

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED  
May 07 1997 8:00am  
Secretary of State

|                                                |                                                                                   |                                                                                                    |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| PROFIT<br>CORPORATION<br>ANNUAL REPORT<br>1997 |  | FLORIDA DEPARTMENT OF STATE<br>Sandra B. Mortham<br>Secretary of State<br>DIVISION OF CORPORATIONS |
|------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|

DOCUMENT # **P25943** (2)

1. Corporation Name  
**YELLOW FREIGHT SYSTEM INC.**

Principal Place of Business  
**10990 ROE AVE.  
OVERLAND PARK KS 66211-1213**

Mailing Address  
**10990 ROE AVE MS D-105  
OVERLAND PARK KS 66211-1213  
US**



|                                |                                   |
|--------------------------------|-----------------------------------|
| 2. Principal Place of Business | 2a. Mailing Address               |
| 21 Suite, Apt. #, etc.         | 26 <b>10990 Roe Ave., MS A515</b> |
| 22 City & State                | 27 Suite, Apt. #, etc.            |
| 23 Zip                         | 28 City & State                   |
| 24 Country                     | 29 Zip                            |
| 25                             | 30 Country                        |

|                                                                                                                                                             |                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 3. Date Incorporated or Qualified<br><b>09/08/1989</b>                                                                                                      | 3a. Date of Last Report<br><b>05/01/1996</b>           |
| 4. FEI Number<br><b>44-0594706</b>                                                                                                                          | Applied For<br><input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired<br><input type="checkbox"/>                                                                                                | <b>\$8.75</b> Additional Fee Required                  |
| 6. Election Campaign Financing<br>Trust Fund Contribution <input type="checkbox"/>                                                                          | <b>\$5.00</b> May Be Added to Fees                     |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                                        |

9. Name and Address of Current Registered Agent  
**THE PRENTICE-HALL CORPORATION SYSTEM INC.  
1201 HAYS STREET  
SUITE 105  
TALLAHASSEE FL 32301**

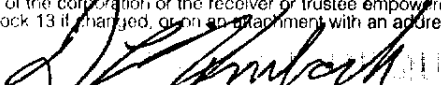
|                                                       |             |
|-------------------------------------------------------|-------------|
| 10. Name and Address of New Registered Agent          |             |
| 81 Name                                               |             |
| 82 Street Address (P.O. Box Number is Not Acceptable) |             |
| 83                                                    |             |
| 84 City                                               | 85 Zip Code |
|                                                       | <b>FL</b>   |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE: \_\_\_\_\_

| 12. OFFICERS AND DIRECTORS (See attached list) |                                                     | ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                                                        |
|------------------------------------------------|-----------------------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| TITLE                                          | <b>P</b> <input checked="" type="checkbox"/> DELETE | 1.1 TITLE                                         | <b>President</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition          |
| NAME                                           | <b>ARMSTRONG, M R</b>                               | 1.2 NAME                                          | <b>Zollars, William D.</b>                                                                             |
| STREET ADDRESS                                 | <b>12904 WALMER</b>                                 | 1.3 STREET ADDRESS                                | <b>4615 Broadway</b>                                                                                   |
| CITY-STATE-ZIP                                 | <b>OVERLAND PK KS</b>                               | 1.4 CITY-STATE-ZIP                                | <b>Kansas City, MO 64122</b>                                                                           |
| TITLE                                          | <b>V</b> <input checked="" type="checkbox"/> DELETE | 2.1 TITLE                                         | <b>Sr. V.P. &amp; CFO</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                           | <b>BROOKS, B L</b>                                  | 2.2 NAME                                          | <b>Parris, Gail A.</b>                                                                                 |
| STREET ADDRESS                                 | <b>13508 W 82ND ST</b>                              | 2.3 STREET ADDRESS                                | <b>4004 W. 124th St.</b>                                                                               |
| CITY-STATE-ZIP                                 | <b>LENEXA KS</b>                                    | 2.4 CITY-STATE-ZIP                                | <b>Leawood, KS 66209</b>                                                                               |
| TITLE                                          | <b>S</b> <input type="checkbox"/> DELETE            | 3.1 TITLE                                         | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                      |
| NAME                                           | <b>HORNBECK, D L</b>                                | 3.2 NAME                                          |                                                                                                        |
| STREET ADDRESS                                 | <b>5355 W 100TH ST</b>                              | 3.3 STREET ADDRESS                                |                                                                                                        |
| CITY-STATE-ZIP                                 | <b>OVERLAND PK KS</b>                               | 3.4 CITY-STATE-ZIP                                | <b>Sr. V.P.</b>                                                                                        |
| TITLE                                          | <b>V</b> <input checked="" type="checkbox"/> DELETE | 4.1 TITLE                                         | <b>Reid, Gregory A.</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition   |
| NAME                                           | <b>BOSTICK, R L</b>                                 | 4.2 NAME                                          | <b>12120 State Line Road</b>                                                                           |
| STREET ADDRESS                                 | <b>12725 MOHAWK CIR</b>                             | 4.3 STREET ADDRESS                                | <b>Leawood, KS 66209</b>                                                                               |
| CITY-STATE-ZIP                                 | <b>LEAWOOD KS</b>                                   | 4.4 CITY-STATE-ZIP                                |                                                                                                        |
| TITLE                                          | <b>D</b> <input type="checkbox"/> DELETE            | 5.1 TITLE                                         | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                      |
| NAME                                           | <b>A. MAURICE MYERS</b>                             | 5.2 NAME                                          |                                                                                                        |
| STREET ADDRESS                                 | <b>10777 BARKLEY</b>                                | 5.3 STREET ADDRESS                                |                                                                                                        |
| CITY-STATE-ZIP                                 | <b>OVERLAND PARK KS</b>                             | 5.4 CITY-STATE-ZIP                                |                                                                                                        |
| TITLE                                          | <input type="checkbox"/> DELETE                     | 6.1 TITLE                                         | <input type="checkbox"/> Change <input type="checkbox"/> Addition                                      |
| NAME                                           |                                                     | 6.2 NAME                                          |                                                                                                        |
| STREET ADDRESS                                 |                                                     | 6.3 STREET ADDRESS                                |                                                                                                        |
| CITY-STATE-ZIP                                 |                                                     | 6.4 CITY-STATE-ZIP                                |                                                                                                        |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  **Daniel L. Hornbeck** (913) 696-6136  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date **4/21/97** Daytime Phone \_\_\_\_\_

CR2E034 (9/96)

**YELLOW FREIGHT SYSTEM, INC.**  
**OFFICERS & DIRECTORS LIST**

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**OFFICERS**

|                     |                             |                                                 |
|---------------------|-----------------------------|-------------------------------------------------|
| William D. Zollars  | President                   | 4615 Broadway, Kansas City, MO 64122            |
| Gail A. Parris      | Senior Vice President & CFO | 4004 W. 124th St., Leawood, KS 66209            |
| R. Nowell           | Senior Vice President       | 12508 Barton Street, Overland Park, KS 66213    |
| C. K. Scarborough   | Senior Vice President       | 12106 Blue Jacket, Overland Park, KS 66213      |
| Gregory A. Reid     | Senior Vice President       | 12120 State Line Road, Leawood, KS 66209        |
| S. E. Defenbaugh    | Vice President              | 10267 Garnett, Shawnee Mission, KS 66214        |
| Ronald Gilleran     | Vice President              | 14219 Eby, Overland Park, KS 66221              |
| J. K. Grimsley      | Vice President              | 230 E. Loch Lloyd Parkway, Belton, MO 64012     |
| Michael J. Smid     | Vice President              | 8923 W. 147th, Overland Park, KS 66221          |
| R. Wright           | Vice President              | 4304 NE Maplegate, Lee's Summit, MO 64064       |
| James Bramlett      | Vice President              | 14915 W. 76th Street, Lenexa, KS 66215          |
| N. A. Glasebrook    | Vice President              | 12085 W. 154th Terr., Overland Park, KS 66221   |
| R. A. Lathan        | Vice President              | 11782 Melrose, #71, Overland Park, KS 66213     |
| John Lehoczký       | Vice President              | 4200 W. 90th Terrace, Shawnee Mission, KS 66207 |
| Douglas R. Waggoner | Vice President              | 12714 Cedar, Leawood, KS 66209                  |
| James Welch         | Vice President              | 14744 Eby, Overland Park, KS 66221              |
| D. L. Hornbeck      | Secretary                   | 5355 W. 100th St., Overland Park, KS 66207      |
| J. C. Bowlin        | Assistant Secretary         | 11207 Summit, Kansas City, MO 64114             |

**DIRECTORS**

|                       |          |                                              |
|-----------------------|----------|----------------------------------------------|
| A. Maurice Myers      | Chairman | 400 W. 49th Terrace, Kansas City, MO 64112   |
| William D. Zollars    |          | 4615 Broadway, Kansas City, MO 64112         |
| Gail A. Parris        |          | 4004 W. 124th St., Leawood, KS 66209         |
| H. A. Trucksess, III  |          | 1232 W. 58th St., Kansas City, MO 64113      |
| C. Kermit Scarborough |          | 12106 Bluejacket, Overland Park, KS 66213    |
| R. Nowell             |          | 12508 Barton Street, Overland Park, KS 66213 |
| Gregory A. Reid       |          | 12120 State Line Road, Leawood, KS 66209     |