

# STATE OF MISSOURI

FILED<sup>3</sup>

JUN 25 2004

Missouri Public  
Service Commission



Matt Blunt  
Secretary of State

Exhibit No. 21

Case No(s) MC-2004-0079

Date 4-2-04 Rptr tu


00477987

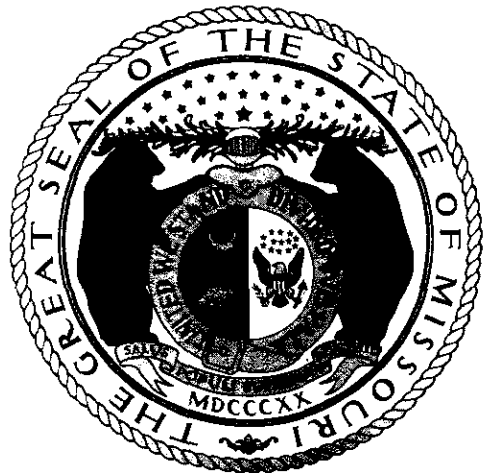
## CERTIFICATE OF CORPORATE RECORDS

A & G COMMERCIAL TRUCKING, INC.

I, MATT BLUNT, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 28th day of May, 2004

  
Secretary of State



Certification Number: 6746647-1 Page 1 of 6 Reference:  
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

Revision Date: December 15, 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**A & G COMMERCIAL TRUCKING, INC.**

**FILED AND CERTIFICATE OF  
INCORPORATION ISSUED**

**DEC 27 1999**

Secretary of State  
State of Missouri  
Jefferson City, MO 65101

*Rebecca McDermott*  
**SECRETARY OF STATE**

The undersigned natural person, of the age of eighteen (18) years or more, for the purpose of forming a corporation under the laws of the State of Missouri, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of this corporation is: **A & G Commercial Trucking, Inc.**

**ARTICLE TWO**

The address including street number of the corporation's initial registered office in the State of Missouri is: 1103 East Broadway, Suite 101, Columbia, Missouri 65201; the name of its initial registered agent is Thomas M. Harrison.

**ARTICLE THREE**

The aggregate number, class and par value of the shares which the corporation shall have the authority to issue shall be Three Thousand (3,000) shares of Ten Dollars (\$10.00) par value per share voting common stock.

**ARTICLE FOUR**

No shareholder of the corporation shall have any preemptive or preferential rights to subscribe for or to purchase any shares of any class of stock in the corporation, whether now or hereafter authorized, or to subscribe for or to purchase any securities convertible into shares of the corporation, or to purchase warrants, or other option rights to purchase shares, other than such rights of subscription or purchase, if any, and at such price or prices, and upon such terms and conditions, as the Board of Directors in its discretion from time to time may determine.

## **ARTICLE FIVE**

The name and address of the incorporator is as follows:

Thomas M. Harrison  
Van Matre and Harrison, P.C.  
1103 East Broadway, Suite 101  
Columbia, MO 65201

## **ARTICLE SIX**

The number of directors to constitute the Board of Directors is one (1). Cumulative Voting for the election of directors shall be allowed only to the extent required by laws of the state of Missouri. In the event the laws of the state of Missouri eliminate the requirement for cumulative voting, then no cumulative voting for the election of directors shall be allowed.

## **ARTICLE SEVEN**

The duration of the corporation shall be perpetual.

## **ARTICLE EIGHT**

The corporation is formed for the following purposes:

1. To own, operate, maintain, use, lease, buy, and sell trucks, tractors, trailers, and transportation equipment of all kinds and descriptions; to provide services, equipment and vehicles by contract, lease and hire for the hauling, transporting, delivering, and set-up of mobile homes, trailers, manufactured homes, and freight of all kinds and descriptions; and for all other purposes allowed by law.
2. To loan or otherwise invest its funds from time to time, secured or unsecured, for such time and upon such terms and conditions as its Board of Directors may authorize.

3. To borrow money, and for such other purposes, to execute notes, bonds, debentures, or any other forms of indebtedness, and to secure the payment of same by mortgage, deed of trust, or other encumbrance, pledge, or other form of hypothecation.

4. To have and to exercise all powers necessary or incident to carrying out its corporate purposes and all other legal acts permitted general and business corporations, which are permitted by the laws of the State of Missouri and the laws of the United States.

### **ARTICLE NINE**

The power to make, alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

### **ARTICLE TEN**

Except as may be otherwise provided by the By-laws of the corporation, no contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of the corporation is interested in, or is a member, shareholder, director, or officer of such other firm or corporation; and any director or officer of this corporation, individually or jointly with one or more of the directors or officers of this corporation, may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no such contract or transaction shall be affected or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any person, firm, association, or corporation in which he may be anywise interested.

### **ARTICLE ELEVEN**

Each director or officer or former director or officer of this corporation and his or her legal representative shall be indemnified by the corporation against liability, expenses, counsel fees, and costs reasonably incurred by him or his estate in connection with or arising out of any action, suit, proceeding, or claim in which he is made a party by reason of his being, or having been, such director or officer and any person who, at the request of this corporation, served as a director or officer of another corporation in which this corporation owned corporate stock shall in like manner be indemnified by this corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he or she shall be finally adjudged guilty of negligence, misconduct, or

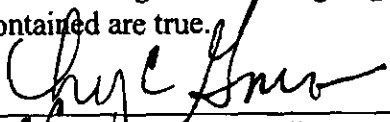
fraud in any such action with respect to the required or fiduciary duties of such director or officer. The indemnification herein provided for, however, shall apply also with respect to any amount paid in the compromise of any such action, suit, proceeding or claim asserted against such officer or director (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence, misconduct, or fraud but in taking such action, any director involved shall not be qualified to vote thereon, and if for such reason a quorum of the Board of Directors cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the shareholders at a duly called meeting to consider such issue or issues. In determining whether negligence, misconduct, or fraud exists with respect to a particular case, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 15th day of December, 1999.

  
Thomas M. Harrison

STATE OF MISSOURI )  
COUNTY OF BOONE )

I, Amy C Grover, a Notary Public, do hereby certify that on the 15th day of December, 1999, personally appeared before me Thomas M. Harrison, who being by me first duly sworn declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

  
Amy C Grover Notary Public

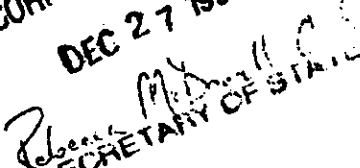
My commission expires AMY C. GROVER

Notary Public

Boone County, Missouri

My Commission Exp. May 16, 2000

FILED AND CERTIFICATE OF  
INCORPORATION ISSUED  
DEC 27 1999

  
REBECCA M. SMITH  
SECRETARY OF STATE

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

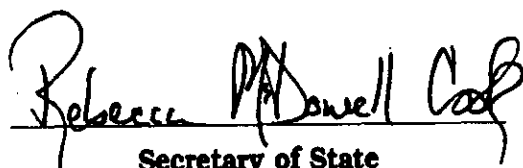
CORPORATION DIVISION  
CERTIFICATE OF INCORPORATION

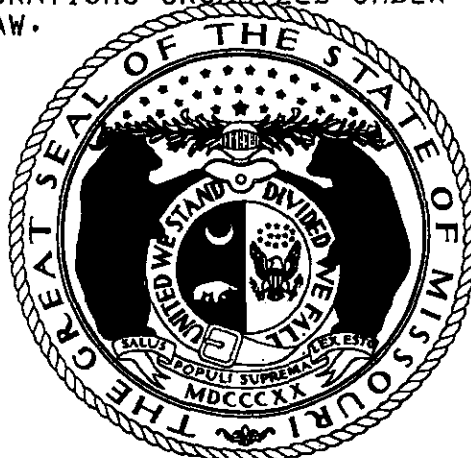
WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF  
A & G COMMERCIAL TRUCKING, INC.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF  
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE  
REQUIREMENTS OF GENERAL AND BUSINESS CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE  
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN  
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY  
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO  
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER  
THE GENERAL AND BUSINESS CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
27TH DAY OF DECEMBER, 1999.

  
Secretary of State



## ARTICLES OF MERGER

This document is intended to constitute the articles of merger between **A & G Trucking, L.L.C.**, a Missouri limited liability company and **A & G Commercial Trucking, Inc.**, a Missouri corporation, pursuant to §347.725 RSMo.:

1. The names and states of organization of the constituent entities to these articles are:
  - a. A & G Trucking, L.L.C., a Missouri limited liability company.
  - b. A & G Commercial Trucking, Inc., a Missouri corporation.
2. An agreement of merger has been authorized and approved by each of the constituent entities in accordance with §347.720 RSMo.
3. The effective date of the merger is January 13, 2000.
4. The name of the surviving entity is A & G Commercial Trucking, Inc.
5. The address of the registered office and registered agent for A & G Commercial Trucking, Inc., are as follows: Thomas M. Harrison, 1103 East Broadway, Suite 101, Columbia, Missouri, 65205.
6. There are no amendments or changes to the organizational documents of A & G Commercial Trucking, Inc., which are necessary or desired as a result of this merger.
7. The executed agreement of merger is on file at the principal place of business of A & G Commercial Trucking, Inc., which is 111 Eastside Drive, Ashland, Missouri, 65010.
8. A copy of the agreement of merger will be furnished by A & G Commercial Trucking, Inc., on request and without cost to any partner, shareholder, member, or their equivalent of any entity that is a party to the merger.

FILED AND CERTIFICATE  
ISSUED

JAN 13 2000

Rebecca McDowell Cook  
SECRETARY OF STATE

A & G Commercial Trucking, Inc.

By:

Greg DeLine, President and Secretary

A & G Trucking, L.L.C.

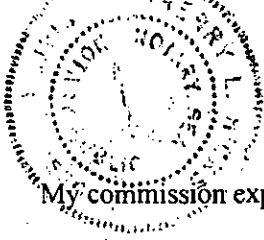
By:

Greg DeLine, Member

State of Missouri     )  
                              )  
County of Boone     )     ss

On this 7<sup>th</sup> day of January, 2000, before me, a notary public in the county and state aforesaid, personal appeared Greg DeLine, President of A & G Commercial Trucking, Inc., a Missouri corporation, and acknowledged to me that he has executed these Articles of Merger on behalf of said corporation as the free act and deed of said corporation, and pursuant to the authority vested in him to execute these Articles of Merger by said corporation.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at my office in Missouri, the day and year first above written.



Sherry L. Hicks  
Notary Public     Sherry L. Hicks

State of Missouri     )  
                              )  
County of Boone     )     ss

On this 7<sup>th</sup> day of January, 2000, before me, a notary public in the county and state aforesaid, personal appeared Greg DeLine, Manager of A & G Trucking, L.L.C., a Missouri limited liability company, and acknowledged to me that he has executed these Articles of Merger on behalf of said limited liability company as the free act and deed of said limited liability company, and pursuant to the authority vested in him to execute these Articles of Merger by the operating agreement of said limited liability company.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal at my office in Missouri, the day and year first above written.



Sherry L. Hicks  
Notary Public     Sherry L. Hicks



# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

CORPORATION DIVISION

CERTIFICATE OF MERGER  
 MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following constituent entities:

A & G TRUCKING, L.L.C. (#LC0003434)

INTO:

A & G COMMERCIAL TRUCKING, INC. (#00477987)

Organized and Existing Under Law of Missouri,  
 have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

A & G COMMERCIAL TRUCKING, INC. (#00477987)

as the surviving entity.

IN TESTIMONY WHEREOF, I HAVE SET MY  
 HAND AND IMPRINTED THE GREAT SEAL OF  
 THE STATE OF MISSOURI, ON THIS, THE  
 13th Day of JANUARY, 2000.

*Rebecca McDowell Cook*  
 Secretary of State



\$30.00