

F010000005833

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

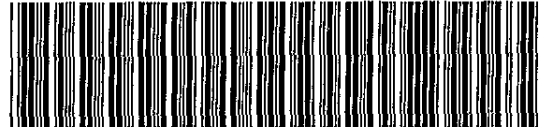
(Business Entity Name)

(Document Number)

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03/27/06--01003--019 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR 27 AM 9:38

BS 4/4/08
BARR

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PDCA INC., PROFESSIONAL DRIVER CARRIER ASSOCIATION
(Name of Corporation)

DOCUMENT NUMBER: F01000005833

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

EVA JANE C. MARSH

(Name of Contact Person)

FLYING J INC. / LEGAL DEPARTMENT

(Firm/Company)

1104 COUNTRY HILLS DRIVE

(Address)

OGDEN, UTAH 84403

(City/State and Zip Code)

For further information concerning this matter, please call:

EVA JANE C. MARSH

(Name of Contact Person)

at (801) 624-1601

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F01000005833

(Document number of corporation (if known))

FILED STATE
SECRETARY OF CORPORATIONS
06 MAR 27 AM 9:38

1. PDCA INC., PROFESSIONAL DRIVER CARRIER ASSOCIATION

(Name of corporation as it appears on the records of the Department of State)

2. NEVADA

(Incorporated under laws of)

3. NOVEMBER 6, 2001

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? does not apply

5. (Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

does not apply

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

UTAH

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

ROBERT L. PAYNE

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 5013975-0142

March 3, 2006

Business Name: PDCA INC., PROFESSIONAL DRIVER CARRIER ASSOCIATION

Registered Date: AUGUST 7, 1997

CERTIFIED COPY OF ARTICLES OF DOMESTICATION

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF DOMESTICATION FILED IN THIS OFFICE NOVEMBER 18, 2005 OF

PDCA INC., PROFESSIONAL DRIVER CARRIER ASSOCIATION

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

Division of Corporations & Commercial Code
I hereby certify that this filing has been filed
and approved on the 18 day of Nov 2005
this is the Division and hereby issued
the Certificate of Incorporation

Examiner: Date: 11-23-05

RECEIVED

NOV 18 2005

Utah Div Of Corp & Comm. Code

**ARTICLES OF DOMESTICATION
OF
PDCA INC., PROFESSIONAL DRIVER CARRIER ASSOCIATION**



Pursuant to the provisions of Section 16-10a-1533, *Utah Code Annotated*, the undersigned, a natural person over the age of eighteen (18) years, acting as the duly authorized officer of PDCA INC., PROFESSIONAL DRIVER CARRIER ASSOCIATION ("Corporation"), hereby files of record with the State of Utah these Articles of Domestication, which Articles have been duly adopted by the Corporation's Board of Directors and approved by the Corporation's sole shareholder in accordance with the Corporation's by-laws and as otherwise required by applicable law

11-18-05P04:03 RCVD

**ARTICLE I
Corporate Name**

The name of this corporation is "PDCA Inc., Professional Driver Carrier Association".

**ARTICLE II
Corporate Purposes**

The purpose for which this Corporation is organized is to:

A. Engage in the provision of a broad array of travel goods and services to trucking companies and other highway travelers, including without limitation the provision of, or arrangement for general goods and services, parts, repairs, insurance, and other travel conveniences, at discounted prices for the benefit of its members.

B. To hold, manage, buy, sell, trade, or deal in the ownership interests of other corporations, companies, businesses, ventures, and enterprises, of very type, nature, kind and sort, and to engage in every action, service, operation, activity or undertaking pertaining thereto,

Date 11/18/2005
Receipt Number 1634758
Amount Paid \$37.00

5013975-0142

C. To own, sell, lease, convey, transfer, operate, manage, invest in, and maintain real and personal properties, of every sort and kind, for any purposes deemed to be in the best interest of, or in furtherance of the business purposes of the Corporation,

D. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or objects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do said acts as fully and to the same extent as natural principals, agents, partners, trustees or otherwise, either individually, or in conjunction with any other person, partnership, association, joint venture, limited liability company, corporation or other entity recognized in law or equity;

E. To incur indebtedness, secured or unsecured, for any of the purposes of the Corporation;

F. To invest and reinvest the assets of the Corporation and to purchase or otherwise acquire, hold, sell, transfer, exchange or otherwise dispose of, or realize upon, investments and securities of all types and descriptions and any other interests in business ventures, and

G. To transact and engage in any other business, venture or operation, and any and all lawful acts, activities or transactions which a corporation organized under the laws of the State of Utah might do or engage in, even though not expressly stated herein

The foregoing paragraphs shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah, and it is intended that the purposes, objects, and powers specified in each of the paragraphs of this Article II of these Articles of Domestication shall be regarded as independent purposes, objects and powers.

ARTICLE III

Registered Office and Registered Agent

The address of the Corporation's initial registered office within the State of Utah is.

1104 Country Hills Drive
Ogden, Utah 84403

The name and address of its current registered agent within the State of Utah is

Barre G. Burgon
1104 Country Hills Drive, Seventh Floor
Ogden, Utah 84403

ARTICLE IV
Designated Office

The address of the Corporation's designated office within the State of Utah is the same as the address of its registered office, namely

1104 Country Hills Drive
Ogden, Utah 84403

ARTICLE V
Date and State of Original Formation

The Corporation was first organized in the State of Nevada as a Nevada corporation by the filing of the Articles of Corporation with the Nevada Secretary of State on August 7, 1997

ARTICLE VI
Name Immediately Prior to Domestication

The name of the Corporation immediately prior to and at the time of the filing of these Articles of Domestication was "PDCA Inc., Professional Driver Carrier Association"

ARTICLE VII
Former Jurisdiction and Place of Business

The jurisdiction constituting the location of incorporation prior to the filing of these Articles of Domestication was the State of Nevada, and the principal place of business and principal offices thereof immediately prior to the filing of these Articles of Domestication was 1104 Country Hills Drive, Ogden, Utah 84403

ARTICLE VIII
Capitalization

The aggregate number of shares which the Corporation shall have authority to issue is Twenty-Five Thousand (25,000) shares of voting Common Stock, having a par value of One Dollar (\$1.00) per share. Each share of issued Common Stock shall entitle the holder thereof to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. All stock of the Corporation shall be of the same class and shall have the same rights and preferences. The capital stock of the Corporation shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations, or liabilities of the Corporation. Fully paid stock of this Corporation shall not be liable to any further call or assessment.

ARTICLE IX
Directors

The Corporation shall be governed by a Board of Directors elected and governed by the by-laws of the Corporation.

ARTICLE X
By-Laws

The Corporation has, and shall at all times hereafter establish and maintain by-laws which are not inconsistent with law or these Articles for the regulation and management of the affairs of the Corporation.

ARTICLE XI
Indemnification and Limitations on Liability

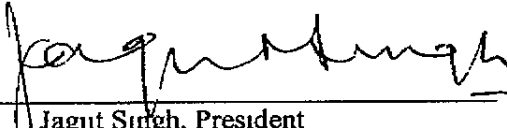
The Corporation shall indemnify any and all persons who may serve at any time as a Director or Officer of the Corporation, and their heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, attorney fees, and amounts paid in settlement, both before and after suit is commenced, actually and necessarily

incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, in which they, or any of them are made parties, or which may be asserted against them or any of them by reason of being, or having been, Directors or Officers of the Corporation, except in relation to such matters in which such Director or Officer shall be adjudged to be liable for his own gross negligence or willful misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

Except as otherwise prohibited by law, no Director or Officer shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty, except for a breach of the Director's or Officer's duty of loyalty to the corporation or its shareholders, or for acts or omissions not in good faith, or for intentional misconduct or intentional violation of law.

IN WITNESS WHEREOF, the undersigned, being the duly authorized officer of the Corporation, does hereby file these Articles of Domestication for the purpose of domesticating the Corporation in the State of Utah pursuant to the laws of the State of Utah

DATED this 31 day of October, 2005



Jagjit Singh, President

Acceptance of Appointment
As Registered Agent

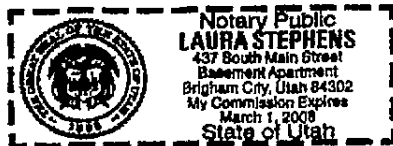


Barre G. Burgon, Registered Agent

STATE OF UTAH)
) ss.
COUNTY OF WEBER)

Before me a Notary Public, on the 31st day of October, 2005,
personally appeared Jagjit Singh and Barre G Burgon, known to me to be the persons whose
names are subscribed in the foregoing document, and, being by me first duly sworn, declared to
me under penalty of perjury, that they did execute the foregoing document as the act and deed of,
and for and on behalf of the foregoing Corporation, and that the statements therein are true and
correct

Given under my hand and seal of office this 31st day of October, 2005



Laura Stephens
Notary Public