

**RESTATED
CERTIFICATE OF INCORPORATION
OF
BEST HOLDING CORPORATION**

Best Holding Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Best Holding Corporation. The Corporation was incorporated as Best Holding Corporation and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 23, 1988.
2. On March 13, 1992, the Board of Directors of the Corporation and the majority stockholder of the Corporation adopted a resolution authorizing the amendment and restatement of the provisions of the Corporation's Certificate of Incorporation, all in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.
3. Pursuant to Section 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation amends and restates the provisions of the Certificate of Incorporation of the Corporation. The amendments have the effect of: (i) increasing the authorized shares to 80,000,000 and (ii) making other such changes as necessary and proper under Delaware law.
4. The text of the Certificate of Incorporation as heretofore amended or supplemented is hereby restated and amended to read in its entirety as follows:

ARTICLE I

The name of the Corporation is Arkansas Best Corporation.

ARTICLE II

The name of the Corporation's registered agent and the address of its registered office in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, New Castle County, 19801.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

A. The total number of shares of capital stock which the Corporation shall have the authority to issue is eighty million (80,000,000) consisting of (a) ten million (10,000,000) shares of Preferred Stock, \$0.01 par value per share, and (b) seventy million (70,000,000) shares of Common Stock, \$0.01 par value per share

B. Designations, etc. of Preferred Stock.

1. Shares of Preferred Stock may be issued from time to time in one or more series, each such series to have distinctive serial designations, as shall hereafter be determined in the resolution or resolutions providing for the issue of such series from time to time adopted by the Board of Directors pursuant to the authority which is hereby vested in the Board of Directors.

2. Each series of Preferred Stock

- (i) may have such number of shares;
- (ii) may have such voting power, full or limited, or may be without voting power;
- (iii) may be subject to redemption at such time or times and at such prices;
- (iv) may be entitled to receive dividends (which may be cumulative or noncumulative), payable in cash, securities or property, at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable in any other class or classes or series of stock;
- (v) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation at such price or prices or at such rates of exchange, and with such adjustments;
- (vi) may be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts;
- (vii) may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional stock (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption, or other acquisition by the Corporation or any subsidiary, of any outstanding stock of the Corporation, or of other affirmative or negative covenants;
- (viii) may have certain rights in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and relative rights of priority of payment of shares of that series; and
- (ix) may have such other relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof;

all as shall be stated in a resolution or resolutions providing for the issue of such Preferred Stock. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock, the number of shares comprising such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors.

ARTICLE V

In furtherance and not limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws.

ARTICLE VI

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be five (5) and thereafter the number of Directors shall be as set forth in or pursuant to the Bylaws of the Corporation. The Board of Directors shall be divided into three classes, designated Classes I, II and III, which shall be as nearly equal in number as possible. Initially, Directors of Class I shall be elected to hold office for a term expiring at the next succeeding annual meeting of stockholders, Directors of Class II shall be elected to hold office for a term expiring at the second succeeding annual meeting of stockholders and Directors of Class III shall be elected to hold office for a term expiring at the third succeeding annual meeting of stockholders. At each annual meeting of stockholders following such initial classification and election, the respective successors of each class shall be elected for three year terms. The initial directors shall be as follows:

Class I

William A. Marquard

Class II

John H. Morris
Arthur J. Fritz, Jr.

Class III

Frank Edelstein
Robert A. Young, III

ARTICLE VIII

1. Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action or omission in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue with respect to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in paragraph 2 of this Article with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if required by the Delaware General Corporation Law, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

2. Right of Indemnitee to Bring Suit.

If a claim under paragraph 1 of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation (except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days), the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law.

Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled under this Article or otherwise to be indemnified, or to such advancement of expenses, shall be on the Corporation.

3. Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

4. Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any indemnitee against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

5. Indemnity of Employees and Agents of the Corporation.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article or as otherwise permitted under the Delaware General Corporation Law with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE VIII

No stockholder of the Corporation shall by reason of his holding shares of any class of its capital stock have any preemptive or preferential right to purchase or subscribe for any shares of any class of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class or any other security, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder; and the Board of Directors may issue shares of any class of stock of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing holders of any class of stock of the Corporation.

ARTICLE IX

Cumulative voting for the election of Directors shall not be permitted.

ARTICLE X

The affirmative vote of the holders of not less than 66-2/3% of the outstanding voting stock of the Corporation shall be required for the approval or authorization of any (i) merger or consolidation of the Corporation with or into any other corporation, (ii) sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation to or with any other corporation, person or other entity, (iii) dissolution of the Corporation or (iv) amendment of the Articles of Incorporation of the Corporation.

ARTICLE XI

No action required to be taken or which may be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, and the power of stockholders to exercise in writing, without a meeting, to the taking of any action is specifically denied.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed this 13 day of March, 1992.

BEST HOLDING CORPORATION



Donald L. Neal, Senior Vice President

Attested by:



Richard F. Cooper, Secretary

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
ARKANSAS BEST CORPORATION**

Arkansas Best Corporation, a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**Corporation**”), does hereby certify:

FIRST: The Corporation was originally incorporated as Best Holding Corporation and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 23, 1988.

SECOND: The Corporation changed its name to Arkansas Best Corporation pursuant to a Restated Certificate of Incorporation, filed with the Secretary of State of the State of Delaware on March 16, 1992.

THIRD: That the Board of Directors of the Corporation (the “**Board**”), by the requisite vote of its members, filed with the minutes of the Board, duly adopted a resolution proposing and declaring advisable the following amendment to the Corporation’s Restated Certificate of Incorporation:

RESOLVED, that the Restated Certificate of Incorporation of the Corporation be amended by amending Article VII thereof to read in its entirety as follows:

“ARTICLE VII

The number of Directors constituting the Board of Directors shall be as set forth in or pursuant to the Bylaws of the Corporation. At the 2010 annual meeting of stockholders of the Corporation, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2011 annual meeting of stockholders (which number of directors shall be approximately one-third of the total number of directors of the Corporation); at the 2011 annual meeting of stockholders of the Corporation, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2012 annual meeting of stockholders (which number of directors shall be approximately two-thirds of the total number of directors of the Corporation); and at the 2012 annual meeting of stockholders, and each annual meeting of stockholders thereafter, all directors shall be elected for terms expiring at the next annual meeting of stockholders.”

FOURTH: That pursuant to resolution of the Board, a meeting of stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

FIFTH: That the aforesaid amendment to the Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its authorized officer on April 21, 2009.

ARKANSAS BEST CORPORATION

By: /s/ Robert A. Davidson

Name: Robert A. Davidson

Title: President and Chief Executive
Officer

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 OWNERSHIP, WHICH MERGES:

"ARCBEST CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "ARKANSAS BEST CORPORATION" UNDER THE NAME OF "ARCBEST CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF APRIL, A.D. 2014, AT 5:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF MAY, A.D. 2014, AT 1:01 O'CLOCK A.M.

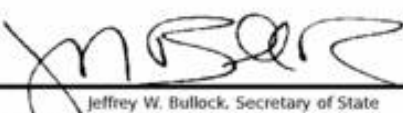
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2170237 8100M

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1327236

DATE: 04-29-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:43 PM 04/24/2014
FILED 05:43 PM 04/24/2014
SRV 140515816 - 2170237 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

**MERGING
ARCBEST CORPORATION
WITH AND INTO
ARKANSAS BEST CORPORATION**

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Arkansas Best Corporation, a Delaware corporation (the "Corporation"), does hereby certify to the following facts relating to the merger (the "Merger") of ArcBest Corporation, a Delaware corporation and wholly-owned subsidiary of the Corporation (the "Merger Sub"), with and into the Corporation, with the Corporation remaining as the surviving corporation under the name of "ArcBest Corporation":

FIRST: The Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL") on August 23, 1988. The Merger Sub was incorporated pursuant to the DGCL on April 15, 2014.

SECOND: The Corporation owns all of the outstanding shares of capital stock of the Merger Sub.

THIRD: The Board of Directors of the Corporation, by the resolutions adopted at a meeting held on April 23, 2014 and attached hereto as Annex I, duly determined to merge the Merger Sub with and into the Corporation and to effect a change of the Corporation's name to ArcBest Corporation in connection with such merger pursuant to Section 253 of the DGCL. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: The Corporation shall be the surviving corporation in the Merger and, from and after the Effective Time (defined below), the name of the surviving corporation shall be "ArcBest Corporation."

FIFTH: The Restated Certificate of Incorporation of the Corporation, as amended and in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article I thereof shall be amended at the Effective Time to read in its entirety as follows:

"ARTICLE I

The name of the Corporation is ArcBest Corporation."

SIXTH: This Certificate of Ownership and Merger shall be effective as of 1:01 a.m. Eastern time on May 1, 2014 (the "Effective Time").

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23rd day of April, 2014.

ARKANSAS BEST CORPORATION

By: 

Name: Michael R. Johns

Title: Vice President – General Counsel
and Corporate Secretary

SIGNATURE PAGE OF
CERTIFICATE OF OWNERSHIP AND MERGER

ANNEX I

Resolutions of the Board of Directors of Arkansas Best Corporation

[See attached]

**RESOLUTIONS
OF
THE BOARD OF DIRECTORS
OF
ARKANSAS BEST CORPORATION**

WHEREAS, it is advisable and in the best interests of Arkansas Best Corporation (the "Company") to change the name of the Company from Arkansas Best Corporation to ArcBest Corporation (the "Name Change"), and to effect the Name Change pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware ("DGCL"); and

Merger with ArcBest Corporation

WHEREAS, the Company owns 100% of the outstanding capital stock of ArcBest Corporation, a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board desires that Subsidiary merge with and into the Company and that the Company possess all of the Subsidiary's property, rights, privileges and powers, and assume all of the Subsidiary's liabilities and obligations.

NOW, THEREFORE, BE IT, RESOLVED, that the Board hereby authorizes and approves the merger of Subsidiary with and into the Company, with the Company continuing as the surviving corporation (the "Merger").

RESOLVED FURTHER, that pursuant to Section 253 of the DGCL, the Company shall possess all of the Subsidiary's property, rights, privileges and powers, and assume all of the Subsidiary's liabilities and obligations.

RESOLVED FURTHER, that each outstanding share of capital stock of Subsidiary will be cancelled and extinguished upon the effectiveness of the Merger, and no consideration shall be issued in exchange therefor, and each issued and outstanding share and each treasury share of capital stock of the Company shall continue in effect and not be affected thereby.

RESOLVED FURTHER, that, in connection with the Merger, the name of the Company shall be changed to ArcBest Corporation pursuant to Section 253(b) of the DGCL.

RESOLVED FURTHER, that any authorized officer of the Company be, and such officer hereby is, authorized to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger in the office of the Secretary of State of Delaware.

RESOLVED FURTHER, that the effective date of the Certificate of Ownership and Merger, the Merger and the Name Change provided for in the Certificate of Ownership and Merger shall be May 1, 2014, or any later date as determined by an authorized officer of the Company (the "Effective Date").

RESOLVED FURTHER, that upon the Effective Date of the Merger, the Amended and Restated Certificate of Incorporation of the Company (the "Certificate of Incorporation") in effect immediately prior to the effectiveness of the Merger shall continue to be the Certificate of Incorporation of the Company; provided, however, that Article One of said Certificate of Incorporation shall be amended by the Merger filing as follows: "The name of this corporation is ArcBest Corporation."

RESOLVED FURTHER, that in connection with the Name Change, the authorized officers of the Company be, and each of them hereby is, authorized and empowered, for and on behalf of the Company, to file any and all notices and filings with the U.S. Securities and Exchange Commission, NASDAQ, the Company's transfer agent, the Depository Trust Company, the Internal Revenue Service and any state or local tax authority, and to obtain a new CUSIP number, and to execute all documents, disburse such funds and take all necessary and appropriate actions in connection with any of the foregoing.

RESOLVED FURTHER, that, in connection with the Name Change, the authorized officers of the Company be, and each of them hereby is, authorized and empowered, for and on behalf of the Company, to execute and file any and all documents required or desirable in connection with the Name Change in any state, territory or other jurisdiction in which the Company is authorized to do business.

RESOLVED FURTHER, that in connection with the Name Change, the stock certificates representing the Company's common stock, par value \$0.01 per share, shall be modified to reflect the name ArcBest Corporation, and such modified stock certificates are hereby authorized and approved; and that a new form of corporate seal, reflecting the name ArcBest Corporation, is adopted and approved.

RESOLVED FURTHER, that in connection with the Name Change, the authorized officers of the Company be, and each of them hereby is, authorized and empowered, for and on behalf of the Company, to prepare, execute and deliver all documents, notices and resolutions which may be required by any bank in connection with any accounts maintained by the Company.

RESOLVED FURTHER, that in connection with the Name Change, the authorized officers of the Company be, and each of them hereby is, authorized and empowered, for and on behalf of the Company, to amend and/or restate the Company's employee benefits plans, corporate governance documents, and any and all other necessary documents to reflect the new name of the Company.

Trading Symbol Change

WHEREAS, in connection with the Name Change, the Company desires to change the Corporation's trading symbol on the NASDAQ Stock Market ("NASDAQ") from "ABFS" to "ARCB" (the "Trading Symbol Change").

NOW, THEREFORE, BE IT, RESOLVED, that the Trading Symbol Change is authorized and approved.

RESOLVED FURTHER, that, in connection with the Merger, the Company's trading symbol on NASDAQ shall be changed to "ARCB", or such other trading symbol as shall be available and as the officers of the Company shall select.

General

RESOLVED FURTHER, that any actions taken by the authorized officers of the Company, whether prior or subsequent to the date hereof, that are consistent with the intent and purposes of the foregoing resolutions be, and the same hereby are, ratified, authorized, approved and confirmed.