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RECORDED

SEP 22 1989

455.00
45.00

ARTICLES OF DISSOLUTION OF
CENTRAL AND SOUTHERN MOTOR FREIGHT
TARIFF ASSOCIATION, INC.

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I, Anthony R. Poat, President of Central and Southern Motor Freight Tariff Association, Inc., a Kentucky corporation, having been directed to wind up and dissolve the said corporation by vote of the members, do hereby certify as follows:

1. The name of the corporation is Central and Southern Motor Freight Tariff Association, Inc.

2. At a meeting of members held on June 1, 1988 at which a quorum was present the resolution to dissolve was adopted by a greater than two-thirds majority.

3. All debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor.

4. A copy of the resolution containing the plan of distribution is attached.

5. All remaining property and assets of the corporation has been transferred and conveyed to Southern Motor Carriers Rate Conference, Inc., the purposes of which are like those of the corporation, in accordance with the provisions of KRS 273.161 to 273.390.

6. There are no suits pending against the corporation in any court.

IN WITNESS WHEREOF, I, Anthony R. Poat, President of Central and Southern Motor Freight Tariff Association, Inc., acting

for and on behalf of the corporation have hereunto subscribed my name this 6th day of June, 1989.

CENTRAL AND SOUTHERN MOTOR FREIGHT TARIFF ASSOCIATION, INC.

BY Anthony R. Poat
Anthony R. Poat, President

ATTEST:

Thomas M. Miller
Secretary

STATE OF GEORGIA)
COUNTY OF Fulton) SS

I, the undersigned, a Notary Public in and for the State and County aforesaid, do hereby certify that on this 6th day of June, 1989 personally appeared before me Anthony R. Poat, who being by me first duly sworn, declared that he is the President of CENTRAL AND SOUTHERN MOTOR FREIGHT TARIFF ASSOCIATION, INC., and that he signed the foregoing document as President of said corporation and that the statements contained therein are true.

My Commission expires: MY COMMISSION EXPIRES NOVEMBER 2, 1991

Joseph G. McBlair
Notary Public,

Prepared by:

Jefferson K. Streepey
BOEHL STOPHER GRAVES & DEINDOERFER
Suite 2300, One Riverfront Plaza
Louisville, Kentucky 40202
589-5980

EXHIBIT A

**RESOLUTIONS PROPOSED TO BE ADOPTED BY THE MEMBERSHIP
OF CENTRAL AND SOUTHERN MOTOR FREIGHT TARIFF ASSOCIATION, INC.
ATLANTA, GA -- JUNE 1, 1988**

1. **"BE IT RESOLVED**, that we the members of the Association in meeting assembled this date do, after due consideration, hereby find and determine that it is in the best interest of the Association that the Association shall merge into the Conference, as outlined in the Statement of the Proposed Merger of Central and Southern Motor Freight Tariff Association, Inc., into Southern Motor Carriers Rate Conference, Inc., appended to this Notice and made part hereof;
2. **"FURTHER RESOLVED**, that the members of the Association do hereby ratify, confirm, approve, and adopt the Resolutions adopted by the Directors of the Association at a meeting held on April 26, 1988, as spread on the minutes of said meeting (hereinafter referred to as the "CSA Resolutions"), which were presented and considered at this meeting, as fully and completely as if said CSA Resolutions were spread on the minutes of this meeting;
3. **"FURTHER RESOLVED**, that the members of the Association do hereby ratify, confirm, approve, and adopt the Joint Report by the Merger Committees of the Board of Governors of the Conference and the Board of Directors of the Association enclosed with the Notice of the Meeting (hereinafter called the "Joint Report"), which were presented and considered at this meeting, as fully and completely as if said Joint Report was spread on the minutes of this meeting;
4. **"FURTHER RESOLVED**, that the members of the Association do ratify, confirm, approve, and adopt the proposed By-Laws and ratemaking procedures of the Conference appended to the Joint Report and enclosed with this Notice of Meeting (hereinafter called the "By-Laws"), which were presented and considered at this meeting, as fully and completely as if said By-Laws, including the ratemaking procedures, were spread on the minutes of this meeting; and

5. "FURTHER RESOLVED, that without limiting the generality of the foregoing Resolutions, the President and Managing Director of the Association are hereby authorized and empowered to file and/or cause to be filed all applications required by the Interstate Commerce Commission and/or other governmental agency, whether it be a Federal or State Agency, and to execute all petitions, applications, or any other instruments in writing and to take all other actions which they may deem necessary, required, or desirable in the matter in order to effectuate the purposes of these Resolutions and effect the aforementioned merger of the Association into the Conference and to pay all costs, fees, and expenses, all as will be evidenced by the acts of said officers or Executive Committee, all of which acts, deeds, and determinations are hereby ratified, confirmed, approved, and adopted;
6. "FURTHER RESOLVED, that the members of the Association do hereby approve, ratify, and adopt the Agreement for Plan of Merger and dissolution previously submitted to the; and
7. "FURTHER RESOLVED, that the merger shall be consummated by (i) the liquidation and dissolution of Central and Southern Motor Freight Tariff Association, Inc.; (ii) the concurrent transfer to the Conference of the assets of Central and Southern Motor Freight Tariff Association, Inc.; and (iii) the assumption by the Conference of all of the obligations and liabilities of Central and Southern Motor Freight Tariff Association, Inc."

After discussion, MOTION WAS ADOPTED with 20 For and None Against
by hand vote and 49 For and 1 Against by proxy vote
that the aforesaid seven resolutions be and hereby are approved,
ratified and adopted.