

F96000005559

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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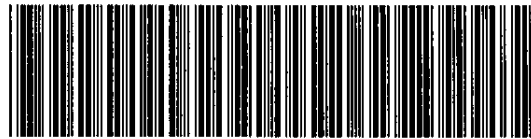
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
14 DEC 16 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARM
12-19-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ABF Freight System, Inc.

Name of Corporation

DOCUMENT NUMBER: F96000005559

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Judy Wilson

Name of Contact Person

ArcBest Corporation

Firm/Company

3801 Old Greenwood Road

Address

Fort Smith, AR 72903

City/State and Zip Code

judywilson@arcb.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Judy Wilson

Name of Contact Person

at (479) 494-8217

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

FILED
14 DEC 16 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

F96000005559

(Document number of corporation (if known))

FILED
14 DEC 16 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ABF Freight System, Inc.

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

2. Delaware

(Incorporated under laws of)

3. 10/25/1996

(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? _____

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.

(New duration)

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

Arkansas

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

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

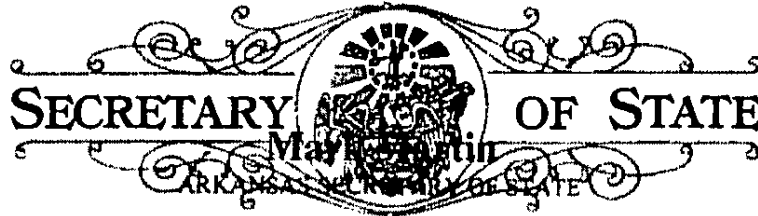
Michael R. Johns

(Typed or printed name of person signing)

Secretary

(Title of person signing)

STATE OF ARKANSAS



To All to Whom These Presents Shall Come, Greetings:

I, Mark Martin, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Transfer of Jurisdiction
of

ABF FREIGHT SYSTEM, INC

transferring from

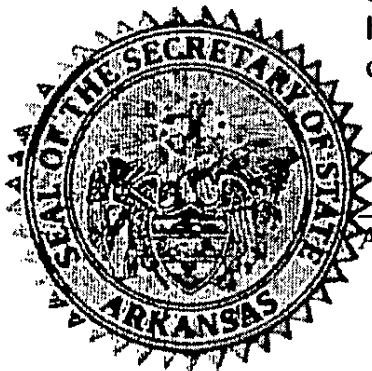
DELAWARE

transferring to

ARKANSAS

filed in this office May 30, 2014 .

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 30th Day of May 2014 .



Mark Martin

Arkansas Secretary of State



Arkansas Secretary of State

Mark Martin

State Capitol • Little Rock, Arkansas 72201-1094
501-682-3409 • www.sos.arkansas.gov

Business & Commercial Services, 250 Victory Building, 1401 W. Capitol, Little Rock

APPLICATION FOR TRANSFER OF JURISDICTION TO ARKANSAS

(PLEASE TYPE OR PRINT CLEARLY IN INK)

Pursuant to the provisions of the Arkansas Business Corporation Act of 1987 and Act 454 of 2001, the undersigned as the duly authorized and acting president, secretary, treasurer, superintendent or managing agent in the State of Arkansas of the foreign corporation named below (the "corporation") for which this statement is submitted, under oath hereby states:

1a. The Name of the corporation is: ABF Freight System, Inc.

1b. The fictitious name to be used in this state IF the corporate name is not available for use is: _____

(A copy of the resolution of the board of directors certified by its secretary adopting the use of a fictitious name is required for filing)

2. The previous jurisdiction under whose laws the corporation was incorporated is: Delaware
(State, Territory or Country) 5/21/1982
(Date incorporated) Perpetual
(Period of Duration)

3. The nature of the business of the corporation and the object or purposes proposed to be transacted or promoted by the corporation in Arkansas are as follows:

- (a) The primary purpose of the corporation shall be to engage in the business of carriage by motor vehicle
- (b) To conduct any business enterprise not contrary to law.
- (c) To exercise all of the powers enumerated in Section 4-27-302 of the Arkansas Business Corporation Act of 1987.

4. The name and address of the registered agent of this corporation shall be: Corporation Service Company
300 S Spring Street Suite 900 Little Rock AR 72201
(Physical Street Address) (City, State & Zip)

5. The number of shares which the corporation has the authority to issue is 1000 shares.
The designation of each class, the number of shares of each class, or a statement that the shares are without par value are as follows:

Number of shares	Class	Series (if any)	Par value per share
1000	Common		\$0.00

6. The foreign corporation shall deliver with this application:

- (a) Certified copy (dated within 60 days) of its original or restated articles and all amendments subsequent to the latest restatement which were filed in the previous jurisdiction.
- (b) An original certificate of good standing from the original state of jurisdiction not dated more than 30 days prior to the date of filing in this State.
- (c) A certificate by the Secretary of State or other proper officer of the jurisdiction in which the corporation is incorporated, reciting that the corporation has taken all action required under the laws of the jurisdiction to become a corporation incorporated under the laws of this state.

I understand that knowingly signing a false document with the intent to file with the Arkansas Secretary of State is a Class C misdemeanor and is punishable by a fine up to \$100.00 and/or imprisonment up to 30 days.

Executed this 12th day of May, 2014.

Ray M. Smith
Authorized Signature

President and Chief Executive Officer
Title (President or Vice President)

Richard D. Pearson
Signature

Assistant Secretary
Title (Secretary or Assistant Secretary)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

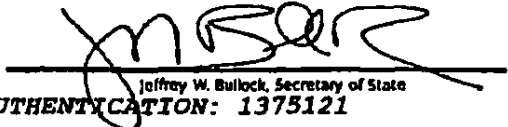
"ABF FREIGHT SYSTEM, INC.", AN ARKANSAS CORPORATION,
WITH AND INTO "ABF FREIGHT SYSTEM OF DELAWARE, INC." UNDER
THE NAME OF "ABF FREIGHT SYSTEM, INC.", A CORPORATION ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF SEPTEMBER,
A.D. 1982, AT 2 O'CLOCK P.M.

0937905 8100M

140504587

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1375121

DATE: 05-15-14

Delaware
ABFD-ABF.

CERTIFICATE OF MERGER

MERGING

ABF FREIGHT SYSTEM, INC.

INTO

ABF FREIGHT SYSTEM OF DELAWARE, INC.

2pm
FILED

SEP 2 1982

Michael K. Kohn
SECRETARY OF STATE

ABF FREIGHT SYSTEM, INC., a corporation duly organized and existing under the laws of the State of Arkansas, and ABF FREIGHT SYSTEM OF DELAWARE, INC., a corporation duly organized and existing under the laws of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: That the laws of the State under which ABF Freight System, Inc. is organized permit such merger.

SECOND: That by resolutions duly adopted by the respective Boards of Directors, it was determined that ABF Freight System, Inc. shall be merged into ABF Freight System of Delaware, Inc. pursuant to the Plan and Agreement of Merger set forth in Attachment 1 hereto, and that the name of the surviving corporation shall be ABF Freight System, Inc.

THIRD: That the effective date and time of the merger effectuated hereby shall be the 3rd day of September, 1982, at 8:00 A.M.

IN WITNESS WHEREOF, the undersigned corporations have caused this certificate to be duly executed as of the 31st day of August, 1982.

ABF FREIGHT SYSTEM, INC.

By:

Robert A. Young
President

ATTEST:

By:

William C. Steckman
Secretary

ABF FREIGHT SYSTEM OF DELAWARE, INC.

By:

Robert A. Young
President

ATTEST:

By:

William C. Steckman
Secretary

CTK/aa

00010

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER dated as of September 3, 1982 ("Merger Agreement"), between ABF Freight System of Delaware, Inc., a Delaware corporation ("New ABF"), and ABF Freight System, Inc., an Arkansas corporation ("ABF").

WITNESSETH:

In consideration of the execution of an Agreement dated as of May 29, 1982 (the "Agreement") among Arkansas Best Corporation, a Delaware corporation ("Best"), New ABF, a wholly-owned subsidiary of Arkansas Best Corporation, ABF, presently wholly-owned subsidiary of Arkansas Best Corporation, and Bright Industries, Inc., a Texas corporation ("Bright"), Tourmaline Corporation, a Texas corporation ("Tourmaline") and a wholly-owned subsidiary of Bright Industries, Inc., Corundum Corporation, a Texas corporation ("Corundum") and majority-owned subsidiary of Tourmaline, Cobalt Corporation, a Texas corporation ("New ETHF") and now a wholly-owned subsidiary of Corundum, and successor in interest by name change and merger to East Texas Motor Freight Lines, Inc., a Texas corporation and formerly a wholly-owned subsidiary of Tourmaline which prior to the date hereof was merged into New ETHF; and in consideration of the premises and mutual covenants and agreements hereinafter set forth, ABF and New ABF agree as follows:

WITNESSETH:

1. Merger. On the Merger Date (as hereinafter defined), ABF shall be merged with and into New ABF in a statutory merger (the "Merger") to be consummated pursuant to and on the terms and conditions set forth in this Merger Agreement and in accordance with the laws of the States of Arkansas and Delaware, and the separate existence of ABF shall cease. New ABF shall be the surviving corporation and shall continue its corporate existence as a corporation governed by the laws of the State of Delaware under the name "ABF Freight System, Inc."

2. Merger Date. The date and time upon which the Merger shall become effective (the "Merger Date") shall be as set forth in the certificate or articles of merger (the "Articles of Merger"), which shall incorporate this Merger Agreement, and be filed with and endorsed by the Secretaries of State of Arkansas and Delaware.

3. Articles of Incorporation and Bylaws.

(a) Articles of Incorporation. From and after the Merger Date, the Certificate of Incorporation of New ABF shall be the Certificate of Incorporation of the merged corporations, subject to the right of the New ABF to amend its Certificate of Incorporation after the Merger Date in accordance with such Certificate of Incorporation and the Delaware Corporation Law.

(b) Bylaws. From and after the Merger Date, the bylaws of the New ABF, as in effect immediately prior to the Merger Date, shall be the bylaws of the merged corporations, until changed or amended as provided therein.

4. Directors, Committees and Officers.

(a) Directors. From and after the Merger Date, the directors of the merged corporations shall be those persons constituting the directors of ABF immediately prior to the Merger Date, and all committees of the board of directors of New ABF existing immediately prior to the Merger Date shall be abolished.

(b) Officers. From and after the Merger Date, the officers of the merged corporations shall be those persons constituting the officers of ABF immediately prior to the Merger Date (each of whom shall serve in the same capacity or capacities in which he or she served immediately prior to the Merger Date).

5. Consummation of Merger. On the Merger Date, the following transactions shall occur or shall be deemed to have occurred:

(a) Conversion of Shares. The manner and basis of converting or exchanging shares of the capital stock of New ABF and ABF shall be as follows:

(1) Immediately upon the effectiveness of the Merger, without any action on the part of the holder thereof, the shares of ABF Common Stock, \$1.00 par value ("ABF Common Stock"), owned by ABF, or by any other corporation a majority of the voting stock of which is owned directly or indirectly by ABF, shall be cancelled.

(2) Immediately upon the effectiveness of the Merger, the ABF Common Stock, other than shares specified in Section 5(a)(1), shall also be cancelled for and in consideration of the compensation to be paid to ABF's sole shareholder as has been separately agreed.

(3) All shares of New ABF Common Stock, no par value ("New ABF Common Stock"), shall remain unchanged and continue to be fully paid and non-assessable shares of New ABF Common Stock.

6. Effect of the Merger. On and after the Merger Date:

(a) No Further Registration of ABF Stock. There shall be no further registration of transfers of ABF Common Stock on the records of New ABF, and if a certificate representing any such shares is presented to ABF it shall be cancelled.

(b) Rights, Etc. New ABF shall have all of the rights, privileges, immunities, powers and franchises (public and private) of both ABF and New ABF.

(c) Property. All property (whether real, personal or mixed), all choses in action (including all debt due on whatever account), and all other interests of ABF or New ABF shall be vested in New ABF without any further act or deed, and title vested in either ABF or New ABF to property (whether real, personal or mixed), or any interest therein vested in either ABF or New ABF, shall not revert or be in any way impaired by reason of the Merger.

(d) Claims. Any existing claim or action, or pending proceeding by or against either ABF or New ABF, may be prosecuted as if the Merger had not occurred and New ABF may be substituted in New ABF's place, and any judgment rendered in favor of or against ABF or New ABF may be enforced by or against New ABF.

(e) Creditors. The rights of creditors and liens upon the property of either ABF or New ABF shall not be impaired by the Merger.

7. Miscellaneous.

(a) Shareholder Approval. After approval of this Merger Agreement by the holders of the requisite number of shares of ABF Common Stock and New ABF Common Stock in accordance with the provisions of the applicable laws of their respective states of incorporation, all required documents shall be executed, verified, filed and recorded and all required acts shall be done in order to accomplish the Merger in accordance with the applicable laws of their respective states of incorporation.

(b) Abandonment. This Merger Agreement may be abandoned at any time prior to the Merger Date, whether before or after action thereon by the shareholders of ABF and New ABF, by the mutual consent of the boards of directors of ABF and New ABF. Prior to the Merger Date, this Merger Agreement shall be automatically terminated upon the termination of the Agreement in accordance with the terms thereof.

(c) Amendment. ABF and New ABF, by mutual consent of their respective boards of directors, and to the extent permitted by law, may amend, modify, supplement and interpret this Merger Agreement in such manner as may be mutually agreed upon by them in writing at any time before or after adoption thereof by their respective shareholders, and in the event of interpretation, the actions of such boards shall be binding.

(d) Further Actions. If at any time after the Merger, New ABF shall deem any further assignment, assurance or other action necessary or desirable to vest, perfect or confirm in New ABF the title to any property or rights of ABF acquired as a result of the Merger, each of the proper officers and directors of ABF and of New ABF, respectively, is hereby fully authorized to execute and deliver such deeds, assignments and assurances and to take such other action as New ABF deems necessary or proper in the name of ABF or New ABF to vest, perfect or confirm title to such property or rights in New ABF and otherwise to fulfill the intent of this Merger Agreement and the Agreement.

ATTACHMENT 1
ASFD-ABF

(e) Filing of Articles. As soon as practicable following the filing with the Secretaries of State of Delaware and Arkansas of the Articles of Merger, New ABF and ABF shall cause copies thereof, certified by the Secretaries of State of Delaware and Arkansas, to be recorded in such offices and states as may be required.

8. Section Headings. The section headings in this Merger Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Merger Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed and affixed with its corporate seal as of the date first above written.

ABF FREIGHT SYSTEM, INC.

By Robert A. Young
President

ATTEST:

By William C. Stebbins
Secretary

ABF FREIGHT SYSTEM OF DELAWARE, INC.

By Robert A. Young
President

ATTEST:

By William C. Stebbins
Secretary

NOTED AND AGREED:

ARKANSAS BEST CORPORATION

By Robert A. Young
President

ATTEST:

By William C. Stebbins
Secretary

CTM/s

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "ABF FREIGHT SYSTEM
OF DELAWARE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY
OF MAY, A.D. 1982, AT 2 O'CLOCK P.M.



0937905 8100

140581687

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1355496

DATE: 05-08-14

FILED

MAY 21 1962 2PM

Manuel K. Kohn
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

-of-

ABF FREIGHT SYSTEM OF DELAWARE, INC.

FIRST: The name of the corporation is ABF Freight System of Delaware, Inc. (hereinafter referred to as the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 100 West Tenth Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company, in the County of New Castle.

THIRD: The nature of the business and the objects or purposes to be transacted, promoted or carried on by the Corporation are:

1. To engage in the business of carrier by motor vehicle, as and when authorized to do so under applicable laws and regulations.

2. To acquire, hold, own, invest in, assign, transfer, sell or otherwise dispose of, pledge, mortgage, hypothecate and deal in and with, as principal, agent, broker or otherwise, stocks, bonds, notes, debentures and other securities of every kind and description, and choses in action generally, and all kinds of commodities, goods, wares, merchandise and property of every kind and description; to invest and deal with the monies of the Corporation in any lawful manner; insofar as may be permitted by law, to purchase and otherwise acquire shares of its own stock, bonds, debentures, notes and other securities issued by it, and to hold, sell, assign, transfer, pledge, mortgage, hypothecate and reissue any or all thereof.

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3. To take part in the management, supervision or control of the business or operation of any company or undertaking, and for that purpose to appoint and remunerate any agents, accountants, legal attorneys or other experts.

4. To purchase or otherwise acquire the whole or any part of the property, assets, business, goodwill and rights, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, shares of the capital stock, bonds, debentures, debenture stock, notes and other obligations of the Corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

5. To borrow money and contract debts, to make, issue and dispose of bonds, debentures, notes and other obligations, secured or unsecured; to secure the same by mortgage, deed of trust, pledge, or other lien, upon any or all of the property of the Corporation wheresoever situated, acquired or to be acquired; to confer upon the holders of any bonds, debentures, notes or other obligations of the Corporation, secured, or unsecured, the right to convert the same into classes of stock of any

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series of the Corporation, now or hereafter to be issued, upon such terms as shall be fixed by the Board of Directors subject to the provisions hereof.

6. To organize or cause to be organized under the laws of any state or other government, corporations, companies, associations, trusts, partnerships and other organizations for any lawful purpose, and to dissolve, liquidate, wind up, reorganize, merge or consolidate the same or cause the same to be dissolved, liquidated, wound up, reorganized, merged or consolidated; to sell, exchange, convey, assign, lease, transfer or otherwise dispose of, to any individual, corporation, company, association, trust, partnership or other organization, any part of the properties of the Corporation, less than the whole thereof, and to receive in payment therefor, in whole or in part, stock, bonds, debentures, notes or other securities or obligations of any individual, corporation, company, association, trust, partnership or other organization, upon such terms and conditions as the Board of Directors shall determine, to guarantee the payment of dividends on, or the payment of the principal of or interest on, any stocks, bonds, notes, debentures, or other securities or obligations of any individual, corporation, company, association, trust, partnership or other organization; to become surety for and to guarantee the carrying out or performance of contracts of every kind and character of any individual, corporation, company, association, trust, partnership or other organization; and to aid in any lawful manner any individual, corporation, company, association, trust, partnership or other organization.

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7. To conduct business, and to have one or more offices, in the State of Delaware, other states, the District of Columbia, the territories and possessions of the United States, and in Canada and other foreign countries.

8. To engage in and carry on any other business of the same general nature as those above referred to and any other business which the Board of Directors of the Corporation may deem advisable to enhance the value of any of the Corporation's properties, privileges or rights; to enter into and carry out all kinds of lawful contracts and agreements; and generally to do all things incidental to or connected with any business above referred to and all things necessary or proper for the purposes of the Corporation's business, either alone or in association with other individuals, corporations, companies, associations, trusts, partnerships or other organizations, to the same extent and as fully as individuals might or could do.

9. To engage in any lawful acts or businesses and to have and to exercise all the powers now or hereafter conferred upon corporations organized under the General Corporation Law of the State of Delaware. The foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

FOURTH: The total number of shares of common stock which the Corporation shall have authority to issue is 1,000 and such shares are to be without par value.

FIFTH: Three directors shall constitute the initial board of directors and shall serve until the next annual meeting of shareholders or until their successors are elected and qualified.

00005

SIXTH: The name and mailing address of the incorporator is as follows:

Judith K. Willcoxen
1000 South 21st Street
Post Office Box 48
Fort Smith, Arkansas 72902

SEVENTH: The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for the creation, definition, limitation and regulation of the powers of the Corporation, the directors and the stockholders:

1. Election of directors need not be by written ballot. The Board of Directors shall have power to make, alter, amend and repeal the By-Laws of the Corporation and to fix the compensation of directors for services in any capacity.

2. Any director may be removed at any time, with or without cause, upon the affirmative vote of the holders of a majority of the stock of the Corporation at that time having voting power for the election of directors; provided however, that no director who shall have been elected by the holders of a separate class of stock shall be removed under the provisions of this subdivision except upon the affirmative vote of the holders of a majority of the class whose holders elected him, if such holders are then entitled to vote for the election of directors.

3. Any corporate action, with respect to which the vote of the stockholders at a meeting thereof is required or permitted by any provision of the General Corporation Law of the State of Delaware or of the Certificate of Incorporation or the By-Laws of the Corporation, is authorized to be taken and may be taken without that vote and meeting, and that vote and meeting may be dispensed with, if the written consent is

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obtained of the holders of a majority (or, if with respect to a particular corporate action where the Business Corporation Act of the State of Arkansas or the Certificate of Incorporation or the By-Laws of the Corporation specifies a greater percentage, by the holders of that greater percentage) of the stock that would have been entitled to vote upon that action if a meeting were held. Prompt notice shall be given to all stockholders of the taking of any corporate action pursuant to the provisions of this paragraph 3 unless that action has been consented to in writing by the holders of all of the stock that would have been entitled to vote upon that action if a meeting were held.

EIGHTH: The Corporation is to have perpetual existence.

NINTH: The Corporation shall not commence business until consideration of the value of at least ten thousand dollars (\$10,000) has been received for the issuance of any of the stock set forth in Article FOURTH.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named above, have hereunto set my hand this 19th day of May, 1982.

Judith K. Willcox
Judith K. Willcox

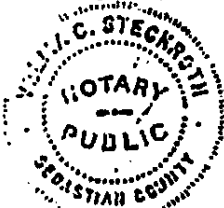
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CERTIFICATE OF ACKNOWLEDGMENT

STATE OF ARKANSAS)
) ss.
COUNTY OF SEBASTIAN)

On this 14th day of May, 1982, before me a Notary Public duly
commissioned, qualified and acting within and for said County and State,
appeared in person Judith K. Willcoxon to me personally well known, who
stated that she executed the foregoing instrument and further stated and
acknowledged that she had so signed, executed and delivered said foregoing
instrument for the consideration, uses and purposes therein mentioned and
set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal
this 14th day of May, 1982.



William C. Steckroth
Notary Public

My Commission Expires:

2-9-85

CPI/l

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABF FREIGHT SYSTEM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MAY, A.D. 2014.



0937905 8300

140504587

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1375122

DATE: 05-15-14

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "ABF FREIGHT SYSTEM, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2014, AT 9:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF MAY, A.D. 2014.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.


AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.



0937905 0265C

140504566

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1319649

DATE: 04-25-14

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ABF FREIGHT SYSTEM, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2014, AT 9:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF MAY, A.D. 2014.



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140581687

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1355498

DATE: 05-08-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:40 AM 04/21/2014
FILED 09:40 AM 04/21/2014
SRV 140504566 - 0937905 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT TO SECTION 266 OF THE
GENERAL CORPORATION LAW**

The undersigned Officer hereby states the following in order to convert a Delaware corporation into an Arkansas corporation, pursuant to the Delaware General Corporation Law:

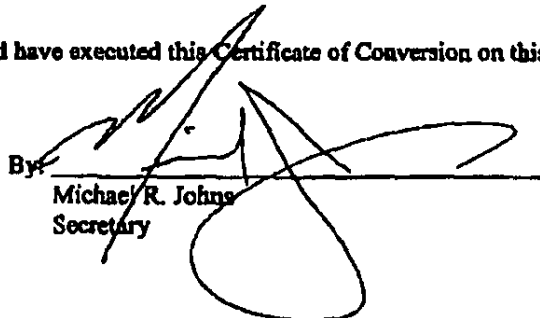
1. The name of the Corporation is ABF Freight System, Inc.

(The name under which its certificate of incorporation was originally filed was ABF Freight System of Delaware, Inc.)
2. The date of filing of its original certificate of incorporation with the Secretary of State is May 21, 1982.
3. The jurisdiction to which the corporation shall convert to is the State of Arkansas and the name under which the entity shall be known as is ABF Freight System, Inc.
4. The conversion has been approved in accordance with this section, and shall be effective as of May 30, 2014.
5. The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed to by the Secretary of State is:

3801 Old Greenwood Rd (72903)
PO Box 10048
Fort Smith, AR 72917-0048

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this 9th day of April, 2014.

By


Michael R. Johns
Secretary