

State of Idaho

Department of State.

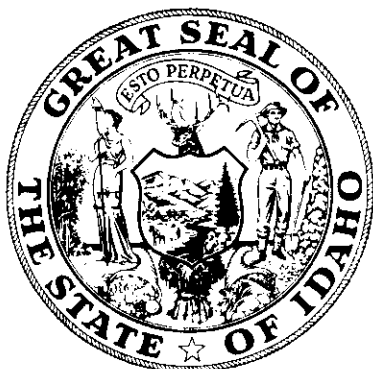
CERTIFICATE OF AUTHORITY OF

WHITFIELD TANK LINES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WHITFIELD TANK LINES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to WHITFIELD TANK LINES, INC. to transact business in this State under the name WHITFIELD TANK LINES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated April 29, 1980



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is WHITFIELD TANK LINES, INC. SECRETARY OF STATE
2. *The name which it shall use in Idaho is WHITFIELD TANK LINES, INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is 06/10/49 and the period of its duration is Fifty Years
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West 10th St., Wilmington, Delaware
6. The address of its proposed registered office in Idaho is Dan Poole, and the name of its proposed registered agent in Idaho at that address is Suite 1010, Bank of Idaho
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Trucking: transportation of petroleum and petroleum, in bulk, in tank/truck vehicles
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>A. D. Musgrove</u>	<u>President/Director</u>	<u>124 W. Thomas Rd., Phoenix, AZ 85011</u>
<u>P. W. Hegarty</u>	<u>Vice President</u>	<u>124 W. Thomas Rd., Phoenix, AZ 85011</u>
<u>John Hyland</u>	<u>Secy/Treas., Director</u>	<u>124 W. Thomas Rd., Phoenix, AZ 85011</u>
<u>C.J. McCormick</u>	<u>Vice Chairman/Director</u>	<u>124 W. Thomas Rd., Phoenix, AZ 85011</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000</u>	<u>Common</u>	<u>\$100.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,000</u>	<u>Common</u>	<u>\$100.00</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 18, _____, 19 80.

WHITFIELD TANK LINES, INC.

By William D. Mayne

Its _____ President

and John Hyland

Its _____ Secretary

STATE OF ARIZONA)
)ss:
COUNTY OF MARICOPA)

I, CATHY L. CASEY, a notary public, do hereby certify that on this 18th day of April, 19 80, personally appeared before me John Hyland, who being by me first duly sworn, declared that he is the Secretary/Treasurer of Whitfield Tank Lines, Inc.

that he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.



Cathy L. Casey
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

CERTIFICATE OF INCORPORATION
of
WHITFIELD TANK LINES, INC.

I

The name of the corporation is Whitfield Tank Lines, Inc.

II

Its principal office in the eyes of the law in the State of Delaware is located at 100 W. 10th St. , in the City of Wilmington , County of New Castle . The name and address of its resident agent is The Corporation Trust Company, 100 W. 10th St., Wilmington, Delaware.

III

The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

a) To do a gasoline and/or oil transportation business in Texas, New Mexico and Arizona, and to have authority to transport other commodities, such as animal fats, cotton seed oil, vegetable oils, acids, liquid fertilizers, asphalt, alcohol, molasses, chemicals, milk, water and other liquids, in any other state in which it may qualify to do business, and between states;

b) To lease, and/or obtain permits to do transport of oil and gas business from states and the Interstate Commerce Commission;

c) To own, lease, sub-lease and operate terminals for its transport business;

d) To buy, sell, lease or sub-lease real estate for purposes of constructing terminals or for the operation of its terminals; or for any other purpose deemed advantageous.

e) To mortgage or pledge any of its property, real or personal, to further the purposes of its business and operation;

f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government;

g) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, execute, endorse and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

h) To purchase, hold, sell and transfer the shares

of its own capital stock, provided, however, that shares of its own stock belonging to it shall not be voted upon directly or indirectly;

i) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories, or colonies of the United States;

j) In general, to carry on the business as stated, and to have and exercise all the powers confirmed by laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do;

k) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

IV

The total number of shares of stock which the corporation shall ^{have} the authority to issue is 2,000, and the

par value of each of such shares is \$100.00, amounting in the aggregate to \$200,000.00.

V

The amount of capital with which the corporation will commence business is \$200,000.00.

VI

The names and places of residence of the incorporators are as follows:

Names	Addresses
C. S. Peabbles	Wilmington, Delaware
S. M. Brown	Wilmington, Delaware
J. J. Murray	Wilmington, Delaware

VII

The stockholders shall be entitled to one vote for each share of stock standing in their names.

VIII

The corporation is to have existence for fifty years.

IX

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

X

In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, and

the objects and purposes therein set forth, it is expressly provided that this corporation shall also have the following powers, viz.:

1) To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property within or without the State of Delaware, wherever situate;

2) To manufacture, purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares and merchandise and property of any and every class and description, and in any part of the world;

3) To acquire the good will, rights and property, and to undertake the whole or any part of, the assets, liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

4) To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other

rights, in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate and develop the same, or to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

5) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State, or any other State, country, nation or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do;

6) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to

secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware;

7) To have offices, conduct its business and promote its objects within and without the State of Delaware, in other States, in the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount;

8) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, and either alone or in company with others; and

9) Generally to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

XI

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized;

a) To make, alter or repeal the by-laws of the corporation;

b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created;

d) To manage and operate the business of the corporation;

e) The corporation may by its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

XII

The Directors shall have power to make and to alter or amend the by-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens without limit as to the amount, upon the property and franchises of this corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of this corporation.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by

the by-laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

XIII

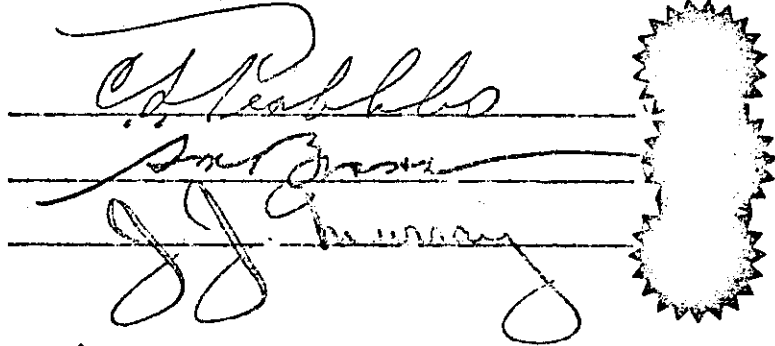
The business and affairs of the corporation shall be managed and directed by a Board of Directors, the number of directors to be fixed in the by-laws, but to be not less than three (3).

XIV

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

We, the undersigned, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are

true, and accordingly have hereunto set our hands and
seals this 10th day of June, 1949.



THE STATE OF DELAWARE)
) ss
County of New Castle)

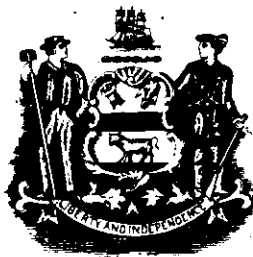
BE IT REMEMBERED, That, on this the 10th day of
June, A. D., 1949, personally appeared before me, _____
C. S. Peabbles, S. M. Brown,
and J. J. Murray, parties to the
foregoing certificate of incorporation, known to me person-
ally to be such, and I having first made known to them and
each of them, the contents of said certificate, they did
each severally acknowledge that they signed, sealed and
delivered the same as their voluntary act and deed, and each
deposed that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and
year aforesaid.


Notary Public

My Commission Expires:
Feb. 10, 1951





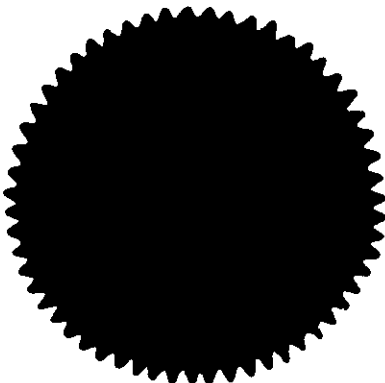
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "Whitfield Tank Lines, Inc.", as received and
filed in this office the tenth day of June, A.D. 1949, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-fifth *day*
of March *in the year of our Lord*
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT was made on September 30th, 1977, by and between WHITFIELD TANK LINES, INC. (sometimes here referred to as the surviving corporation), a Delaware corporation, and E. B. LAW & SON, INC. (sometimes here referred to as the merging corporation), a New Mexico corporation acting by their boards of directors with and pursuant to Section 252 of the General Corporation Law of Delaware and §51-27-7 of the Business Corporation Act of New Mexico.

PREAMBLE:

A. Whitfield Tank Lines, Inc. by its Certificate of Incorporation filed in the office of the Secretary of State of Delaware on June 10, 1949 has an authorized capital stock of 2,000 shares of common stock, \$100.00 par value, of which all shares are issued and outstanding. E. B. Law & Son, Inc., by its Articles of Incorporation filed in the office of the State Corporation Commission of New Mexico on August 1, 1950, has an authorized capital stock of 2,500 shares of common stock, \$100.00 par value, of which 2,174 shares are issued and outstanding.

B. The corporations entered into a Purchase Agreement on November 12, 1975 whereby the surviving corporation agreed to purchase all of the 2,174 issued and outstanding shares of capital common stock of the merging corporation.

C. As each of the corporations are motor common carriers operating under the jurisdiction and regulation of the Interstate Commerce Commission of the United States of America, it was necessary to apply to such body for approval of the transaction.

D. Such regulatory approval was thereafter obtained in a proceeding known as Docket No. MC-F-12760 and Finance Docket No. 28181 and the purchase transaction was consummated on August

19, 1977 with the surviving corporation becoming the sole shareholder of the merging corporation.

NOW, THEREFORE, the corporations do hereby desire and agree that E.B. Law & Son, Inc. be merged into Whitfield Tank Lines, Inc. and hereby state the terms and conditions of such merger:

1. E.B. Law & Son, Inc. a New Mexico corporation, shall be merged into Whitfield Tank Lines, Inc., a Delaware Corporation and the surviving corporation shall be Whitfield Tank Lines, Inc., a Delaware corporation.

2. The Certificate of Incorporation of the surviving corporation shall be and remain the one now in effect for Whitfield Tank Lines, Inc., subject to the right of the surviving corporation to alter or amend the certificate after the merger in the manner prescribed by law. Likewise, the Bylaws now in effect for Whitfield Tank Lines, Inc. shall be the Bylaws of the surviving corporation until altered, amended or repealed in the manner prescribed by law.

3. The assets and liabilities of the merging corporation are presently in the control and possession of the surviving corporation by virtue of the agreements and proceedings heretofore described. The only things lacking for carrying the merger into effect is the appropriate filing of certificates and articles of merger in the states of incorporation and the subsequent consolidation of books, records and accounting statements; and the doing thereof is hereby undertaken.

4. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation which shall be issued and outstanding on the effective date of this agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be cancelled.

5. The Board of Directors and officers of the surviving corporation shall be those persons who hold such positions in Whitfield Tank Lines, Inc., when the merger becomes effective, and they shall serve until their successors are duly elected and qualified according to the Bylaws.

6. Upon the merger becoming effective, all the rights, authorities, powers and certificates and all property and assets of every kind and description of the constituent corporations shall be vested in and be held and enjoyed by the surviving corporation, without further act or deed. The title to any real estate vested by deed or otherwise in either of the merging corporations shall not revert or be in anyway impaired by reason of the merger and all rights of creditors and liens upon any property of either corporation shall be preserved. As and when it might become necessary, E.B. Law & Son, Inc., shall execute and deliver all such deeds and instruments or take such further action as the surviving corporation deems appropriate to vest in and provide possession in the surviving corporation of any property of the merging corporation, and otherwise to carry out the purpose hereof; the proper officers of each corporation shall be authorized to take any and all such actions and otherwise carry out the intent hereof.

7. The surviving corporation hereby (i) agrees that it may be served with process in the State of New Mexico in any proceeding for the enforcement of any obligation of the merged corporations and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporations; (ii) irrevocably appoints the Secretary of State of New Mexico as its agent to accept service of process in any such proceeding;

and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of New Mexico.

8. The merger shall become effective upon it being filed in the office of the Secretary of State of Delaware. The corporations shall perform all other filings and recordings in Delaware and New Mexico as specified by law. For all accounting and Interstate Commerce Commission reporting purposes the effective date of the merger shall be as of the close of business on September 30, 1977.

IN WITNESS WHEREOF the Board of Directors- in meetings duly assembled hereby signify their resolutions adopting the foregoing Agreement and Plan of Merger and do execute the same by a majority of their numbers and cause the corporate seals to be affixed and attested by the Secretary of each corporation the day and year above written.

BOARD OF DIRECTORS OF E.B. LAW
& SON, INC.

SEAL

ATTEST:

Secretary

Chairman

Director

Director

BOARD OF DIRECTORS WHITFIELD TANK
LINES

SEAL

ATTEST:

Secretary

Chairman

Director

Director

COUNTY OF MARICOPA)
STATE OF ARIZONA)

THE ABOVE AGREEMENT AND PLAN OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the General Corporation Laws of the State of New Mexico, Allan D. Musgrove the President of each corporate party thereto does now hereby verify the facts stated therein are true and acknowledges that the executing and attesting of the said Agreement of Merger, is the respective act, deed and agreement of each said corporation, on this 30th day of September, 1977.

WHITFIELD TANK LINES (Delaware)

By Allan D. Musgrove
President

ATTEST:

Ed Campbell
Secretary

E.B. LAW & SON, INC. (New Mexico)

By Allan D. Musgrove
President

ATTEST:

Ed Campbell
Secretary

SUBSCRIBED AND SWORN to before me this 30th day of September, 1977.

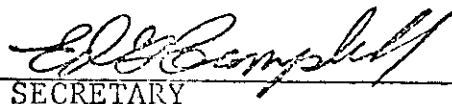
Howard A. McQuinn
NOTARY PUBLIC

My Commission Expires:

9-17-78

I, ED G. CAMPBELL, Secretary of Whitfield Tank Lines, Inc., a corporation organized and existing under the laws of Delaware, hereby certify, as such secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of E. B. Law & Son, Inc., a corporation of the State of New Mexico was duly adopted pursuant to subsection (f) of section 251 of Title 8 of the Delaware Code of 1953, without any vote of the stockholders of the surviving corporation, and that the agreement of merger does not amend in any respect the certificate of incorporation of the surviving corporation, and each share of stock of Whitfield Tank Lines, Inc., outstanding immediately prior to the effective date of the merger is to be an identical outstanding share of the surviving corporation after the effective date of the merger, and no shares of common stock of the surviving corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the plan of merger; that the outstanding shares of the corporation were such as to render subsection (f) of section 251 of Title 8 of the Delaware Code of 1953 applicable; and that its Agreement of Merger was thereby adopted by action of the Board of Directors of said Whitfield Tank Lines, Inc. and is the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 30th day of September, 1977.



SECRETARY



State of DELAWARE

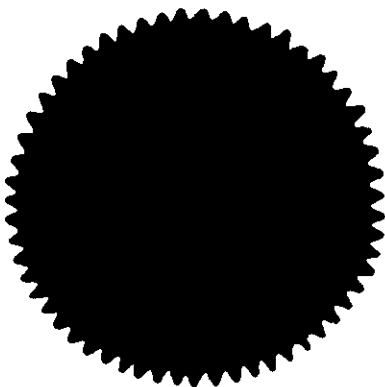


Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware,*
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger of the "E. B. LAW & SON, INC.", a corporation
organized and existing under the laws of the State of New Mexico, merging with and
into the "Whitfield Tank Lines, Inc.", a corporation organized and existing under the
laws of the State of Delaware, under the name of "Whitfield Tank Lines, Inc.", as
received and filed in this office the seventeenth day of October, A.D. 1977, at
10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed
by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-fifth day
of March in the year of our Lord
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State