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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

A.R.W., INC.

KNOW ALL MEN BY THESE PRESENTS; That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

NAME OF CORPORATION

The name of this Corporation shall be A.R.W., Inc.

II.

PERIOD OF EXISTENCE

The period of existence and duration of the life of this Corporation shall be perpetual.

III.

REGISTERED OFFICE AND AGENT

The location of the registered office of this Corporation shall be 300 Superior Street, Cambridge, ID 83610, and the agent of the Corporation shall be CLAUDY D. BARNES

12/01/1997 09:00  
CLAUDY D. BARNES

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#### IV.

##### NATURE OF BUSINESS

The nature of the business and the object, purpose and powers of this Corporation shall be as follows:

(a) To conduct, carry out and perform all activities relating to the selling and marketing of fuels and oils and convenience stores and all commodities and groceries therein marketed; and

(b) To have, exercise, use and employ the authority specified in Section 30-1-4, Idaho Code, and to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within or without the United States of America.

#### V.

##### CAPITAL STOCK

That the total authorized number of no par value shares of this Corporation shall be 600 shares each of no par value, which said shares shall be common stock and shall not be subject to assessment. The stock in this Corporation shall be restricted and shall be sold only to the other shareholders, and no outsiders shall be entitled to inherit, purchase or in any way own interest in the stock. Such restriction shall be noted on the stock certificate.

#### VI.

##### INCORPORATORS

That the names and Post Office addresses of each of the incorporators and initial Board

of Directors, and the number of shares subscribed by each set opposite their respective names are:

NAME	ADDRESS	# OF SHARES
Larry E. Adkins	2377 S. Grays Creek Road Indian Valley, ID 83632-5009	200
J. C. Reiss	35 Hopper Street Cambridge, ID 83610	200
Richard Wiggins	580 Central Blvd. Cambridge, ID 83610	200

#### VII.

#### DIRECTORS

The first Board of Directors shall consist of one or more directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be more than five (5).

#### VIII.

#### POWER TO AMEND BY-LAWS

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

IX.

LOCATION OF MEETINGS

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

IN WITNESS WHEREOF, we have signed the original of these Articles this 26 day of Nov., 1997.

Larry E. Adkins  
Larry E. Adkins

Richard Wiggins  
Richard Wiggins

Jay C. Reiss  
Jay C. Reiss

STATE OF IDAHO )

County of Washington )

On this 26<sup>TH</sup> day of November, 1997, before me, a Notary Public in and for said state, personally appeared LARRY E. ADKINS, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

B. J. Soules  
Notary Public for Idaho  
Residing at: Cambridge  
My Commission Expires: 8-26-03

STATE OF IDAHO )

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County of Washington )

On this 26<sup>th</sup> day of November, 1997, before me, a Notary Public in and for said state, personally appeared J.C. REISS, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.  
JAY C. REISS

IN WITNESS WHEREOF, I have hereunto st my hand and affixed my official seal on the day and year first above written.

B. J. Soules  
Notary Public for Idaho  
Residing at: Cambridge  
My Commission Expires: 8-26-03

STATE OF IDAHO )

:SS

County of Washington )

On this 26<sup>th</sup> day of November, 1997, before me, a Notary Public in and for said state, personally appeared RICHARD WIGGINS, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto st my hand and affixed my official seal on the day and year first above written.

B. J. Soules  
Notary Public for Idaho  
Residing at: Cambridge  
My Commission Expires: 8-26-03