



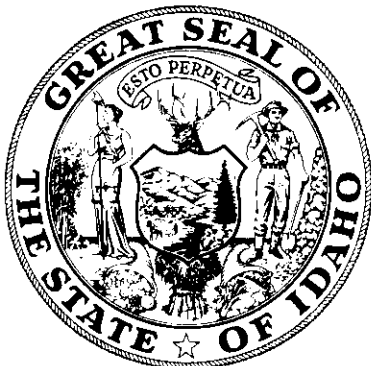
CERTIFICATE OF AUTHORITY
OF

WYOMING ALASKA LEASING COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WYOMING ALASKA LEASING COMPANY, 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 WYOMING ALASKA LEASING COMPANY, INC. to transact business in this State under the name WYOMING ALASKA LEASING COMPANY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated March 30, 19 82



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 WYOMING ALASKA LEASING COMPANY, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Wyoming
4. The date of its incorporation is February 16, 1979 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 213 West Birch Street, P.O. Box 216, Glenrock, Wyoming 82637
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To operate convenience stores.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Reuel T. Call</u>	<u>Pres./Dir.</u>	<u>107 N. Main, Bountiful, Utah 84010</u>
<u>Steve Motis</u>	<u>V.P./Dir.</u>	<u>107 N. Main, Bountiful, Utah 84010</u>
<u>B. A. Blunk</u>	<u>Secy./Treas./Dir.</u>	<u>107 N. Main, Bountiful, Utah 84010</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>4900</u>	<u>Preferred non-voting</u>	<u>\$100.00</u>
<u>9800</u>	<u>Common non-voting</u>	<u>\$1.00</u>
<u>200</u>	<u>Common non-voting</u>	<u>\$1.00</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
126	Preferred non-voting	\$100.00
9800	Common non-voting	\$1.00
200	Common non-voting	\$1.00

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 March 2, 19 82.

WYOMING ALASKA LEASING COMPANY, INC.

By

Reuel T. Call

Its

President

and

B. A. Blunk

Its

Secretary

STATE OF UTAH)
COUNTY OF Davis) ss:

I, Valoy Rock, a notary public, do hereby certify that on this 2 day of March, 19 82, personally appeared before me Reuel T. Call, who being by me first duly sworn, declared that he is the President of WYOMING ALASKA LEASING COMPANY, INC.

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

Valoy Rock
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.



STATE OF WYOMING
Secretary of State
I hereby certify that this is a true
and complete copy of the docu-
ment as filed in this office.

ARTICLES OF AMENDMENT OF

WYOMING ALASKA LEASING COMPANY, INC.

Secretary of State

By: Alberta Essett Reuel T. Call, of lawful age, being the president and

Date: March 2, 1979 sole shareholder of Wyoming Alaska Leasing Company, a Wyoming

corporation, adopts the following Articles of Amendment for
such corporation.

STATE OF WYOMING
FILED

At 10:55a.m.

AUG 7 1979

THYRA THOMSON
SECRETARY OF STATE

ARTICLE I

The name of the corporation is Wyoming Alaska Leasing
Company, Inc.

ARTICLE II

The Board of Directors of the Corporation by resolution
duly adopted, with the required approval of the sole shareholder
of the corporation, have adopted an amendment to Article IV of
the original Articles of Incorporation of the corporation, which
amendment reads as follows:

The aggregate number of shares which the corporation
shall have the authority to issue is 500,000 shares.
There shall be the following classes of shares:

1. Preferred, non voting shares, par value One
Hundred Dollars (\$100.00) per share; total
shares of this class authorized to issue;
forty-nine hundred (4,900).
2. Common shares, non voting, par value One
Dollar per share; total number shares of
this class authorized to issue: ninety-
eight hundred (9,800).
3. Common shares, voting, par value One Dollar
(\$1.00) per share; total number of shares
of this class authorized to issue: Two
hundred (200).

ARTICLE III

The amendment was duly adopted by the Board of Directors
and shareholders of the corporation on June 22, 1979.

ARTICLE IV

The amendment was unanimously adopted by the 26,000 shares
of common stock issued and entitled to vote at the time of the
presentation of the resolution.

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ARTICLE V

The 26,000 shares of no par value common stock which are presently issued and outstanding to Reuel T. Call, who is the sole shareholder of the corporation, shall be redeemed by the corporation, and Reuel T. Call shall be issued stock in exchange for the redeemed stock as follows:

1. Two thousand two hundred (2,200) shares of preferred, non voting stock with One Hundred Dollar (\$100.00) per share par value.
2. Five thousand nine hundred (5,900) shares of common, non voting stock with One Dollar per share par value.
3. One hundred (100) shares of common, voting stock with One Dollar (\$1.00) per share par value.


ARTICLE VI


This amendment effects a reclassification of the shares of stock in the corporation as set forth in Article II above.

ARTICLE VII

This amendment does not effect a change in the amount of stated capital of the corporation.

IN WITNESS WHEREOF these Articles of Amendment have been executed this 2nd day of August, 1979.

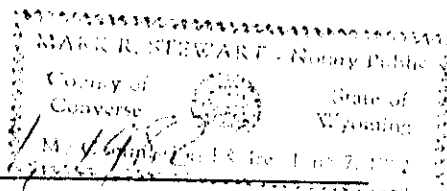

REUEL T. CALL, President
Wyoming Alaska Leasing Company, Inc.


B. A. Blunk, Secretary
Wyoming Alaska Leasing Company, Inc.

Subscribed and sworn to before me this 2nd day of August, 1979.


NOTARY PUBLIC

My Commission Expires: June



STATE OF WYOMING
FILED

At 3:30 pm

FEB 16 1979

ARTICLES OF INCORPORATION

OF

WYOMING ALASKA LEASING COMPANY, INC.

TIMOTHY J. JOHNSON
SECRETARY OF STATE

I, the undersigned natural person, being of lawful age, and acting as the incorporator of a corporation under the Wyoming Business Corporation Act, adopt the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation is Wyoming Alaska Leasing Company, Inc.

ARTICLE II

Period of the Corporation's duration is perpetual.

ARTICLE III

The corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under the Wyoming Business Corporation Act.

ARTICLE IV

The aggregate number of share which the corporation shall have the authority to issue is 500,000 shares. There shall be only one class of shares which shall have no par value and each share shall have equal voting rights with the other share issued.

ARTICLE V

The corporation will not commence business until at least \$500.00 has been received by it as consideration for the issuance of shares.

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ARTICLE VI

Transfers of stock issued by the corporation shall be limited as provided by agreement of the shareholders.

ARTICLE VII

The initial registered office of this corporation shall be 213 West Birch Street, P.O. Box 216, Glenrock, Wyoming, 82637; and the initial registered agent for service of process for this corporation at that address shall be Mark R. Stewart.

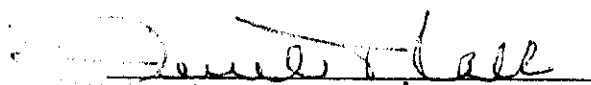
ARTICLE VIII

The initial Board of Directors of this corporation shall consist of one person, when the shares of the corporation become owned beneficially or of record by two or more persons the corporation shall elect at least two directors, and when the shares become owned beneficially or of record by three or more shareholders the corporation will elect at least three directors. The person who is to serve as director until a successor or successors are elected and qualified is: Reuel T. Call, Papworth Lane, Afton, Wyoming, 83110.

ARTICLE IX

The incorporator of Wyoming Alaska Leasing Company, Inc., is Reuel T. Call, Papworth Lane, Afton, Wyoming, 83110.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 1st day of February, 1979.


Reuel T. Call

Subscribed and sworn to before me this 1st day of February, 1979.


NOTARY PUBLIC

My Commission Expires: 5-10-82

