

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KNIGHT TRANSPORTATION, INC.**

Pursuant to the provisions of Sections 10-1003 and 1007 of Arizona Revised Statutes, and action taken by the Board of Directors and shareholders of Knight Transportation, Inc., an Arizona corporation (the "Corporation"), the Corporation hereby adopts these Second Amended and Restated Articles of Incorporation as of May 24, 2007, set forth below. These Second Amended and Restated Articles amend and replace in their entirety the Corporation's Amended and Restated Articles of Incorporation previously in effect:

ARTICLE I

The name of the Corporation shall be: KNIGHT TRANSPORTATION, INC.

ARTICLE II

Purpose

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as such laws may be amended from time to time.

ARTICLE III

Initial Business

The Corporation initially intends to own, lease, acquire, sell, dispose of, deal with, maintain and operate motor vehicles for transporting property of every kind and nature as a common or contract carrier for compensation or its own purposes over and upon the public highways of the State of Arizona and other states in which this Corporation might be qualified to transact business; to arrange for transportation by other common carriers or contract carriers either by motor vehicle, rail or otherwise; and to do all and everything advantageous and necessary to engage in said business.

ARTICLE IV

The authorized capital stock of the Corporation shall be as follows:

A. The Corporation shall be authorized to issue Three Hundred Million (300,000,000) shares of common stock, with \$0.01 par value, which the Board of Directors shall have authority to issue from time to time. The Board of Directors shall fix the stated value of shares of the Corporation's common stock at the time of issuance.

B. The Corporation shall be authorized to issue Fifty Million (50,000,000) shares of preferred stock, with \$0.01 par value. The Board of Directors of the Corporation may

issue the shares of preferred stock from time to time and, before issuance, shall establish and divide the shares into series of a specified number of shares, and fix and determine the stated values, designations, preferences, privileges and voting powers (which may include, but are not limited to, provisions as to dividends, conversion, redemption and liquidation) of the shares of each series so established and the restrictions or qualifications thereof, without limitation, except as may be prescribed by applicable law. The Board of Directors may cause the dividend rate to vary among any series of preferred stock.

C. Consideration for the issuance of shares of the Corporation's capital stock may be paid, in whole or in part, in cash or other property, whether tangible or intangible, or in labor or services actually performed for the Corporation, or any other consideration permitted by law. Shares shall be deemed to be fully paid and nonassessable when the consideration for such shares is received by the Corporation or any wholly owned subsidiary. The judgment of the Board of Directors as to the value of any property, services, right or thing acquired in exchange for the capital stock of the Corporation shall be final and conclusive.

D. Except as otherwise required by law or by the terms and conditions of any preferred stock pursuant to paragraph B of this Article IV, class voting of shares shall not be permitted.

E. The Board of Directors may from time to time cause the Corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the Corporation.

## ARTICLE V

### Statutory Agent

The Corporation hereby appoints James E. Brophy, III, Ryley Carlock & Applewhite, One North Central Avenue, Suite 1200, Phoenix, Arizona 85004-4417, as its statutory agent.

## ARTICLE VI

### Place of Business

The Corporation's known place of business shall be 5601 West Buckeye Road, Phoenix, Arizona 85043.

## ARTICLE VII

### The Board of Directors

A. The business of the Corporation shall be conducted by a board of not less than three (3) nor more than eleven (11) directors, none of whom need be shareholders or residents of Arizona. Within such limitation, the number of directors shall be fixed by the Bylaws. The initial authorized number of directors of the Corporation shall be six (6), but that number may be increased or decreased in accordance with the Bylaws of the Corporation.

B. The Corporation's initial director was Randy Knight, whose address is 5601 West Buckeye Road, Phoenix, Arizona 85043. As of April 30, 2007, the following persons serve as the directors of the Corporation, until their term shall end and their successors are duly elected and qualified:

Donald A. Bliss  
5601 West Buckeye Road  
Phoenix, Arizona 85043

Michael Garnreiter  
5601 West Buckeye Road  
Phoenix, Arizona 85043

Gary J. Knight  
5601 West Buckeye Road  
Phoenix, Arizona 85043

Kevin P. Knight  
5601 West Buckeye Road  
Phoenix, Arizona 85043

Randy Knight  
5601 West Buckeye Road  
Phoenix, Arizona 85043

Richard J. Lehmann  
5601 West Buckeye Road  
Phoenix, Arizona 85043

G. D. Madden  
5601 West Buckeye Road  
Phoenix, Arizona 85043

Kathryn L. Murro  
5601 West Buckeye Road  
Phoenix, Arizona 85043

Mark Scudder  
5601 West Buckeye Road  
Phoenix, Arizona 85043

C. Meetings of the Board of Directors shall be held at the times and in the manner prescribed by the Corporation's Bylaws. The Board of Directors of the Corporation may take action either by meeting or with a meeting by unanimous consent of all directors, or in any other manner permitted by law.

D. Notwithstanding anything contained in Article VII, paragraphs (A), (B), or (C) of these Restated Articles of Incorporation (and subject to the provisions of Paragraph (E) below), commencing with the May 2000 annual meeting of shareholders, the Corporation's directors shall be divided into two classes (Class I and Class II), with the number of directors in each class to be as nearly equal as reasonably possible. The initial terms of office for the Class I and Class II directors elected at the May 2000 annual meeting of the shareholders shall be as follows:

1. Class I directors shall be elected to serve for a term commencing with their election at the May 2000 annual meeting of shareholders and expiring on the conclusion of the 2001 annual meeting of shareholders; and

2. Class II directors shall be elected to serve for a term commencing with their election at the May 2000 annual meeting of shareholders and expiring on the conclusion of the 2002 annual meeting of shareholders.

Commencing with the 2001 annual meeting of shareholders and continuing at each annual meeting of shareholders thereafter, a director elected in a class to succeed a director in that class whose term has expired shall be elected to serve until the conclusion of the second succeeding annual meeting of shareholders from the date of such director's election or until such director's successor shall have been duly elected and qualified. The system of cumulative voting shall be applied to the election of directors within each class of directors.

E. Notwithstanding anything contained in Paragraphs (A), (C) or (D) of Article VII of these Restated Articles of Incorporation, but subject to the provisions of Paragraph (F), if the number of the Corporation's directors equals nine (9) or more, the Corporation's Board of Directors shall be divided into three classes of directors (Class I, Class II and Class III) at the next annual meeting of Shareholders at which any director stands for election, and all of the directors of the Corporation shall stand for election at such meeting, notwithstanding the fact that a director's term may not have expired. There shall not be less than three directors in each class, and the number of directors in each class to be as nearly equal as reasonably possible. The initial terms of office for the Class I, Class II and Class III directors elected at the first annual meeting of shareholders in which there are three classes of directors shall be as follows:

1. Class I directors shall be elected to serve, for a one (1) year term commencing with their election at the annual meeting of shareholders and expiring on the conclusion of the next succeeding annual meeting of Shareholders;

2. Class II directors shall be elected to serve for a two (2) year term commencing with their election at the annual meeting of shareholders and expiring on the conclusion of the second succeeding annual meeting of shareholders; and

3. Class III directors shall be elected to serve for a three (3) year term commencing with their election at the annual meeting of shareholders and expiring on the conclusion of the third succeeding annual meeting of shareholders.

Beginning with the first annual meeting of shareholders following the first election of Class I, Class II and Class III directors under this Paragraph (E), and continuing at each annual meeting of shareholders thereafter, each director elected in a class shall be elected to serve for a term ending with the conclusion of the third succeeding annual meeting of shareholders after the date of such director's election.

F. The system of cumulative voting shall be applied to the election of directors within each class of directors. The Board of Directors shall designate the class to which each director is assigned.

G. Newly created directorships resulting from any increase in the number of authorized directors, vacancies arising from a director's resignation or removal, or directorships eliminated as a result of a decrease in the number of authorized directors shall be apportioned by the Board of Directors among the Class I, and Class II directors (and Class III directors, at such time as the Corporation's directors consist of nine (9) or more members, as nearly equally as reasonably possible; provided, however, that no decrease in the number of authorized directors shall shorten the term or effect the removal of any incumbent director.

## ARTICLE VIII

### Incorporators

The names and addresses of the incorporators of the Corporation are:

Randy Knight  
5601 West Buckeye Road  
Phoenix, Arizona 85043

Karen Landes  
5601 West Buckeye Road  
Phoenix, Arizona 85043

## ARTICLE IX

### Meetings of Shareholders

The annual and other meetings of shareholders shall be held at such time and place, within or without the State of Arizona, as stated in or fixed in accordance with the Bylaws.

## ARTICLE X

### No Preemptive Rights

Except as may be provided by the Board of Directors in authorizing the issuance of preferred stock pursuant to Article IV, no holder of stock shall, as such holder, have any preemptive right to purchase or subscribe for any additional shares of the Corporation or any other security of the Corporation which it may issue or sell.

ARTICLE XI

Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE XII

Indemnification and Limitation of Liability

The Corporation shall indemnify and hold harmless its incorporators, and each of its existing and former directors, to the fullest extent not prohibited by law, as it now exists or may hereafter be amended, for any and all acts or omissions done or omitted to be done while employed by, or acting on behalf of, the Corporation or its subsidiaries, including indemnity for service in the capacity as an officer of the Corporation. The Corporation, subject to a director executing and delivering any undertaking required by law to reimburse the Corporation if indemnity should not be allowed, shall advance costs and expenses to defend any claim subject to indemnification. Without limiting the foregoing, a director shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by law; provided that no provision of these Articles of Incorporation shall eliminate or limit the liability of a director for (i) any breach of a director's duty of loyalty to the Corporation or its shareholders, (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) authorizing the unlawful payment of a dividend or other distribution on the Corporation's common capital stock or the unlawful purchase of its capital stock, (iv) any trans-action from which a director received an improper personal benefit, or (v) any violation of Section 10-041 of the Arizona Revised Statutes, or any successor provisions thereto. The indemnification rights provided herein shall not be exclusive of or preclude any other rights of indemnification to which a director, officer, employee or agent may be entitled, whether pursuant to law, bylaws or agreement.

IN WITNESS WHEREOF, the foregoing Second Amended and Restated Articles of Incorporation of Knight Transportation, Inc., an Arizona corporation, are hereby executed in duplicate this 29th day of May, 2007.

KNIGHT TRANSPORTATION, INC., an  
Arizona corporation

By /s/ Kevin P. Knight

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Kevin P. Knight, Chairman

By /s/ Tim Kohl

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Tim Kohl, President & Secretary

