PROFILE, ARIZONA

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ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$25.00

NAME OF CORPORATION INDINGERSITE FFO. ADDRESS 1515 S. 22nd Av.	igni Lines, Inc. enue Phoenix, Arizons	
OFFICERS NAME		
	STREET	CITY-STATE
President Allen Arthur, Ir	10233 Cord Ave 1	Journey, Calif.
Vir Pres E. TOYTER	5001 E. Washington	Proceik, Actions
e netary /		
Frances I Roy Hackins	2045 E Rancho	Phonnix, Arizons
BOARD OF DIRECTORS (II m	ore than five attach separate sheet)	
Alla- Astlaire	Ata	A 1
Allan Arthur, Jr. E. Trurag	Above	Above
T. IVKERS		44
Rey Harkins	*	Ц
FINANCIAL	STATEMENT	
ASSETS	Corrent Liabilities	TIES
Cash on Hand 5	Notes Payable	\$140,000
970-1-		\$ 147,883
	Accts Payable (trade)	
Inventories () \$ 5 12 724	Accrued Liabilities	\$ 59,53
	Taxes and interest \$	
Accts Rec (trade) net \$133,673 Notes Rec (trade) \$159,648	Other Current Liabilities	\$
Other current assets:	Dividends declared \$	200
Deposit 5 13,752	Instalments due (in 1 yr.) \$	243,72
Deposit \$ 16,525	Due Officers and Directors \$	
ived Assets \$ \$608,805		\$ 407,983
ived Assets \$000,000	Long Term Debts	\$ 101,100
stang ble Assets	Re.erves:	
Goodwill \$	5	
5 11 5		
Franchises s 304,233	\$	\$
ther Assets	Other Liabilities	
Marketable Securities \$	Ouer Limiting	
Due from Officers and		
directors S S		

A CONTRACTOR OF THE CONTRACTOR	Capital and Surplus:	
referred Charges:		. 3 5 500
Prepaid expenses S 24,337	Shares Outstanding (Sched. 3)	\$ 25,500
Organication expenses S	Surplus (Sched. v)	
\$ 5	Treasury Stock s	(300,000
TOTAL \$1,309,394		TOTAL \$1,309,39
No. Class	Paid in Surp'us	SURPLUS
R. 550 Commen Shares Outstanding \$ 15,500		
,	Revaluation of ascets	3
Share: Jutstanding \$	Other capital surplus	\$ -1 (1 -1
Shares Outstanding \$	Earned surplus (or deficit)	\$ 564,76
TOTAL 8 25, 500		TOTAL \$ 564, 76
TATE OF		
CHICATERY THE		Description of
		1
	4-6	
v. allan R. Cirthur	, President, and The K	The state of the s
w. Ollan R. Cirthur	oregoing is a true, complete and correct st	atement to the best of our knowl
w. Ollan R. Cirthin cret. : y, of the above named corporation, do solemnly swear that the forge in belief, and have caused same to be prepared and delivered to the	oregoing is a true, complete and correct st	atement to the best of our knowl
w. Ollan R. Cirthin cret. : y, of the above named corporation, do solemnly swear that the forge in belief, and have caused same to be prepared and delivered to the	oregoing is a true, complete and correct st	The state of
w. Ollan R. Cirthun cret. :y, of the above named corporation, do solemnly swear that the foge of belief, and have caused same to be prepared and delivered to the sed and sworn to be fore me this D day of worth, 1167	oregoing is a true, complete and correct st	Mu Presiden
w. Ollan R. Cirthin cret. :y, of the above named corporation, do solemnly swear that the forget in the belief, and have caused same to be prepared and delivered to the bed and sworn to before me this S. day of the ch., 1,67 y commission expires by Commission Explicit May 28, 1887, 19	oregoing is a true, complete and correct st	hur President
w. Ollan R. Cirthun cret. :y, of the above named corporation, do solemnly swear that the forget in the belief, and have caused same to be prepared and delivered to the first red and sworn to before me this S. day of World, 1167 y commission expires My Commission Explicit May 28, 1887, 19	oregoing is a true, complete and correct st	President Secretar
W. Clean R. Carthur cret. 19, of the above named corporation, do solemnly swear that the forget of the belief, and have caused same to be prepared and delivered to the best and sworn to before me this A day of the Ch., 1167 y commission expires My Commission Expires May 28, 1857, 19 TARY SEAL Manda K. Line Line Signature Prossible, Please Use Typewriter To Fill REP.	oregoing is a true, complete and correct state Arizonal Companies on Commission.	CORPORATE SEAL
y commission expires My Commission Lay at May 28, 1957, 19 OTARY SEAL CANAL REPEASE USE TYPEWRITER TO FILL REPARTZONA CORPORATION COMMISSION.	oregoing is a true, complete and correct at the Arizena Corporation Commission. (IM) ORT. MAKE CHECKS PAYABLE AND S. CAPITOL, ANNEX, PHOENIX, ARIZOI	CORPORATE SEAL
orrel. 19, of the above named corporation, do solemnly swear that the fige of disclined have caused same to be prepared and delivered to the state and sworn to before me this of day of the life of t	ORT. MAKE CHECKS PAYABLE AND S. CAPITOL ANNEX, PHOENIX, ARIZOI	CORPORATE SEAL
ocret. Ty, of the above named corporation, do solemnly swear that the forget in the belief, and have caused same to be prepared and delivered to the above sed and sworn to before me this is day of the characteristics. The commission expires My Commission Expires May 28, 1857, 19 OTARY SEAL SALLE K Signature POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPARIZONA CORPORATION COMMISSION, FOR OFFICE USE ONLY—	ORT. MAKE CHECKS PAYABLE AND S. CAPITOL ANNEX, PHOENIX, ARIZOI	CORPORATE SEAL
W. Ollan R. Curthun cerel. 19, of the above named corporation, do solemnly swear that the forget in the belief, and have caused same to be prepared and delivered to the state of the same to be prepared and delivered to the state of the same to be prepared and delivered to the same	ORT. MAKE CHECKS PAYABLE AND S. CAPITOL ANNEX, PHOENIX, ARIZOI	CORPORATE SEAL
where it is a solution of the above named corporation do solemnly swear that the force is if belief, and have caused same to be prepared and delivered to the above sed and sworn to before me this day of the late of the propared and sworn to before me this day of the late of the propared and delivered to the same sed and sworn to before me this day of the late of the Arizona Carporation Commission, Incorporation the office of the Arizona Corporation Commission, Incorporation Commiss	ORT. MAKE CHECKS PAYABLE AND S. CAPITOL ANNEX, PHOENIX, ARIZOI DO NOT FILL IN THIS BOX whose address is	CORPORATE SEAL
A request of the affice of the Arizona Corporation Commission, incorporation of the affice of the Arizona Corporation Commission, incorporation of the affice of the Arizona Corporation Commission, incorporation of the affice of the Arizona Corporation Commission, incorporation Commission, incorporat	ORT. MAKE CHECKS PAYABLE AND S. CAPITOL ANNEX, PHOENIX, ARIZOI D'S NOT FILL IN THIS BOX ion Division. Whose address is 1911	CORPORATE SEAL
Collan R. Carthan Cret. :y. of the above named corporation, do solemnly swear that the forget in the belief, and have caused same to be prepared and delivered to the commission expires My Commission Exp. es May 28, 1857, 19 OTARY SEAL CARLE REPARED TO FILL REPARIZONA CORPORATION COMMISSION, FOR OFFICE USE ONLY— Filed in the office of the Arizona Corporation Commission, Incorporation the office of the Arizona Corporation Commission, Incorporation Commis	ORT. MAKE CHECKS PAYABLE AND S. CAPITOL ANNEX, PHOENIX, ARIZOI D'S NOT FILL IN THIS BOX ion Division. Whose address is 1911	CORPORATE SEAL END REPORT TO FEE \$25.0
Collan R. Carthur cret. :y. of the above named corporation, do solemnly swear that the forget in the belief, and have caused same to be prepared and delivered to the commission expires by Commission Express May 28, 1867, 19 OTARY SEAL REPARED OF TYPEWRITER TO FILL REPARIZONA CORPORATION COMMISSION, FOR OFFICE USE ONLY— Filed in the office of the Arizona Corporation Commission, income rat At request of the Arizona Corporation Commission, income rat At request of the Arizona Corporation Commission, income rate At request of the Arizona Corporation Commission, income rate At request of the Arizona Corporation Commission, income rate OFFICE USE ONLY— Filed in the office of the Arizona Corporation Commission, income rate At request of the Arizona Corporation Commission, income rate OFFICE USE ONLY— FILED TO THE COMMISSION, Income rate OFFICE USE ONLY— FILED TO THE COMMISSION, Income rate OFFICE USE ONLY— FILED TO THE COMMISSION, Income rate OFFICE USE ONLY— FILED TO THE COMMISSION, Income rate OFFICE USE ONLY— FILED TO THE COMMISSION, Income rate OFFICE USE ONLY— FILED TO THE COMMISSION REPORTS TO THE C	ORT. MAKE CHECKS PAYABLE AND S. CAPITOL ANNEX, PHOENIX, ARIZOI DO NOT FILL IN THIS BOX whose address is	CORPORATE SEAL

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$35.00

NAME OF CORPORATION Tounder bird Freig ADDRESS 1818 5. 22 nd Ave, Photo OFFICERS NAME	STREET	CITY- STATE
President A. Arthur Jr.	5650 Southern Ave	South bate Galit
Vice Pres E. Toyreg	5001 E. Washington	Physnix Ariz
Secretary J. Kimbro	5001 E. Washington 4765 N. 3914 Dr	Phoenix, Ariz.
Treasurer R Harkins	2045 E. Rancho	Proces Arizona
BOARD OF DIRECTORS (If me	ore than five ettach separate sheet)	
A Arthur Jr	Above	Above
E. Torreg	1 "	"
	STATEMENT	
Current Assets	Current Liabilities	THES
Cash on Hand \$	Notes Payable	\$
Demand Deposits \$ \$26,656	Accts Payable (trade)	\$158,704
Inventories () \$ \$ 17,858	Accrued Labilities	\$ 62,693
basis .131 445	Taxes and interest	\$
Accts. Rec. (trade) pet \$121,445 Notes Rec. (trade) \$163,057	Other Current Liabilities	•
Other current assets:	Dividends declared	\$
Deposits 14,237	ir stalments oue (in 1 yr.)	\$ 363,950
Deposits 14,237 Deposit \$16,243 Deposit \$1,000 \$31,479	Due Officers and Directors	\$
Depart \$ 1,000 \$ 31,479		1327.550
Fixed / sacta \$201, 125	Long Term Debts	\$50 1,500
Intangibie Asseta	Reserve	
Goodwill \$		\$
Other Assets		
Marketable Securities \$	Other Liabilities:	
Due from Offic rs and		\$
directors 5\$		
Deferred Charges	Capital and Surplus:	~~~
Prepaid expenses \$20,599	Share Outstanding (Sched. 3	\$ 25,500
Cognization expenses \$304,733 s 324832	Surplus (Sched. 4) Treasury Stock	6300 000
TOTAL \$1, 187,067	Transfer Street	TOTAL \$1187,047
SCHEDULE 3. CAPITAL	(1) (1) (1) (1)	L'sun us
No. Class		
2550 6041-112 Shores Outcanding \$ 25,500	Revaluation of assets TECE	VED S
Shares Outstanding \$		
Shares Outstanding \$	The state of the s	7 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
1 TAL 825, 500	INCORPORA	COM. TOTAL S. SEE, LTC
STATE OF	DIV.	m / J
COUNTY OF	(3)	
Aller R Asther	Tombo	A BAO
We. Hill fire Secretary, of the above named corporation, do solemnly swear that the fe	oregoi g is a true complete and correct	statem ht to the best of our knowl
edge and belief, and have caused same to be prepared and delivered to the	he Art ona Corporation Commission.	trall 1
Subscribed and sworn to before me this 2 day of policy 1968	Seculo 1, 4	President
My commission expires 1 & Commission Expires 165, 18, 1972, 19	James Kyn	Secretary
Mr. France		
NOTARY SEAL ACTUAL Signature		CORPORATE SEAL
IF POSSIBLE, PLEASE USE TYPEWRITER TO FILL REPARIZONA CORPORATION COMMISSION,	CAPITOL ANNEX, PEDENIA, ARIZ	SEND REPORT TO FEE \$25 00
	DO NOT F'LL IN THIS BOX	6-5 -68
Filed in the office of the Arizona Corporation Commission, Incorporat	ion Division	19

50232 - \$ 25.00 - R# 3849

VIJJA2 OGDIAA

ARIZONA CORPORATION CO (MISSION INCOSPORATION DIVISION

FILING FEE \$25.00

NAME OF CORPORATION Triender bird ADDRESS 1818 South 27nd Ave	Phoenia, Arizona 85009	
		AND RESIDENCE OF THE PARTY OF T
OFFICERS NAME	STREET	CITY- STATE
Prosit A. Johnson, Jr.	6328 E. Calle Del Norte Scot	todale, Acizon
Secretary J. J. Kimber	4723 N. 39th Drive Phoe	
Commet :	TIND IN DIEN PRICE FADE	min, Arizoni
And the second of the company of the second	TORS (If more than five attach separate sheet)	STREET, STREET
A. Arthur, Ir.	1212 Santiago Prive News 6328 E. Calle Del Norte Scot 4723 N. 3714 Drive Pho	bet beach, calif
A Sennien , Jr	4723 N 3964 Drive Pho	CHIEL AT THE
E Tovisa	6218E Catalina Scot	tidale, Arizono
it Christopherson	4517 E. Calle Tuberia Pho	enix Acisono
	INANCIAL STATEMENT	,
ASSETS	LIABILITIES	
Current Assets	Current Liabilities	
Cash on Hand	Notes Payable	. 701/27
Demand Deposits \$ 5 L	92,506 Accts Payable (trade) 19,687 Accrued Liabilities	\$ 391,603
busia		88 950
Accts Rec (trade) net \$ 14	48740 Taxes and interest	00, 100
Notes Hec (trade) \$	Other Current Liabilities:	\$
Other current assets:	Dividends declared \$	Term or a
	Instalments due (in 1 yr.) \$	182,131
	Due Officers and Directors \$	
		1337,739
Fixed Ameta \$	11,585 Long Term Debta	1001,111
ntangible Asseta	Reserves	
Goodwil \$324,253	21/ 222	
	04,233	
Other Assets	Other Liabilities:	
rketable Securities \$ 34,703		
Due from Officers and	24,703	
airectors 3	1,12	
Deferred Charges	Capital and Surplus:	
Prepaid expenses \$ 12.72.7	Shares Outstanding (Sched. 3)	\$ 25,500
Organization expenses \$	Surplus (Sched. 4)	\$ 72,431
Deposits \$ 17,737 \$ 3	10,464 (Tropskry Stock)	6370,000
TOTAL \$1,5	192,258	TOTAL \$1,492,258
SCHEDULE 3. CAPITAL	SCHEMOUP A SUMP	SUS
No. Class	Paid in Surplus	£ ^ =
2,550 Commen Shares Outstanding \$ 2	5,502 Revaluation of assets O RECEIVED	1/2/ 3
Shares Outstanding \$	Other county averdue to	H ==== 117
Shares Outstanding \$	Earned surplus (or deficit) APR 16 196	9 5 572,43
TOTAL : 3	5,50C AREONA CORP. CO	gotal s = 72,431
TATE OF	INCORPORATING	[5]
OUNTY OF	Jan. 177.	ST 31
	100	
We start of the above named extracation do solemnly swe	ar that the foregoing is a true, complete and correct statemen	at to the best of our knowl
dge and belief, and have caused same to be prepared and d	leigered to the Arizona Corporation Commission	
ubscribes and sworn to before me this /5 day of COLC	1 10/29 x (U) Johnson 1	President
discribes and aword to before me this? 2 day of 1 c 222	or Grande A Bamber	V
ly commission expires	19	Secretar
OTARY SEAL LECCLE 6302	ROU /	CORPORATA SEAL
IF POSSIBLE, PLEASE USE TYPEWRITER TO	FILL REPORT, MAKE CHECKS PAYABLE AND SEND B	
ARIZONA CORPORATION CO	DMMISSION, CAPITOL ANNEX, PROENTA, ARIZONA	12. 23.00
	SE ONLY - DO NOT FILL IN THIS BOX	19 69
Filed in the affice of the Arizona Corporation Commission	Andrew whose address is 5 102 77.	41
At request of Arthur Johnson	Whose address is 1	
DA O 85 NV	Files by 12 A restrict	

Per 33440 frie 50232

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$25.00

NAME OF CORPORATION THUNDERBIED FREIG	DECEMBER 31 1969	
1515 0 27-4 4	nue - Phoenix, Arizona 85009	
OFFICERS NAME	STREET	CITY- STATE
President A. G. Johnson, Jr	Abeve	
Vice Pres E. Torreg		
Secretary James E. Kimbro		
POARD OF DIREC	TORS (If your than 6 years)	THE RESERVE OF STREET
The second secon	TORS (If more than five attack separate sheet)	
Edward Touren		
Harold Christopherse	h	
Allan R. Arthur, Jr	4	
A. G. Johnson , Jr.		
James E. Kimbro	and the second s	
	FINANCIAL STATEMENT	100
Current Assets	Current Liabilities	iles
Cash on Hend S	Notes Payable	
Demand Deposits \$\$_	10, 428 Accts Payable (trade)	\$302,833
In entories (C) \$ 1	30,042 Accrued Labilities	1200,067
basia	Trans and interest	
Aceta Rec (trade) net \$1	94,353	
Notes Rec. (trade)	Other Cu; rent Liabilities:	•
Other current assets:	151,949 Dividends declared \$.	
	Instalraents due (in 1 yr.) \$	322,695
	Due Officers and Directors \$	
		148,447
Fixed Assets 2_	746,941 Long Term Debta	110,417
Intengible Assets	Reserves	
Goodwill \$	304,233	
Other Assets:	Other Liabilities:	107,900
Marketable Securities \$	Out Laborate	
Due from Officers and		
directors 1		
Deferred Charges:	Capital and Surplus:	, 75,500
Prepaid expenses \$	Shares Outstanding (Sched. 3)	700,504
Organization expenses \$	Surplus (Sched. 4)	(370,000)
	Treasury Stock &	
	437,946	TOTAL \$1437,941
SCHEDULE 3. CAPITAL	SCHEDULE 4.	SURPLUS
No Class 2,550 Common Shares Outstanding \$	Paid in Surplus	
	11000000	184 3 J
Shares Outstanding \$	Other capital surplus Earned surplus (or deficit) Earned surplus (or deficit)	700,504
Shares Outstanding \$ TOTAL \$	25 500 Daried surplus (or delict)	TOTAL : 700,504
	Monay 4	74 1947
STATE OF	DIV.	BF BF
COUNTY OF	(a) ""	429
	President, and	1
We. Secretary of the above remed corporation, do solemnly av	year that the foregoing is a true, complete and correct str	temen to the best of our knowl-
Secretary, of the above-re-med corporation, do solemnly evedge and belief, and have caused some to be prepared and	delivered to the Arusona Corporation Commission.	/
Subscribed and sworn to before me this day of	relief Dans	President
Div Control	10 mg (Vilant Ray Plus	Sect. 'ary
My commission expires	All Aller	
NOTARY SEAL TOUR OF CALL	Xoor (CORPORATE SEAL
Signature	THE CHECKS BANABLE AND S	
OF POSSIBLE, PLEASE USE TYPEWRITER T	TO FILL REPORT. MAKE CHECKS PAYABLE AND SI COMMISSION, CAPITOL ANNEX, I HOENIX, ARIZON	A FEE \$25.00
	USE OF LY - DO NOT FILL IN THIS BO 4	
Filed in the office of the Arizona Corporation Commissi		
At request of Horne werde while	won, Ev. whose address is 510271. 7x	lt.
6 kg. d. 850/4	Filed by Jacrescher	
	50232	225.00
10c - 110 10H 2 6 5 1/0 2	3023	

NAME OF CORPORATION THUNDERBIRD FREIGHT LINE ADDRESS 1515 S 22nd Ave., Phoeni	THE PERSON WITH THE PERSON NAMED AND ADDRESS OF THE PERSON NAMED ADDRESS OF THE PERSON NAMED AND ADDRESS OF THE PERSON NAMED A		
OFFICERS NAME	STREET	CITY	STATE
President A. G. Johnson, Jr Vic Ores E. Torreg	15185 22ndr.ve	The State of the Control of the Cont	Arizons
wy J. E. Kimbro	· ·	le	4
In. arer]			
BOARD OF DIRECTORS	(If more than five attach separate sheet)	THE PERSON NAMED IN COLUMN 2	SERVICE STREET, TOTAL TOTAL
E. Toures	1515 5.22nd Ave		· '
H. Christopherson	",		
A. R. Arthur, Tr. A. G. Fennson, Je	",	1	- "
JE Kimbro	"	"	4
	IAL STATEMENT		
ASSETS		BILITÆS	
Current Assets: Cash on Hand	Current Liabilities: Notes Payable		
Demand Deposits \$ 545,64	Accts. Payable (trade)		344 739
Demand Deposits \$ \$45.64 Inventories () \$ \$49,89	4 Accrued Liabilities		1225,263
basis 227 O			
Poses Per (tesde)	Other Current Liabilities:		
Other current assets: 43,8	26 Divisionds declared		
	Instalments due (in 1 yr.;		277,000
	Due Officers and Director		
Fixed Assets 1788,0	43 Long Term Debts.	10	136 700
Fixed Assets Strangible Assets:	(72)		96,000
Goodwill \$	Reserves:	20 2	14,000
	5-1000	e i	
	100	1	
Other Assets: 581,3	15 Other Liabilities	100 m	
Marketable Securities Due from Officers and	() () () () () ()		-
directors \$	701		4
		-	• •
Deferred Charges:	Capital and Surplus:		. 30.00
Prepaid expenses \$	Shares Outstanding (Sched	3)	: 35:00
Organization expenses	Surplus (Sched, 4) Treasury Street		\$370,000
TOTAL \$1,640,5	44		1 \$1,640,549
SCHEDULE 3. CAPITAL	The state of the s	E 4. SURPLUS	
No. lass	Paid in Surplus		-
Shares Outstanding \$ 75.50	Other capital surplus		-
Shares Outstanding \$ Shares Outstanding \$	Earned surplus (or deficit)		\$ 905342
TUTAL \$ 25,50		TOTAL	1 1905742
STATE OF ARIZONA		0232	M M
COUNTY OF MARICOPA S	13323 ck	# 03429	
We A. G. JOHNSON, JR.	T. D KIN	BRO725,00	
Secretary, of the above named corporation, do solemuly swear that	the foregoing is a true, complete and con	ect statement touth	e best of our know-
edge and belief, and have caused same to be prepared and delivere	ed to the Ariz na Corporation Commissio	•	
Subscribed and sworn to - ore me this P day of All 1	of John Tox	my p	President
My commission expires 2 1972, 19	- Junia H	water !	Secretary
NOTARY SEA! SE / CELLY & CORE	es//		
Signature			CORPORATE SEAL

The same of the sa

ECEMBUR	3/	
The state of the s		
SHOPMIX W	83009	
	STREET	CITY-STATE
	1515 S. 22 NO AVE	PHOENIX, ARIZONA
OF DIRECTORS (If m	ore than five attach separate sheet)	
	IELE S 23 NO AVE	PHOENIX, ARIZONA
	1372 41 00 00	There, no such
		1
	The second second	1.
FINANCIAL		
		BILITIES
	All the second s	
- 101000	The state of the s	1150
	Accts, Payable (trade)	\$ 452,1
- \$ 66,858	Accrued Liabilities	: 308.0
. 194519	Taxes and interest	
1-1011	Other Current Liabilities:	
44021	The second of th	
71,001	The state of the s	1226,700
-		
-	Due Officers and Directors	- 22/
- 1		1 226
\$ 6 8 1,5 2.1	Long Term Debts.	1177
	Reserves:	01
	N 28	96,
	N 85	S
	975	Way
	- 200	0 140
685,601	Other Liabilities:	***
	- 1	5
		•
_ •	4/11/20	1 18
-	Conital and Supplier	
		. 250
_	M	3)
		2270 0
- 1	IREASIAN STORM	***
AL \$2,2/9,470	6	TOTAL \$2,219,
	SCHEDUL	E 4. SURPLUS
3.5500	Paid in Surplus	
ding \$ 00,500	Revaluation of assets	
ding \$	Other capital surplus	-
	Earned surplus (or deficit)	\$ 1.100.9
TAL \$ 25,500		TOTAL \$4100,90
1 40	201524	
65.	VIET!	1011
	President and J. E. KIM	BRO
mnly swear that the fo		
ared and delivered to	the Arizona Corporation Commission	•
Exit 1072	- Coo tohu	Pres
1976	Vill II	. 1/1
19	- And In	Secon
arvair		
The same of the sa		CORPORATE S
	PHOENIX AZ OF DIRECTORS (If m FINANCIAL \$ 66,858 \$ 294,519 \$ 74,021 \$ 881,521 \$ 685,601 \$ 100 \$ 25,500 ding \$ 25,500 ding \$ 25,500 JSS. 42	PHOENIX AZ 85009 STREET ISIS S. 22 ND AVE OF DIRECTORS (If more than five attach separate sheet) ISIS S. 22 ND AVE FINANCIAL STATEMENT LIA Current Liabilities: Notes Payable Accrued Liabilities: Taxes and interest Other Current Liabilities: Dividends declared Instalments due (in 1 yr.) Due Officers and Directors Long Term Debts. Reserves: Capital and Surplus: Shares Outstandin, (Sched. Surplus (Sched. 4) TREADMRY STOPMAN AL \$2,2/9,4700 ding \$ 25,500 ding \$ Check of the Complete and corrected and delivered to the Arizona Compression Complession President, and J. E. KIMP President and Corporation Complete and corporation Completes and corporation Com

site 50232 ck/9620-25100

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$25.00

	EPORT for fiscal ye	THUNDERBIRD FI		er 31 , 19 72 INC.		
ADDRESS		SO 22ND AVE	PHOENIX	AZ 85009		
OFFICERS	-	NAME		STREET	CIT	Y-STATE
President	ALBERT G. JO	The second secon		1515 SO 22ND AVENUE	PHOENIX	ARIZONA
Vice-Pres.	E. TOVREA			1 11	"	"
Secretary)					
Treasurer) J. E. KIMBI			0 0	11	"
		BOARD OF	DIRECTORS (If m	ore than five at ich separate sheet)		-
		ABOVE, PLUS:		1515 05 0000 000000		ID Y GOLL
	A. R. ARTHUI			1515 SO 22ND AVENUE	PHOENIX	ARIZONA
	A, K, AKING	N, 3K.				
			FINANCIAL	STATEMENT		
		SSETS		A STATE OF THE PARTY OF THE PAR	ILITIES	
Current Asset				Current Liabilities:		. 220,000
	n Hand		. 66,213	Notes Payable		530,718
Inventor	d Deposits		166,186	Accts. Payable (trade) Accrued Liabilities		197,295
Invento	basis	•		Taxes and interest	95,203	
	Rec. (trade) net		\$ 785,865	Other Current Liabilities:		95,203
	Rec. (trade)		-	Dividends declared		•
Other c	current assets:			Instalments due (in 1 yr.)		
-				Due Officers and Directors		
				Due officers and Directors	•	
ixed Assets	70-13-1		995,753	Long Term Debts.		\$ 274,319
ntangible As				Reserves:		
Goodwi		1		Deferred credits	118,600	
						: 118,600
ther Assets:				Other Liabilities:		
	able Securities			Other Liabuides.		
Due fro	om Officers and					
dire	ectors					
		- -		Capital and Surplus:		
eferred Char	rge.: i expenses	\$ 22,443		Shares Outstanding (Sched.	3)	\$ 25,500
	ration expenses	1		Surplus (Sched, 4)		1,534,453
	Franchise Cost	ts : 589,628	\$ 612,071	Treasury Stock- Cost	\$ 370,000	\$ (370,000
		TOTAL	\$ 2,626,088	10	TOTA	
	SCHEDUL	E 1. CAPITAL			4. SURPLUS	
No.	Class		25 500	Paid in Surplus	100 00	•
2,550	Common	Shares Outstanding		Revaluation of assets	13,04.	
		Shares Outstanding Shares Outstanding		Other capital surplus Earned surplus (or deficit)	18: W 60	1,534,453
		TOTAL	25 500	Earned surplus (or deficit)	TOTA	1 50/ /50
	ARIZONA	10171		CEEGO	1	
TATE OF_	MARTOORA		65.	65580 06 36	55	
OUNTY OF				250	0110	
We		G. JOHNSON, JR.		_, President, and JAMES EX	CONTRACTOR OF THE PARTY AND ADDRESS OF THE PARTY.	
ecretary, of	the above named co	rporation, do solemni	y swear that the fo	regoing is a true, complete and corre- the Arizona Corporation Commission.	ct statement to if	he best of our know
	d swom to before n	17 1	grel 1923	CUS. John	m. L.	Preside
y comm.s.	ov. expires Fel	study for	12. 1976	June 1 R. B	mile	Secreta
	Me.	4 600	Lou	(50232		
OTARY TE	AL X TUCK	and.	7	1 1000		CORPORATE SEA

MELETAS.

AMERICAN INSTITUTE OF

CIRTIFIED PUBLIC ACCOUNTANTS.

ARIZONA SOCIETY OF "

CERTIFIED PUBLIC ACCOUNTANTS.

Hornes & Joerding, Ltd.
CERTIFIED PLASTIC ACCOUNTANTS
STOTE THE STREET
PHOEN X. ARIZONA BOTA

TELEPHONE 264-3277

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

in conformity with generally accepted accounting principles.

HOENES & JOERDING, LTD.

March 10, 1973 (Date)

FILING FEE \$25.00

NAME OF		THUNDERBIRD FREIGHT LINES	, INC.	19_73	95000		
ADDRESS		1515 SOUTH 22ND AVENUE, P	HOENIX, A				
OFFICERS		NAME	1515 00	STREE		District Section 1	Y-STATE
President Vice-Pres.	ALBERT G. J	OHNSON, JR.	1515 SO	. 22ND	AVENUE	PHOENIX.	ARIZONA
Secretary)	E. TOVREA						
Treasurer)	JAMES E. KI	MRPO	" "	"	"	"	"
7	JAMES L. KI	BOARD OF DIRECTORS (If m	ore than five	attach se	parate sheet)	-	
		JOHNSON, JR.	1515 SO	A P THE PERSON NAMED IN	AVENUE	PROENIX,	ARIZONA
	E. TOVREA		-				
	JAMES E. KI		" "	"	- "	- "	
	HAROLD CHRI		1 " "				"
	ALLAN R. AR	THUR, JR.					
		FINANCIAL	STATEME	NT			
Current Asse		SSETS	Current Lie	hilitiae	1 1	ILITIES	
	n Hand		A PARTICIPATION OF THE PARTICI	Payable		(10)	12 200,000
	d Deposits	s (140, 203)	11		e (trade)	6	
	ories ()	226,428		ed Liabi		79. 852	FINE
Invento	basis		1			79.052	100 F. O. V.
Accts,	Rec. (trade) net	\$ 805,795	A Same	and inte		- APR T	7 1974 79.052
Notes 1	Rec. (trade)		Other Curr				Charles Comments
Other o	current assets:	104 207	Divid	ends dec	lared	120,000	PORATING
Prepa	aid Expenses	106,387	Insta	ments du	e (in 1 yr.)	120,000	OHV.
-					and Directors	- Corpor	- 190
-		\$ 106,387	Wag	es		1 /10	120,000
Fixed Assets		\$ 958,978	Long Term	Debts.		-	\$ 160,000
intangible As	ssets:		Reserves:				
Goodwi	ill			erred	Credits	166,600	
							. 166,600
24						•	
Other Assets:	table Securities		Other Liabi	lities:			
	om Officers and		1			-	_
	rectors	100,743	-			•	
Depos		100,743	-			1	
Deferred Cha	roes		Capital and	Surplus:			
	d expenses		Share	s Outstan	nding (Sched.	3)	25,500
Organiz	zation expenses			us (Sched	70.71		\$1,652,240
eposits&	Franchise Cos	ts, 836,510 , 836,510		asury			\$ (370,000)
		TOTAL \$2,894,638				TOTA	-
	SCHEDUL	E S. CAPITAL	11		SCHEDULE	4. SURPLUS	
No.	Class		Paid in Sur	plus			
2,550	Common	Shares Outstanding \$ 25,500	Revaluation	of assets			1
		Shares Outstanding \$	Other capita	d surplus			1
		Shares Outstanding \$	Earned sur	plus (or	35435		\$1,652,240
		TOTAL \$ 25,500			5435	TOTA	L \$1,652,240
STATE OF_	ARIZONA			1			
COUNTY OF	MARTGORA	58.	ck :	1104			
			25	,00			
We		G. JOHNSON, JR.	President	and		R KIMBRO	
secretary, of	the above named con	rporation, do solemnly swear that the for same to be prepared and delivered to	pregoing is a t	rue, com	nete and corre	rt statement to the	he best of our know-
			THE VICTORIA	OT PO	Annual Iou		
Subscribed an	nd sworn to before m	e this/5 day of april, 19.75		~	No man	any m	President
My commissi	ion expires 2-	19-76 19	- Ja	mi	Win	nero	Secretary
	0 0	lark my De Carrers		meles	,,,		
NOTARY SE	AL APPL	Signature					CORPORATE SEAL
	DOCCIDITY DI CACO		MART WART	CUECVO	DAVABLE	UD SEND DED	
II.	ARI	E USE TYPEWRITER TO FILL REP ZONA CORPORATION COMMISSION	, CAPITAL A	NNEX.	HOENIX. ARI	ZONA	FEE SES.W
							172
					gile 750	1232	
				<	00	9-00.	7450

ARIZONA CORP. CON INCORPORATING DEL S

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION OF THUNDERBIRD FREIGHT LINES, INC. NOV 1 2 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 vota 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 President

M Jr.

STATE OF ARIZONA)

Ss

County of Maricopa)

On this the day of day

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

Notary Public

My Commission Expires:

11-30-74

50232

ATRIZONIA CORPORATION COMMISSION

INCORPURATING DIVISION

FILED

NOV 19 1974

Address 3 to Vacay Center Address 3 to Vacay & Secretary & SECRETARY

Rung & Day & SECRETARY

Ray & Day & Ray & Ra

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MARICOPA COUNTY,	RIZONA	Phoenix, Arizona	19 19
SNELL & WILMER	8	NOV 19 1974 -2 05	
To TOM FREESTONE, Re To Recording Instrumen		All tees or be poild strice	e required by law to thy in advance before re placed on record.
INSTRUMENT	GRANTOR	GRANTEE	7000
Unula	and to the	acha sono	200
1/	<i>, , , , , , , , , , , , , , , , , , , </i>	11 -1.	
Thunder	and Trugt	of Junes, and.	
			502

RECEIVED

DEC 2 0 1974

ARIZONA CURP. COMMISSION INCORPORATING DIVISION

Affidavit of Publication

STATE OF ARIZONA County of Maricopa

SS

No. 0935

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

Tempe Baily Nems

a newspaper of general circulation published at Tempe,

County of Maricopa, State of Arizona, that the

CERTIFICATE OF A MENDMENT TO ARTICLES OF INCORPORATION

THUNDERBIRD FREIGHT LINES, INC. attached hereto, was published for the full

six days

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

1st out. December 24, 1974

daily through

last pub. December 30, 1974

Business Manager.

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

Iney & Payne Notary Public.

n Expires My Commission Expires Dec. 4 1976

CERTIFICARE OF AMENDMENT TO ARTICLES OF INCORPORATION OF

KNOW ALL MEN BY THESE PRESENTS:
That at a special meeting of the FREIGHT LINES, INC., an Arizona corporation, duly held at 3100 valled 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 et said corporation, the following resolution

"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 an affairs of the corporation shall conducted by a Board of Directors on the conducted by a Board of Directors on the conducted by a Board of Directors on the conducted by a Board of Directors consists of EDWARD A TOVREA. ALLAN RARTHUR, JR. MAROLI CHRISTOPHERSON, A. G. JOHN SON, JR. and JAMES KIMBRO Hereaft v. the Board of Directors shall be eier ed at the regular annual meeting of the stockholders to be held to the conducted by the

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.

A G Johnson, Jr.
President
ATTEST
JAMES KIMBRO
Secretary
STATE OF ARIZONA

County of Maricopa)
On this the 4th day of November, 1974, before me, the undersigned of ficer, personally appeared A. G. JOHNSON, JR., and JAMES KIMBER, who represented themselves to me to the President and Secretary respectively, of THUNDERBIES, PREIGHT LINES, INC. an Arisana corporation; and that livey as surportions being first duly authorizans executed the toregoing instrument on behalf of the concoration to purposes therein contained.

IN WITNESS WHEREOF hereunto set my hand and official seal

My Commission Expires. Nov. 30, 1976 Pub. Dec. 24 — 30 Ву.

ARIZONA CORPORATION COMMISSION
1688 West Adams Phoenix, Arizona 85007

INCORPORATING DIVISION

Annual Report for fiscal year

ending DECEMBER 31, 1974

THUNDERSIRD FREIGHT LIK'S,

INC.

CERTIFICATE OF CONFORMANCE
SEE NUMBER 8 ON INSTRUCTION
PHOENIX, ARIZONA 85009 Check here for Change of Address

Filing Fee: (PROFIT) \$25.00 unless pro-rated CERTIFICATE OF CONFORMANCE MUSTIBLE ATTACHE?.

OFFICERS		NAME			STREET		CIT	Y-STATE
President	AT DEOT C	JOHNSON, JR.		1515 C	o. 22nd	Auranua		
Vice-Pres.	E. TOVREA			111111111111111111111111111111111111111	0. 22nd	avenue	Phoenix,	H H
Secretary	JAMES KIM			- "	"	"	"	"
Treasurer	JAMES KIM			n	11	11	11	"
Treasurer	JALLO KIL		F DIRECTORS (If	nore than five	attach separa	te sheet)		
	AIREDT C		· DALLOTOR (III				M	A-1
+	E. TOVRE	JOHNSON, JR.		1313 30	. 22nd A	ve.ue	Phoenix,	Arizona
+	JAMES KIN			"	"	"	"	"
+		RISTOPHERSON		11	11	11	11	11
		ARTHUR, JR.		"	**	**	11	11
		Assets	FINANCIAL	STATEME	NT	Liab	ilities	
Current Assets	:			Current L	\$4.00 T \$100 P 1.15			
Cash on	Hand	\$	70 000	Not	es Payable			\$ 109,77
Demand	Deposits	\$	5 79,880	Acc	ts. Payable (trade)		\$ 452,183
Inventor		5 73,175	\$ 73,175	Acc	rued Liabilit	ies		\$ 288,871
Annte D	ec. (trade) net		637,345	Tax	es and intere	st	\$_50,145	
	ec. (trade)			Other Cur	rent Liabiliti	es:		\$ 50,145
	rrent assets:			Div	idends declar	red	\$	
	e Insurance	\$ 119,961		Inst	alments due	(in 1 yr.)	\$ 120,000	
	-Trans.Clrg				Officers and		\$	
	Deposits	12,941	\$ 245,278				\$	\$ 120,000
Fixed Assets			, 1,013,788	Long Term	n Debts.			\$ 390,000
Intangible Asse	ts:			Reserves:	0.000000000			
Goodwill		\$		Acselves.			•	
			\$	La IV			\$	
		5					\$	
Other Assets:				Other Liab	ilities			
Marketal	ole Securities	\$			erred T	axes	s 209,953	
	Officers and		372,729	Ministration of the last of th	erred C		s 500	
ntercompa	ectors ny Advances	372,729	•				\$	\$ 210,453
				Capital and	d Suralue			
Deferred Charg Prepaid e		\$ 330,993		The state of the s	and the second s	ng (Sched. 3)		25,500
	tion expenses	365,807		255,000	lus (Sched.			,1,880,683
Other	Assets	38,614	5 735,414		asury St		\$	s (370,000
		TOTAL	\$ 3,157,609				TOTA	L \$3,157,609
	SCHEDIU	LE 3. CAPITAL	4-	-	SI	HEDULE		
No.	Class	o. Cartana		Paid in Sur		1289	12	5
2,550	COMMON	Shares Outstanding	\$ 25,500	Revaluation	n of assets			5
		Shares Outstanding	s	Other capit	tal surplus			5
		Shares Outstanding	5	Earned sur	plus (or defi	cit)		\$1,880,683
		TOTAL	\$ 25,500				TOTA	L \$1,880,683
TATE OF	Al	RIZONA						
OUNTY OF		ARICOPA	}\s					
We,	ALBER	r G. JOHNSON,	JR.	, President,	and	JAME	S KIMBRO	
ecretary, of the	above-named co	rporation, do solemnld same to be prepared	y swear that the fore	going is a tru	c. coto Vete	and correct i	statement to the	best of our know
ubearihed and	sworn to before	me this day of	1975	1	J. 1	- The same		Presiden
	SHOLL IN OCCUR	my mis day old	A Thomason	-		-		TICSIGE!
v commission	expires to	oring 16	69 7619	-ar	nel	Lin	illus	Secretar

Annual Report Form M-4/74 P

MICROFILM ROLL
92

RECEIVED FROM	THUNDERBIRD	FREIGHT LINES,	ING.	
	CASH			
₽ 12	CHECK: NUMBER	64402		
	BANK NUMBER	/		
ANNUAL FEE:	26,00	RECEIVED BY:	ts1	
PENALTIES:		DATE OF RECEIPT	5-13-75	
TOTAL:				RECEIPT NUMBER

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 1-3

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

MICROFILM ROLL

92

50232

12/31

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
- 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 uncorporators 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 of decreasing the conduction practice in premeet the with a transaction involving securities:
- 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 decre 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.

STA. OF Arizona		MICROFILM ROLL
COUNTY OF Maricopa	RECEIVED	The state of the s
We, A. G. Johnson, Jr.	, President	and
James Kimbro	, Secretary-Treasurer of	Thunderbird
belief, the foregoing is a tru	do solemnly swear that to the best of e, complete and correct statement, and delivered to the Arizona Corporation	d have therefore
(NOTE: THIS CERTIFICATE SHALL OF THE CORPORATION OR COMBINAT	BE EXECUTED BY ANY TWO EXECUTIVE OFFICE OF THE PROPERTY OF THE	CERS OR DIRECTORS President
	(Signature)	(Title)
	Jana Lunder	Secretray-Treasur
Subscribed and sworn to before	(Signature)	(Title) _, 19 <u>75</u> .
My Commission Expires:	(Signature)	
February 18. 1976		
(NOTARY SEAL)		(CORPORATE SEAL)
(ALTERNATE FORM OF OATH TO BE I PURSUANT TO A.R.S. 10-199.) STATE OF	SED BY INCORPORATORS FILING A CERTIFI	CATE OF CONFORMANCE
COUNTY OF		
We,		, the
incorporators of to the best of our knowledge ar statement, and have therefore of CORPORATION COMMISSION.	, d belief, the foregoing is a true, co caused same to be prepared and deliver	o solemnly swear that implete and correct ed to the ARIZONA
	INCORPORATOR	
	INCORPORATOR	
Subscribed and sworn to before	me chisday of	,19
My Commission expires:	Signature	

12-31 THUNDERBIRD FREIGHT LINES, INC. James Kimbro 1-2-58 50232 1515 S. 22nd Ave. Phoenix, Arizona MICROFILM ROLL arigonia 7958-4-9-59 99 nee 96062 R42021-25 1964-5-20-65 1959-3/21/60 169264-2500 1972-4/16/73 R111963 R 65570-250 1965- 4.27.66 #25-11973-4-17-74 11960-3/20/61 R23845-2500 129.261 895435-250 1966-4-7-67 1961-3-27-62 1968-6-6-69 R 33440-2509 17#149593 €25 € 1962-3/29/61 V1969-6-10-10 Ra - 18830 R65762 825,00 18 25.00 1963-5/164 1970-4-16-71 R19329-2500

Appointment of Agent

Arizona			, а сотрото	ition organized under the
hree years, OR, a corporation licensed to transact business in this State empowered by its Artic of Incorporation, shall be its lawful agent in and for the State of Arizona for and in behalf of so company, to accept and acknowledge service of, and upon who may be served, all necessary processes in any action, suit or proceeding that may be had or brought against the said Compan any of the Courts of said State of Arizona, such service or process or notice, or the acceptant hereof by said agent endorsed thereon, to have the same force and effect as if served upon to President and Secretary of said Company, the said Corporation hereby revoking any appointment of Agent heretofore made by it for the purposes designated. In Mitness Mherrof, the said Corporation has caused these presents to be signed by President, and attested by its Secretary, at Phoenix in the State Arizona this twenty-third day June 1975 A. G. Johnson, r. President By the President of the THUNDERBIRD FREIGHT LINES, INC.	aws of Arizona, does hereby app	ointS'	TEPHEN W. CRAIG	
hree years, OR, a corporation licensed to transact business in this State empowered by its Artic of Incorporation, shall be its lawful agent in and for the State of Arizona for and in behalf of so company, to accept and acknowledge service of, and upon who may be served, all necessary processes in any action, suit or proceeding that may be had or brought against the said Compan on any of the Courts of said State of Arizona, such service or process or notice, or the acceptant hereof by said agent endorsed thereon, to have the same force and effect as if served upon to President and Secretary of said Company, the said Corporation hereby revoking any appointment of Agent heretofore made by it for the purposes designated. In Mitness Mhercof, the said Corporation has caused these presents to be signed by President, and attested by its Secretary, at Phoenix in the State Arizona this twenty-third day June 19 75 A. G. Johnson, r. President By the President of the THUNDERBIRD FREIGHT LINES, INC.	, 3100 Valley Center,	Phoenix, who he	as been a bona fide reside	ent of Arizona for at least
President, and attested by its Secretary, at Phoenix in the State Arizona this twenty-third day June 19 75 A. G. Johnson, r. President By the President of the THUNDERBIRD FREIGHT LINES, INC.	hree years, OR, a corporation lift Incorporation, shall be its law ompany, to accept and acknow reprocesses in any action, suit on any of the Courts of said Stathereof by said agent endorsed resident and Secretary of said	censed to transact by ful agent in and for ledge service of, and or proceeding that note of Arizona, such thereon, to have the Company, the said	ousiness in this State en or the State of Arizona; I upon who may be serv may be had or brought a service or process or n se same force and effect Corporation hereby res	spowered by its Articles for and in behalf of said ed, all necessary process gainst the said Company otice, or the acceptance t as if served upon the
Arizona this twenty-third day June 19 75 A. G. Johnson, r. President By the President of the THUNDERBIRD FREIGHT LINES, INC.				
June 19 75 A. G. Johnson, r. President By the President of the THUNDERBIRD FREIGHT LINES, INC.		retary, at	Phoenix	in the State of
A. G. Johnson, r. President By the President of the THUNDERBIRD FREIGHT LINES, INC.	Arizona	this	twenty-thi	rd day of
By the President of the THUNDERBIRD FREIGHT LINES, INC.	June	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	P.CO	Jahren Jr.
		***	A. G. Johnson,	r. President
	By the President of the	THUNDERBIR	FREIGHT LINES,	INC.
Statu Wine	The second is the second that the second the			124
	Statu 11 L	wr		Pi
Secretary Secretary	s = VV	Secretary		100

Appointment of Agent

ARIZONA CORPORATION COMMISSION

FILED

JUN 24 1975.

Address 3100 Caller Centers

Address 3100 Caller Centers

Themily Horas 5073

C. 332 3M 4-00

WAIVER

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

Edward A. Tovrea

President

10 1 50 25 T

WAIVER

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 Tr

50,232

AGREEMENT AND ARTICLES OF CONSOLIDATION AND MERGER

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.

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 #14.7
constitute a plan of reorganization pursuant to which Oakley
shall be merged into TFL.

ARTICLE 1.

1.01 Oakley shall be merged into TFT, 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.

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 mercor 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, shal' 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 wit.. 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.

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, har a causaid 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.

Directors of Dakley Transfer and Storage Company

porazion President OAKLEY TRANSFER and STORAGE COMPANY, a New Mexic Directors of Thunderbird Freight Lines, Inc.

THUEDERVIRD FREIGHT LINES, INC.,

an Arizona d

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.

ATTEST:

Seglem W Cros

THUNLERBIRD FREIGHT LINES, INC., an Arizona corporation

y C. Hesident

EXECUTION BY CCRPORATE OFFICERS

The foregoing Agre nt and Articles of Consolidation and Merger, having been approved by the stockholders of THUNDERBIRD FREIGHT LINES, INC. as set forth in the foregoing Certificate of the Secretary thereof, and having been declared adopted as set forth in said Certificate, is hereby signed and acknowledged by the President and Secretary of said corporation and the seal thereof affixed hereto.

By Stylen W. Crain

Secretary

STATE OF ARIZONA) ss County of Maricopa)

On the 22nd day of October, 1975, A. G. JOHNSON, JR. and STEPHEN W. CRAIG acknowledged themselves under oath to be the President and Secretary, respectively, of THUNDLRBIRD FREIGHT LINES, INC., an Arizona corporation, and that, as such, they executed the above instrument as the act and deed of said corporation and on its behalf and that the facts stated therein are true.

Lauonna L Mor Notary Public

My Commission Expires:

2-1-78

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 sharesholders 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.

ecretary

STATE OF ARIZONA)
)ss
County of Maricopa)

On this the Zandday 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.

Jauenna J. May Notary Public

My Commission Expires:

2-1-73

RECORDER'S OFFICE,
MARICOPA COUNTY, ARIZONA

Phoenix, Arizona, DEC 2 1975, 19

SNELL & WILMER

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	PEE	•
(1)	CONSCIIDATI	ON AND MERGER of the	ARTICLES OF	9	00
2)	INCORPORA	TION of THUNDERBIRD I	REIGHT LINES, INC.,	M FRO	_
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5)		and the second s	500 6	41/1	21
6)			(3)		7

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SHELL & MITNESS

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 Maxico 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.

trem W.C.

STATE OF ARIZONA) s: County of Maricopa)

On this the Linday 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.

Tausnna L. Mue Notary Public

My Commission Expires:

2-1-77

EXECUTION BY CORPORATE OFFICERS

The foregoing Agreement and Acticles of Consolidation and Merger, having been approved by the stockholders of OAKLEY TRANSFER and STORAGE COMPANY, as set forth in the foregoing Certificate of the Secretary thereof, and having been declared adopted as set forth in said Certificate, is hereby signed and acknowledged by the President and Secretary of said corporation and the seal thereof affixed hereto.

By . . .

By Stylen & Cian

STATE OF ARIZONA)
)ss
County of Maricopa)

On the 22 md day of October, 1975, A. G. JOHNSON, JR. and STEPHEN W. CRAIG acknowledged themselves under oath to be the President and Secretary, respectively, of OAFLEY TRANSFER and STORAGE COMPANY, a New Mexico corporation, and that, as such, they executed the above instrument as the act and deed of said corporation and on its behalf and that the facts therein stated are true.

Notary Public

My Commission Expires:

2-1-78

50232 A ZONA CORPORATION COMMISSION
INCOMPORTING DIVISION
FILED

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Chicked &R.

ARIZONA CORPORATION COMMISSION - INCORPORATING	DIVISION	Annual Report for fiscal year e	nding 12-31-75
2222 W. Encanto, Suite 210D • Phrenix, Arizona 8500		Profit Corporation The filing fee of \$26.00 includes	les fees for both the
THUNDERBIRD FREIGHT LINES,		Annual Report and the Certific Prorated fee (if applicable) Check here if address	ate of Conformance
/ INC. 1515 S 22ND AVE		been changed since of	Hing of your last
PHOENIX, ARITONA 85009			86
50232 12/31	· ·	FILING ON REVERSE SIDE	-
President ALBERT G. JOHNSON, JR.	STREET 1515 C 22-1 A		STATE
Vice-Pres ROY MORRIS	1515 So. 22nd Ave	nue Phoenix, Ar	izona
Secretary STEPHEN W. CRAIG	11 11 11 11		"
Treasurer ALBERT G. JOHNSON, JR.	" " " "		"
ALBERT G. JOHNSON, JR.	nore than three attach separate she 1515 So. 22nd Ave		i zana
JAMES H. LIEM	1313 30. 22nd Ave		izona
STEPHEN W. CRAIG	11 11 11 11	100 1000 0 37007 7	JI
Assets FINANCIA	AL STATEMENT	Liabilities	
Current Assets:	Current Liabilities		
Cash on Hand \$ Demand Denosits \$ \$ 256,145	Notes Payable		467,863
Demand Deposits \$ \$ 236,143 Inventories (Cost) \$ \$ 94,048	Accrued Liabilities	,	5 407,003
Acets. Rec. (trade) net \$ 595,681	Taxes and interest	3	-
Notes Rec. (trade) \$	Other Current Liabilities:		\$
Other current assets:	Dividends declared	\$	
	Instalments due (in 1 Due Officers and Dire	A COLUMN TO THE PARTY OF THE PA	-13
, 468,119	Due Officers and Dire	CI 45	120,000
Fixes Assets § 870,056	Long Term Debts:	E 2 E	182,415
Intangible Assets:	Reserves	三	P.A.
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	Deferred Incom	ne Tax \$ 169.700	169,700
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Other 5 933,211		5	\$ 540,233
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\$ \$_	Surpino (Skingar 4)	\$	\$
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Shares Outstanding \$	Other capital surplus		5
Shares Outstanding \$	Earned surplus (or deficit)		,1,718,495
TOTAL \$ 20,000		TOTAL	s 1,718,495
	ss. COUNTY OF	MARICOPA	
We. ALDERT G. JOHNSON, JR. Secretary, of the above-named corporation, do solemnly swear that the foregoin	President, ar STLP	HEN W. CRAIG	wiedge and belief,
and have caused same to be prepared and delivered to the Arizona Corporation C	ommission.	Janes In	
Subscribed and sworn to before me this day of Track 1974	ZINE	Zeri	President
My commission expires			Secretary
(SIGNATURE)			
CERTIFICATE OF CONFORMANCE CHECK "A" OR "B", WHIC	HEVER IS AL ROPRIATE:	EK 1-3	
X A. There are no persons serving either by election or appointment as an of			
 Been convicted of either a felony or misdemeanor involving a trai or appointment, or 			
Been convicted of any other crime, essential elements of which as preceding his election or appointment, or	re fraud and misrepresentation to t	he public within the ten year p	eriod immediately
 Is subject to an order, judgment or decree of a court of competen or appointment, which order, judgment or decree enjoins or declares unlaw 			
B. The following persons serving either by election or appointment as an			
officers, directors or incorporators who have: 1. Been convicted of either a felony or misdemeanor involving a trat	esaction in securities within the te	en year period immediately pre-	redine his election
or appointment, or			
Been convicted of any other crime, essential elements of which ar preceding his election or appointment, or	and the second s		
Is subject to an order, judgment or decree of a court of competent or appointment, which order, judgment or decree enjoins or declares unlaw	f jurisdiction, entered within the te wful any conduct of practice in cor	in year period immediately pre- inection with a transaction invo	olving securities.
If "B" is checked, attach a list of the names and corporate position of s			
action, the caption of the proceeding, the cause number, the name of the tribu satisfied or carried out, and the nature of any injunctions, orders, judgments or de-	ecrees in effect at the time of the n	naking of the certification:	senience has been
	3. (MARICOPA	
We. ALBERT G. JOHNSON, JR. STEPHEN W. CRAIG Sect		resident HUNDERBIRD FREIGHT	I TNES INC
(NAME) do solemnly sheat that to the best of our	knowledge and belief the foreson	no is a true complete and corre	ot statement and
have therefore caused same to be prepared and delivered to the Arizona Corpulation of This CERTIFICATE THAT USE EXECUTED BY ANY TWO EXECUTIVE OF	ion Commission.	a true, complete and corre	er scatement, and
A Lesident	FICERS OR DIRECTORS OF THE	CORPORATION OR COMBINA	Secretary
Subscribed and swore to before me this 2204 day of Marian	(SIGNATURE)		(MINCE)
Subscribed and swore to before me this 2204 day of Marcala My Commission Expires: 2-1-78	, 19	Lovenno L. K.	e e
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ARIZONA CORPORATION COMMISSION

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

ADDRE	ESS WITH YOUR FEE. REPORT MUST	BE FIL	ED ON OR BEFORE:		
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Principal Office of				\$30.00	
Non-Arizona Corporations:				ANNUAL RE	PORT
P.O. Box (If any): City, State, Zip Code:			DEC	FOR YEAR E	NDING
City, State, Zip Code: Name of Arizona Statutory Agent:			REC		76
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D. BRIEF STATEMENT OF THE	CHARACTER OF BUSINESS IN WHICH	THE C	ORPORATION IS ACTUALLY EN	GAGED IN ARIZONA	The state of
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Date of taking this office. No	MO. 3 DAY 30 YR. 1976	- 0		e MO. 3 DAY 30 YR	1976
Vice-President		0	Assistant Secretar Treasurer		0.
Name ROY	MORRIS, JR.	- 0	Name:	JAMES H. LIEM	
Street Address: 1515	5 SO. 22ND AVE.	0	***************************************	1515 SO. 22ND AVE.	0
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Secretary Name STEI	PHEN W. CRAIG	0			00
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Treasurer		0			0
Name A. G	G. JOHNSON, JR.	Ŏ	Name:		0
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Director		ROY E. MORR	OTS.		~	Director					0
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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 AKS 10-128

PURSUANT TO ADMINISTRATIVE RULE R-14-1 102

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

A. COPPORATION INFORMATION:

Emporation Name:

THUNDERBIRD FREIGHT LINES, INC.

Shad Actions: P.O. Tes (If any) 1515 S. 22ND AVE. PHOENIX, AZ 85009

City, State, Zip Code

FILE NO. 050232-6

TYPE OF CORPORATION PROFIT

FEE \$30.00

100 3696 4/137 D

Principal Office of Non-Arizone Corporations:

Sorte # (if any):

City, State, Zir Code:

Name of Arizon: Statutory Agent:

Street Address:

STEPHEN W. CRAIG

"100 VALLEY CENTER

Tity, state, Zip Code:

PHOENIX, AZ J73

ANNUAL REPORT FOR YEAR ENDING

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200,000	COMMON		\$10.00	Ė
NUMBER ISSUED 2,000	CLASS COMMON	SERIES	PAR VALUE \$10,00	

D. BRIEF STATEMENT	OF THE	CHARACTER	OF BUSINESS	IN WHICH THE	CORPORATION	IS ACTUALLY	ENGAGED IN	ARIZONA.
INTERSTATE	TRUC	KING						
		4.1						

E. OFFICERS:

F. DIRECTORS:

President	O Director	0
Name A. G. JOHNSON, JR.	Name A. G. JOHNSON, JR.	_0
Street Address 1515 S. 22ND AVE.	Street Address 1515 S. 22ND AVE	-0
P.O. Box	P.O. Box:	-0
City, State, Zip Code PHOT X, AZ 85009	UI City, State. Zip Code PHOENIX, AZ 85009	- Ō
Date of taking this office MO DAY 26 YR 77	Date of taking this office: MO. 4 DAY 26 YR. 77	-0
Vice-President - ADMINSTR/TION	ODirector	0
Name ROY E. MORRIS	Name EDWARD A. TOVREA	-0
Street A dress 1515 S. 22nd AVE	Street Address 1515 S. 22ND AVE	-0
P.O. Box	O P.O. Box	-0
City, State, Zip Code PHOENIX, AZ 85009	City, State, Zip Code PHOENIX, AZ 85009	_ 0
Date of taking this office: MO. 4 DAY 26 YR. 77	Date of taking this office: MO. 4 DAY 26 YR. 77	-0
Secretary	ODirector	0
Name STEPHEN W. CRAIG	Name ROY E. MORRIS	_ 0
Street Address: 3100 VALLEY CENTER	Struet Address 1515 S. 22ND AVE.	-0
P.O. Box	O P.O. Box:	_0
City, State, Zip Code PHOENIX, AZ 85073	City, State, Zip Code PHOENIX, AZ 85009	-0
Date of taking this office: MO. 4 DAY 26 YR. 77	Date of taking this office: MO.4 DAY 26 YR. 77	-0
Treasurer	ODirector	0
Name A. G. JOHNSON , JR.	O Hame C. F. OWENS	_0
Street Address 1515 S. 22nd . Av 3.	Olistreet Address 1515 S. 22ND AVF.	_ 0
P.O. Box	O P.O. Box	_ 0
City, State, Zip Code PHOENIX, AZ 85009	City, State, Zip Gode PHOENIX, AZ 85009	-0
Date of taking this office MO. 4 DAY 26 YR. 77	Date of taking this office: MO. 4 DAY 26 YR. 77	_ 0
Other Executive Officer (title) VICE PRES, -SALES &	OlDirector	0
Name C. F. OWENS TRAFFIC	Name JAL 18 H. LIEM	Õ
Street Address 1515 S. 22ND. AVE	Street Address 1515 S. 22ND AVE	Õ
	() Street Address 1919	
	O P.O. Box	Īŏ
P.O. Box	O P.O. Box	00
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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. Name JAMES H. LIEM TREAS.	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	000 000
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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.

ASSESTS	AMOUNT	TOTAL
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
Total assets		4,557,799
LIABILITIES AND CAPITAL		
Accounts payable		516,943
Mtges., notes, bonds payable in less than 1 yr.		15,967
Other current liabilities		448,262
Loans from shareholders		
Miges., notes, bonds payable in 1 yr. or more		
Ciner liabilities DEFERRED TAXES CV INCOME		409,975
Total Liabilities		
Capital stock: (a) Preferred stock		1,391,147
(b) Common stock	20.000	20,000
Paid-in-or capital surplus	20,000	
Retained earnings - Appropriated		
Retained earnings - Unappropriated		3,146,652
Less cost of treasury stock		3,166,652
Total Capital Total Liabilities		4,557,799
and Capital		

Shareholder Name THUNDERBIRD SOUTHWEST	II example.
	Shareholder Shareholder
Shareholder Name	Shareholder Name
Shareholder	Shareholder
Name	O Name
	ACCOUNT OF BUT AFFOR
	UIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE. Lave examined this report, including any attachments, and to the best of my knowledge and belief it is true. BY PRESIDENT, VICE PRESIDENT, SECRETARY ASSISTANT SECRETARY OR TREASURER.)
TITLE PRESIDENT	THE SECRETARY
	April 10, 1978 (Date of Signing)
request for an extension of time <u>MUST</u> be ac request and paying the annual fee can the C	Alinual Report Section for an extension of time, not to exceed 60 days, in which to file this report. The companied by the annual fee which also appears in part A on page I of this report. Only after filing that ommission 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	
he issued and outstanding common shares o 1. Have been convicted of a felony invi- seven year period immediately precei 2. Have been convicted of a felony, the of trade or monopoly in any state or	ointment as officers, directors, trustees, incorporators and persons controlling, or holding more than 10% of r10% of any other proprietary, beneficial or membership interest in the corporations of ving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the ding the execution of this certificate.
(a) Involved the violation of fraud (b) Involved the violation of the c	tion, judgment, decree or permanent order of any state or federal court entered within the seven year period this certificate, where such injunction, judgment, decree or permanent order or registration provisions of the securities laws of that jurisdiction, or onsumer flaud laws of that jurisdiction, or intitrust or restraint laws of trade laws of that jurisdiction.
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immediately preceding the execution (a) Involved the violation of fraud (b) Involved the violation of the c (c) Involved the violation of the a (c) Involved the violation of the a (d) Involved the violation of the a (e) Involved the violation of the statement of the state	tion, judgment, decree or permanent order of any state or federal court entered within the seven year period of this certificate, where such injunction, judgment, decree or permanent order or registration provisions of the securities laws of that jurisdiction, or onsumer fraud laws of that jurisdiction, or intitrust or restraint laws of trade laws of that jurisdiction. Ction or appointment as officers, directors, trustees, incorporators and persons controlling, or holding more mon shares or 10% of any other proprietary, beneficial or membership interest in the corporation, have been nts listed in items 1 through 3 above: 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 focation, the court and public agency involved, and the file or cause number of the case. T CORRORATE NAME THUNDERBIRD FRETGHT LINES, INC.
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Commission.

18/10/18

STATEMENT OF CHANGE OF KNOWN PLACE OF BUSINESS

RECEIVED

OR STATUTORY AGENT, OR BOTH,

OF

OCT 12 18 3

ARIZONA COMP. COMMISSION INCORPORATING DIVISION 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.
- 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.
- 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 J June
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

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

Street Address %U	The state of the s	D FREIGHT ATES CORP #603	1000			• 774 *100		3/19/7	19	20.00
Street Address: XU P.O. Box (If any): LU	INITED ST	ATES CORP	COMPA	INY				3/19/7	9	20.00
Street Address: XU P.O. Box (If any): LU	INITED ST	ATES CORP	COMPA	INY				3/19/7	9	30.00
Street Address: XL P.O. Box (If any): LL	INITED ST	ATES CORP	COMPA	INY						30.00
P.O. Box (If any):	HRS BLDG									
			AZ	85003						
			27.30	~ ~ ~ ~ ~						
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						-	FILE N	0. 6	0502	32-6
										PROFI
							FEE		30.0	
Principal Office of							_			
Non-Arizona Corporati	ons:							ANNU	ALRE	PORT
Suite # (if any):								FOR Y	EAR E	NDING
City, Slate, Zip Code:	1.0		TEC 00	25 60454	N. W					7.0
Name of Arizona Statu		NITED STA		RF CUMPA	INT			12	31 DAY	78 YR.
Street Address:		UHRS BLDG HOENIX	#603	AZ	85003			WJ.	UAY	in.
City, State, Zip Code:		HOENTY		- 2	99903					
	2 23									
	. 3 6									
B. SPECIAL INSTRUCTI	ONS: If there has	been a change in	any of the	preceding inform	nation, please	indicate be	low the c	hange requ	ired.	
D.										
									TONS	
C. * CAPITALIZATION:	Aggregate number	r of shares itemize	ed as follow	s * NOT	T REQUIRED I	FOR NON-1	PROFIT	CORPORA	TIONS	
C.*CAPITALIZATION: NUMBER AUTHORIZE		r of shares itemize	ed as follow		T REQUIRED I	FOR NON-1		CORPORA	TIONS	
NUMBER AUTHORIZE		CLASS	d as follow		CARLES IN	FOR NON-E	PAR	VALUE	TIONS	
			ed as follow		CARLES IN	FOR NON-1	PAR		TIONS	
AND		CLASS	ed as follow		CARLES IN	FOR NON-1	PAR	VALUE	TIONS	
NUMBER AUTHORIZE		CLASS	ed as follow	SEF	CARLES IN	FOR NON-1	\$10	VALUE	TIONS	
NUMBER AUTHORIZE		CLASS	d as follow	SEF	RIES	FOR NON-1	\$10	VALUE 0 00	TIONS	
NUMBER AUTHORIZE 200,000 NUMBER ISSUED		CLASS Common	d as follow	SEF	RIES	FOR NON-1	\$10	VALUE VALUE	TIONS	

E. OFFICERS:

F. DIRECTORS:

President	O Director
Name V. Wayne Varozza	O Name Thomas R. Dwyer
Street Actiess 333 Hegenberger Road	O Street Address 333 Hegenberger Road
P.O. Box P.O. Box 2081	O PO Box P.O. Box 2081
City, State Zip Code Oakland, CA 94621	O City, State Zip Code Oakland, CA 94621
Date of taking this office. MO. 6 DAY 13 YR. 78	O Date of taking this office MO. 6 DAY 13 YR. 78
Date of taking this office. MO. O DAT 13 TR. 10	Date of taking this effice wo. Q DAT 10 In. 70
Vice-President	ODirector
Name Richard J. Frazer	Name Thomas F. Herman
Street Address 333 Hegenberger Road	Street Address 333 Hegenberger Road
P.O. Box 2081	O P.O. Box P.O. Box 2081
City, State, Zip Code Oakland, CA 94621	City, State, Zip Tode Oakland, CA 94621
Date of taking this office MD. 6 DAY 13 YR. 78	Date of taking this office MO 6 CAY 13 YR 78
Secretary	ODirector
Name Andrew J. Skaff	Name V. Wayne Varozza
Street Address 333 Hegenberger Road	Street Address 333 Hegenberger Road
P.O. Box 2081	O PO Box P.O. Box 2081
City, State Zip Code Oakland, CA 94621	City, State, Zip Code_Oakland, CA 94621
Date of taking this office: MO. 6 DAY 13 YR. 78	Date of taking this office MO 6 DAY 13 YR. 78
Date of taxing this office. Mo. O DAY 13 TR. 10	Date of taking this office wo. O DAT 10 TA.
Treasurer	ODirector
Name Richard J. Frazer	O Name Richard J. Frazer
Street Address 333 Hegenberger Road	Street Address 333 Hegenberger Road
P.O. Box P.O. Box 2081	O P.O. Box P.O. Box 2081
City, State, Zip Code Oakland, CA 94621	O City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO. 6 DAY 13 YR. 78	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	O Director Name A. G. Johnson, Jr. Street Address: 1515 South 22nd Avenue P.O. Box None
P.O. Box P.O. Box 2081	City State, Zip Code Phoenix, AZ 85009
City, State, Zip Code Oakland, CA 94621 Date of taking this office MO. 6 DAY 13 YR 78	Date of taking this office: MO. 12 DAY 18 YR. 75
Other Executive Officer (title) Vice President	ODirector
Name A. G. Johnson, Jr.	O Name Andrew J. Skaff
Street Address 1515 South 22nd Avenue	Street Address 333 Hegenberger Road (
PO Box None	O PO Box P.O. Box 2081
City State Zip Code Phoenix, AZ 85009	O City State, Zip Code Oakland, CA 94621 (
Date of taking this office MO 6 DAY 13 YR 78	Date of taking this office MO 6 DAY 13 YR 78
Chairman	
Other Executive Officer (title) of the Board	_ O Director
Name Thomas R. Dwyer	O Name
Street Address 333 Hegenberger Road	Street Address
PO Box P.O. Box 2081	O P.O. Box
City, State, Zip Code Oakland, CA 94621	O City. State. Zip Code
Date of taking this office MO 6 DAY 13 YR 78	Date of taking this office MODAYYR(
Other Executive Officer (title)	ODirector
	O Name (
Name Street Address	O Street Address
P O. Box	O PO Box(
T. V. WAA	2
City, State, Zig Code	O City, State, Zip Code(

G. STATEMENT OF FINANCIAL CONDITION BALANCE SHEET

YOU MAY SUBSTITUTE FOR 1 HIS 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 ARIZCNA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION OF INCOME PURSUANT TO TITLE 43, ARIZONA REVISED STATUTES.

(In Thousands)

ASSESTS	AMOUNT	TOTAL
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		
uildings 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
Total assets		4,449
LIABILITIES AND CAPITAL		
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/
Pair-in-or capital surplus		
Retained earnings - Appropriated		**********
Retained earnings - Unappropriated		3,603
Less cost of treasury stock		
Total Capital		3,623
Total Liabilities		4,449
and Capital	/	

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 Shareholder Name Thunderbird Southwest Corp.* Shareholder Shareholder Name Name Shareholder Shareholder Name * 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 in taw. I declare that I have examined this report, including any attachments, correct and conclete. 1905 T 90 SIGNED BY PRESIDENT, VICE PRESIDENT, SECRETARY my knowledge and belief it CRETARY OR TREASURER. TITLE President Secretary If you are unable to file this known Report on or before the date which appears on page I 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 est for an extension of time MUST be accompanied by the annual fee which also appears in part A on page I of this report. Only after filling 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 AXX 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 fellow 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 fellow, 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. mediately preceding the execution of this certificate, where such injunction, judgment, decree or permanent order

(a) involved the violation of fraud or registration, rovisions 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. 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: 11. THE FOLLOWING INFORMATION ON EACH PERSON I NAME S LISTED MUST ACCOMPANY THIS REPORT Full name and prior names used. 2. Full birth name. Present home address.

Prior addresses (fur immediately preceding 7 year period). Date and location of birth. Social security number. 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. Thunderbird Freightlines, Inc. EXACT CORPORATE NAME DATED 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, MIST BESIGNED BY ANY TWO EXECUTIVE OFFICERS OF DIRECTORS OF THE CORPORATION. President DILE Date of Signing mission, please make sure that you have signed part I AND part J of this report, please the appropriate box in part job has report, and that you have submitted your check or other remittance for the annual fee which is required by law to

4.

Many questions, pie, se contact the Annual Report Section of the Incorporating Division of the Arizona Corporation

THE WEST ENCANTO BLVD. SUITE 210-D FHOENIX, ARIZONA STARR

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 zil 4 sides of this Annual Report and return to the EITHER OF THE ABOVE ADDRESSES WITH YOUR FEE.	
A. CORPORATION INFORMATION	18119110
FILE NO 050232-5	A REPENSED E
Corporation Name THUNDERBIRD FREIGHT LINES, INC. Street Address %UNITED STATES CORP COMPANY PO 80x (If any) LUHRS BLDG #603	Commission

"UNITED STATES CORP COMPANY P.O. Box (if any) LUHRS BLDG #603 City State Zip Code PHOENIX 85003

TYPE OF CORPORATION FEE PENALTY_ 30 70 TOTAL

Name of Arizona Statutory	Agent.	UN	11	E D	ST	ΑT	ES	CORP	COMP	ANY
Street Address City State Zip Code		PH	HR	5	Brb	G	#60	3		8500

12	31	79
MO	DAY	YR.
DUE C	N OR	BEFORE
04	15	60

Tucson

. W. LOWE MOTORO . AND A MARKET	s been a change in any of the precedin		
S. BRIEF STATEMENT OF THE CHARAC	TER OF BUSINESS IN WHICH THE CORF	PORATION 13 ACTUALLY E	NGAGED IN ARIZONA.
Transportation			
). *CAPITALIZATION: Apgregate number	ber of shares itemized as follows:	*NOT REQUIRED FO	R NON-PROFIT CORPORATION
NUMBER AUTHORIZED	CLASS	SERIES	PAR VALUE
100,000 shares	common		\$10
NUMBER ISSUED	CLASS	SERVES	PAR VALUE
2,000	common		\$10

the corporation, including persons beneficially holding such shares additional space is needed, attach a separate sheet.

Shareholder Name	Thunderbird	Southwest	Corp.
Shareholder			

Name

Shareholde Name:

Sharehnider Name __

F. OFFICERS

President
Name V. Wayne Varozza
Street Address 333 Hegenberger Road, 94621
PO 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
PO Box Post Office Box 2081, 94604
City, State, Zip Code, Oakland, CA
Date of laking this office. MO 06 DAY 13 YR 78
Secretary
Name Andrew J. Skaff
Strand Addre : 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 DAV 13 VR 78
Treasurer
Name
Street Address
P.O. Unx
City, State Zip Code
Date of bixing this office MO DAY YR
BOOK OF THE PARTY
Chief
Chief
Chief Other Executive Officer (HHe) Financial Officer
Chief Other Executive Officer (HHe) Financial Officer Name Richard J. Frazer Street Address 333 Hegenberger Road, 94621
Chief Other Executive Officer (Hille) Financial Officer Name Richard J. Frazer Street Address 333 Hegenberger Road, 94621 PO Box Post Office Box 2081, 94604
Chief Other Executive Officer (title) Financial Officer Name Richard J. Frazer Street Address 333 Hegenberger Road, 94621 PO Box Post Office Box 2081, 94604 City State Zip Code Oakland, CA
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Chief Other Executive Officer (title) Financial Officer Name Richard J. Frazer Street Address 333 Hegenberger Road, 94621 PO Box Post Office Box 2081, 94604 City State Zip Code Oakland, CA Date of tuking this office MO 06 DAY 13 YR 78 Other Executive Officer (title)
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Chief Other Executive Officer (title) Financial Officer Name Richard J. Frazer Street Address 333 Hegenberger Road, 94621 PO 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 PO Box Gity, State Zip Gode Date of taking this office MO DAY YR Other Executive Officer (title) Name Street Address PO Box City State Zip Code
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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) Other Executive Officer (title)

Gity, State Zip Code.

Date of taking this office MO DAY YR . .

G. DIRECTORS	
Owester & Chairman of the Board Name Thomas F. Herman	
Street Address 333 Hegenberger Road PO Box Post Office box 2981, 9 Gity State Zip Gode Oakland, CA	d, 94621 4604
Date of taking this office: MO _01 DAY 15	YR 80
Director Name V. Wayne Varozza Street Address 333 Hegenberger Road P O Box Post Office I'x 2081, 9 City State Zip Gode Oakland, CA	, 94621 4604
Date of taking this office: MO 06 DAY 13	YR 78
Olivector (Jame Richard J. Frazer Street Address 333 Hegenberger Roa P.O. Box Post Office Box 2081, City, State Zip Gode Oakland, CA Date of taking this office MO 06 DAY 13	94604
Name Andrew J. Skaff Street Address 333 Hegenberger Road PO Box Post Office Box 2081, City Stand Zip Code Oakland, CA Date of taking this office MO 06 DAY 1	94604
Director	
Name Street Andress	
P.O Box	
Oity, State, Zip Code	
Date of taking this office MD DAY	YR.
Director	
Namo	
Street Address	
PO Box	
City State Zip Code	
DO NOT WRITE IN THIS BLOCK FOR OFFICE USE ONLY	YR.
INITIALS ACTION TRAN DATE	
	AC
	AS
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	AD

H. STA EMENT OF FINANCIAL CONDITION
BALANCE SHEET

YOU MAY SUBSTITUTE FOR THIS P
ANCE SHEET AN EXACT COPY OF THE FINANCIAL CE PORT TO SHAREHOLDERS
AS PROVIDED IN A R.S. § 10-127. A
PY OF SCHEDULE L. FILED WITH THE INTERNAL RE. F. NUE SERVICE. OR A COPY
OF SCHEDULE L. FORM 120 FILE?
H. THE ARIZONA DEPARTMENT OF REVENUE FOR THE PURPOSES OF TAXATION
OF INDOME FURSUANT TO TITLE 43. ARIZONA REVISED STATUTES.

Cash	ASSETS	AMOUNT	TOTAL 5,806
	nts receivable		,,,,,,
	bad debts		264,865
Inventories			78,491
	U.S. and instrumentalities		
	thereof etc		
	ingrisor trip		120,111
Loans to shareholders			120,111
	ate loans		
	NA VENEZUEZE DESCRIP	2,614,771	
	ed depreciable assets	0.000 405	321,346
	epreciation		321,340
			2 421 007
	opletion		2,421,997
	(zation)		
intangible assets (amort	fizable only)		
(a) Less accumulated a	mortization		
Other assets			1,575,885
	Total assets		4,788,501
LIAB	ILITIES AND CAPITAL		
Accounts payable			808,316
Mtges, notes, bonds pa	syable in less than 1 yr.		
Other current liabilities			
Loans from shareholder			
Mtges, notes, bonds pa	syable in 1 yr. or more	-/) 11	
Other liabilities			***************************************
	Total Liabilities		
Capital stock	(a) Preferred stock		
	(b) Common stock	20,000	20,000
Paid-in-or capital surplu			
Ret. ned earnings - App	propriated		
Retained earnings - Uni	appropriated		3,960,185
Less cost of treasury st	ock		
	Total Capital		3,980,185
	Total Liabilities		4 700 505
	and Capital *		4,788,501

CHECK APPROPRIATE BOX(S) "A" OR "B" CERTIFICATE OF DISCLOSURE Thunderbird Freight Lines, Inc. A.R.S. Sections 10-128 EXACT CORPORATE NAME THE UNDERSIGNED CERTIFY THAT No person serving either by election or appointment as officers, directors, frustees, incorporators and persons controlling, or to Than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or inembership interest in the corporation.

1. Have been convicted of a fellow involving a france of a substitute, substitute, substitute in any state or federal jurisdiction. Have been convicted of a felony involving a frantaction of according to consisted of fraud misrepresentation theft by false preceding the execution of this certificate. Have been convicted of a felony, the essential elements of which consisted of fraud misrepresentation, theft by false preceding the execution of this certificate.

The been convicted of a felony, the essential elements of which consisted of fraud misrepresentation, theft by false preceding the execution of this certificate. 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 feaud laws of that jurisdiction; or
 (c) Involved the violation of the entitrust or leafning laws of trade-laws of that jurisdiction. F any person or persons who have been or are subject to one of more of the statements in Iteris A 1 through A 3 above the following of committee that are and prior names used

5. Date and location of birth
2. Full birth name
6. Social Security names Present home address The nature and description of each conviction or judicial Prior addresses (for immediate preceding 7 year period) action, the date and 'ocation, the court and sublic anency involved, and the file or cause number of the case J. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA DEPARTMENT OF REVENUE BY 1/2/2 DATE 4/1/80 DATE 4/1/80 THE Vice President Secretary REMINDER: IS THE FORM SIGNED, ARE ALL FEES INCLUDED AND IS THE FINANCIAL CONDITION COMPLETED?

ARIZONA CORPORATION COMMISSION

2222 W ENCANTO BEVO SUITE 210 PHOENIX AZ 85009 PRESORTED FIRST CLASS MAIL U.S. POSTAGE PAID PHOENIX, AZ Permit No. 621

THUNDERBIRD FREIGHT LINES, INC. ZUNITED STATES CORP COMPANY LUHRS BLDG #603
PHOENIX AZ 85003

APRA 796

MAIL TO:

P.O. BOX 6019 - PHOENIX, ARIZONA 85005

1210 W. WASHINGTON PHOENIX, ARIZONA 85005

FILE NO. (350232-6

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 ADDRESTES WITH YOUR FEE.

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

F. OFFICERS	G. DIRECTORS
President	Director
Name V. Wayne Varozza	Name Thomas F. Herman
Street Address 333 Hegenberger Road	Street Address 333 Hegenberger Road
PO Box Post: Office Box 2081 (94604)	PO Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621	City. State. Zip Code Oakland, CA 34621
Date of taking this office: MO 06 DAY 12 YR 78	Date of taking this office: MO 06 DAY 12 YR 78
rice-President and Chief Financial Officer	Director
Name Richard J. Frazer	Ne V. Wayne Varozza
Street Address 333 Hegenberger Road	St ddress 333 Hegenberger Road
O Box Post Office Box 2081 (94604)	Post Office Box 2081 (94604)
City. State, Zip Code Oakland, CA 94621	City State Zip Code Oakland, CA 94621
Date of take s office: MO. 06 DAY 12 YR 78	Date of taking this office: MO_76_DAY_12_YR_78_
Secretary	Director 21 7 Page 1
Name Andrew J. Skaff	Name Richard J. Frazer
Street Address 333 Hegenberger Road	Street Address 333 Hegenberger Road
O Box Post Office Box 2081 (94604)	PO Box Post Office Box 2081 (94604)
City, State, Zip Code Oakland, CA 94621	City, State, Zip Code Oakland, CA 94621
Date of taking this office: MO. 06 DAY 12 YR 78	Date of taking this office. MO 06 DAY 12 YR 78
PERSONNEL AND ADDRESS OF THE PERSONNEL AND AD	Director
Name	Name Andrew J. Skaff
Street Address	Street Address 333 Hegenberger Road
P.O. Box	P.O. Box Post Office Box 2081 (94604)
City State, Zip Code	City State Zip Code Oakland, CA 94621
Date taking this office: MODAYYR	Date of taking this office: MO 06 DAY 12 YR 78
year at tening this office. Mo	Olic or round this order in order or a second
Chairman	Director
Other Executive Officer (title) of the Board	Name
Name Thomas F. Herm	Street Address
Street Address 333 Heger, .ger Road	P.O. Box
PO Box Post Office Box 2081 (94604)	
City State Zip Gode Oakland, CA 94621	City, State, Zip Code Date of taking this office: MO DAY YR
Date of taking this office: MO 01 DAY 25 YR 80	Date of taking this office: MODAYYR
Date of taking this office. MO OT DAT 25 TH.	
	Director
Other Executive Officer (title)	Name
Vame	Street Address
Street Add ess	P.O Box
O dox	City, State, Zip Code
City State, Zip Code	Date of taking this office MODAYYR
Nate of taking this office: MODAYYR	DO NOT WRITE IN THIS BLOCK FOR CFFICE USE ONLY
Other Executive Officer (title)	INITIALS ACTION TRAN DATE
ne .	AC
Street Address	
PO Box	AS
City, State, Zip Code	
Date of taking this office: MODAYYR	AF
Other Franchis Officer (1982)	
Other Executive Officer (title)	AD
Name	
Street Address	
P.O. Box	
City, State, Zip Code	
Date of taking this office: MOYR	

H. STATEMENT OF FINANCIAL CONDITION
BALANC 2 SHEET

YOU MAY SUBSTITUTE FOR THIS BALANCE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHUL DERS
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

AHIL. VA REVISED STATUTES.

ASSETS Cash	AMOUNT	TOTAL 39,413
Trade notes and accounts receivable	256,877	
(a) Less all vance for bad debts	117	256,87.
In entiries		36,244
Go/'t obligations: (a) U.S. and instrumentalities		
(b) State. subdivisions thereof. etc.		
Other current assets		92,005
Loans to shareholders		
Mcrtgage 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) I ess accumulated amortization		
Other assets 4,052,528 105,802		4,158,430
Tota' assets		4,773,342
LIADILITIES AND CAPITAL		
Accounts payable		246,707
Mtges., notes, bunds payable in less than 1 yr.		
Other current liabilities		382,745
Loans from share olders		
Mtges, notes, bonds payable in 1 yr, or more		
Other habitulies		
Total Liabilities		629,452
Capital s ck (a) Preferred stock		
(b) Common stock	20,000	20,000
Paid-in-or capital surplus		
Retained earnings - Appropriated		**************
Ret_i.ed earnings - Unappropriated		4,123,890
Less cost of treesury slock		
Total Capital		4,143,890
Total Liabilities and Capital		4,773,342
and Capital		

CHECK APPROPRIATE POX(S) "A" OR "B" CERTIFICATE OF DISCLOSURE Thunderbird Freight Lines, Irc. A.R.S. Sections 10-128 THE UNDERSIGNED CERTIFY THAT 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 traud 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 faise pretenses, or restraining of trade or monopoly in any state. If 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.

2 Full birth name.

3 Present home address.

4 Prior addresses (for immediate preceding 7 year period)

5 Date and location of birth.

5 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 cause. 5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, the date and focation, the court and public agency involved, and the file or cause number of the case. ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 43 HAVE BEEN FILED WITH THE ARIZONA GEPAFTMENT 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. If a foreign corporation, the following declaration is also applicable. Under panalties of link I declare that I will comply with it is provisions of A R S. Ser. 128.01. MAD STATE 4/10/81 Vice President President REMINDER: IS THE FORM SIGNED, ARE ALL FEES INCLUDED AND IS THE FINANCIAL CONDITION COMPLETED? PRESORTED ARIZONA CORPORATION COMMISSION 2222 W. EFICANTO BLVD. SUITE 210 PHOENIX. AZ 85009 FIRST CLASS MAIL U.S. POSTAGE PAID PHOENIX, AZ Permit No. 621

THUNDERBIRD FREIGHT LINES, INC. ZUNITED STATES CORP COMPANY

AZ 85003

LUIRS BLDG #603

PHOENIX

MAIL TO:

P.O. POX 6019 - PHOENIX, ARIZONA 65005 V.

1210 W WASHINGTON PHOENIX, ARIZONA 85007

ARIZONA CORPORATION COMMISSION AND DA 1982 -- AVENUE

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

FORM PURSUA T TO ADMINISTRATIVE RULE H-14-1-102 DIRECTIONS: 1 lease complete all 4 sides of this Annual Report and return to the ARIZONA COA ORATION COMMISSION P.O. Box 6019, Priperix, Az 86076 (DR) 402 W Congress, Tucson, Az 85701 with your Fige

A. CORPORATION INFORMATION FILE NO 050232-6 Corporation Nyine THUNDERBIRD FREIGHT LINES. INC. Street Andrew ZUNITED STATES CORP COMPANY P.O. Box of anyl City State 7:p Code LUHRS BLOG #603 PHOENIX AZ 85003 TYPE OF CORPGRATION FEE 30.00 PENALTY TOTAL ANNUAL REPORT Name of Arizona St. Lutory A. of UNITED STATES COMPANY Street Address LUHRS BLDG #603 City State Zip Code PHOENIX AZ ESQUE JR BEFC RE B. SPECIAL INSTRUCTIONS: If there has been a change in any of the preceding information, flease indicate below the change required C. BRIE: 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 REQUIR_D FOR NON-PROFIT CORPORATIONS NUMBER AUTHORIZED CLASS PAR VALUE 100.000 Common 10.00 A.C.C. INCORPORATING DIV. RECEIVED NUMBER ISSUED PAR VALUE 2,000 Common 10.00 APR 6 1982 E SHAREHOLDERS DIRECTION: Fill in names Fill in names of the corporation RECEIVED Shareholder THUNDERBIRD SOUTHWEST CORP. Shareholder ARIZUNA CORP. COMMISSIONE Sha wholder Name

INC-0346

DOCUMENTS ARE SUBJECT TO REVIEW BEFORE FILING

3 8 8 8

G. DIRECTORS

F. OFFICERS

The state of the s	(figure 2)		
President Name V. Wayne Varozza	Director W. Mayron Warrange		
LANCE AND A SECOND CONTRACTOR OF THE PARTY O	Name V. Wayne Varozza		
Street Address 333 Hegenberger Road PO Box 2081	Street Address 333 Hegenberger Road		
Gity State Zio Code Oakland, CA 94621	City State Zip Code Oakland, CA 94621		
Date of taking this office MO 8 DAY 1 YR 81	Date of taking this office MO 8 DAY 1 YR 81		
Vice-President	Director		
Name Elbert Mitchell	Name Elbert Mitchell		
Street Address 4835 LBJ Freeway	Street Address 4835 LBJ Freeway		
City State Zip Corte Dallas, TX 75234	City State Zip Code Dallas, TX 75234		
Date of taking this office MO 8 DAY 1 VR 81	Date of taking this office MO 8 DAY 1 YR 81		
Secretary	Director		
Name Andrew Skaff	Name_ Fred Bingham		
Street Address 333 Hegenberger Road	Street Address 4835 LBJ Procway		
Lity State Zip Code Oakland, CA 94621	City State Zip Code Dallas, TX 75234		
Date of taking this office MO 8 DAY 1 YR 81	Date of taking this office MO_B_DAY_1 vn _B1_		
Treasurer	Director		
Name Charles Pass	Name Daniel Feehan		
Street Address 333 Hegenberger Road	Street Address 1929 Allen Parkway		
PO Box 2081	PO Box		
City State Zip Code Qakland, CA 94621	Cdy State Zip Code Houston, TX 77019		
Date of taking this office MO. 10 DAY 1 YR 81	Date of taking this office MO 8 DAY 1 YR 81		
Trial Provident	Director Tolan Kanananan		
Other Executive Officer (II.'e) Vic President	Nam John Koonsman		
Name John Koonsman	Street Address 4835 LBJ Freeway		
Street Address 4835 LBJ Freeway	PO Box		
PO Box	City State Zip Code Dallas, TX 75234		
City. State Zip Code Dallas, TX 75234 Date of taking this office MO 8 DAY 1 VR 81	Date of taking this office MO 8 DAY 1 YR 81		
	Director		
Other Executive Officer (title)	Name		
Name	Street Address		
Sire 1 Address	PO Box		
PO Box	City State Zip Code		
City State, Zip Cons	Date of taking this office: MODAYYR		
Date of taking this of ce MODAYYR	DO NOT WRITE IN THIS BLOCK		
Other Executive Officer (title)	INITION ACTION TRAN DATE		
Name	AC		
Street Address	III AC		
PO Box	AS		
City. State Zip Code			
Date of laxing this office MODAYYR	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 Sr s.

H. STATEMENT OF FINANCIAL CONDITION
BALANCE SHEET

YOU MAY SUBSTITUTE FOR THIS BALANJE SHEET AN EXACT COPY OF THE FINANCIAL REPORT TO SHAREHOLDERS AS PROVIDED IN A R.S. § 10-127. A COPY OF SCHEDULE L. FILEU 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

Cash	ASSETIN	AMOUNT	TOTAL 55,737
Trade notes ind accounts	ts receivable	4,488,544	
	ad debts		4,488,544
Inventories			33,281
	S and instrumentalities		
	ereol. etc		
Other current assets			15,138
Loans to shareholders			23,234
	e loans		

	I decreased accept	1,033,909	
INTERNATION OF THE PROPERTY OF	depreciable assets	930,265	103,644
-	preciation	7301202	
(a) Less accumulated dep	pletion		
Land (net of any amortiza	ation)		
Intangible assets (amortiz	zsive only)		
(a) Less accumulated amo	ionization		************
Other assets			
	Total assets		4,696,344
LIABIL	ITIES AND CAPITAL		
Accounts payable			195,077
Miges, notes, bonds pay	able in less than 1 yr		
Other current liabilities _			531,520
	able in 1 yr or more		
Other liabilities			
	Total Liabilities		726,597
Capital stock	(a) Preferred stock		
Capital Sides		20,000	20,000
	(b) Common stock		
Paid-in-or capital surplus			
	opriated		
Transcription of the Control of the	opropriated		3,949,747
Less cost of treasury stoc	A		1 112 747
	Total Capital		3,969,747
	Trial Liabilities		4,696,344
	and Capital		

CHECK APPROPRIATE BOX(S) A OR B CERTIFICATE OF DISCLOSURE A.R.S. Sections 10-128 EXACT CURPORATE NAME THE UNDERSIGNED CERTIFY THAT No person serving either by election or appointment as officers, directors, trustees, incorporatives and persons control No person serving either by election or appointment as criticals, directors, trustees, incorporativis and persons controlling, or noting more than 10% of the issue did not standing common shares or 10% of any other proprietary, beneficial or membership interests in the corporation. I stave been convicted of a fellony involving a transaction in securifies, consumer fraud or architecturation any state or federal jurisdiction within the seven year persod immediately preceding the execution of this certificate.

2. Stave been convicted of a fellony, the essential elements of which consisted of flaud, misrepresentation, their by takes 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. 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 censumer fraud (ass, of that jurisdiction, or (c) Involved the violation of the antitust or restraint laws of trade "ass, of that jurisdiction. 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" he attached formation MUST be attached Full name and prior names used Full pirth name Present home address D 5 Date and location c' birth Social Security number
The nature and description of each conviction or judicial action, the date and location, the south and public agency involved, and the file or cause number of the rise. Prior addresses (for immediate preceding 7 year period) ALL CORPORATE TAX RETURNS REQUIRED BY TITLE 45 HAVE BEEN FILED WITH THE ARIZCHA DEPARTMENT OF REVENUE Under penalties of law, I declare that I have examined this report and the certificate, including any attachments, and to the be-, of mollowing declaration is also applicable. Under penalties of law I declare that I will comply with the provisions HEMINDER: IS THE FORM SIGNED, ARE ALL FALL INCLUDED AND IS THE FINANCIAL CONDITION COMPLETE A

ARIZONA CORPORATION COMMISSION

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