

ARTICLES OF INCORPORATION
OF
GREG & CHRIS, INC.

FILED
99 JUN -7 AM 8:45
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, acting as incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLES I

NAME

The name of the Corporation (hereinafter called the "Corporation") is GREG & CHRIS, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSES

The purpose or purposes for which the Corporation is organized are:

Section 1. To own operate and engage in the convenience store business and to own and to do all things incidental, necessary and/or suitable thereto; and/or,

Section 2. To engage in any enterprise and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

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ARTICLE IV
CAPITAL STOCK

Section 1. The aggregate number of shares which the Corporation shall have authority to issue is Five Hundred (500) shares of capital stock all with a par value of \$10.00 per share.

Section 2. Such shares of capital stock are not to be divided into classes and are not to be issued in series.

ARTICLE V
PRE-EMPTIVE RIGHTS OF SHAREHOLDER

The shareholders of the Corporation shall each have a pre-emptive right to purchase, at such price, terms and conditions, as shall be fixed by the Board of Directors, such of the shares of the capital stock of the Corporation which it may, at any time, or from time to time, propose to issue, option, sell or otherwise dispose of. Such pre-emptive rights shall be exercisable by each shareholder in the respective ratio which said number of shares held by each outstanding shareholder in the names of said shareholders. The pre-emptive right granted hereby shall apply to all shares of the capital stock of the Corporation in addition to the herein described initial issuance, whether presently or hereafter authorized, to such of its bond, debentures, or other securities which may be convertible into such capital stock, and to any shares which may be treasury shares. With regard to same, each such shareholder shall have thirty (30) days after receiving notice of the proposed issuance, option, sale or other disposal of such shares or securities, within which to notify the Corporation in writing of decision to exercise such pre-emptive rights failing in which the Corporation shall be free to issue, option contract for sale, or

otherwise dispose of such shares or securities as the Board of Directors shall deem advisable, but at not less than the prices, terms and conditions upon which such shares or securities were first offered to the respective shareholders of the Corporation. Nothing herein shall be construed to prevent any shareholder of the Corporation from waiving his or its pre-emptive rights by appropriate action.

ARTICLE VI

RIGHT OF CORPORATION TO ACQUIRE ITS OWN SHARES

The Corporation shall have the right to purchase, take, receive or otherwise acquire, its own shares, but purchases of such shares, whether direct or indirect, shall be made only to the extent of the unreserved and unrestricted capital surplus available therefor.

ARTICLE VII

SALE OF SHARES BY SHAREHOLDERS

In the event that any shareholder shall elect for any reason whatever, to dispose of by sale, or otherwise, any of his or her respective shares, he or she must first offer said shares to the Corporation for such price or prices as he or she may have been offered by a third party, provided that said third party has made a bona fide offer in cash or the equivalent, which has been accepted by said offering shareholder subject to compliance with this Article, to-wit: None of the shares of the Corporation can be sold until first offered to the Corporation.

In the event the Corporation shall elect not to purchase the whole or any portion of the shares so offered, then the "then" existing shareholders shall have the right to purchase such shares not so purchased by the Corporation on the same terms and conditions as hereinbefore outlined in a sale to the Corporation of such shares, each shareholder in such case being entitled

to purchase as his or her existing holdings of such shares bears to the total outstanding capital stock of the Corporation, exclusive of the shares being so offered to the shareholders. If any of the shareholders shall, for any reason, elect not to purchase his or her proportionate part of the shares so being offered, then the remaining shareholders shall have the right to purchase in the same manner as provided above all of the shares not so purchased.

Nothing herein shall affect or prevent any shareholder and corporation from negotiating for the sale and purchase of shareholders shares to the Corporation upon such terms and conditions as they shall agree upon.

ARTICLE VIII

VOTING SHARES

Each outstanding share of the capital stock of the Corporation shall be entitled to one vote on any matter submitted to a vote at a meeting of the shareholders, each shareholder being entitled to vote his or her shares in person or by proxy executed in writing by such shareholder, or by his or her duly authorized attorney-in-fact.

ARTICLE IX

PROVISIONS FOR REGULATION OF

INTERNAL AFFAIRS OF CORPORATION

Section 1. Meeting of the Shareholders. The Corporation shall have an annual meeting of its shareholders which shall be held either within or without the State of Idaho and shall be designated by the Board of Directors and shall be held annually.

A special meeting of the shareholders may be called by the chairman of the Board,

the President, the Board of Directors, the holders of not less than one-third (1/3) of all the shares entitled to vote at the meeting, or such other person(s) as may be authorized in the Articles of Incorporation or by the Bylaws, by giving ten (10) days written notice to each shareholder of record designating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called.

Section 2. Quorum of Shareholders. Unless otherwise provided in the Act or by other applicable law, a majority of the shares of the capital stock of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the Corporation.

Section 3. Meetings of Directors. Meetings of the Board of Directors of the Corporation, either regular or special, may be held either within or without the State of Idaho.

Regular meetings of the Board of Directors may be set by the Board of Directors by resolution.

Special meetings of the Board of Directors may be called by the concurrence therein of a majority of the Board of Directors by giving three (3) days written notice to each of the Board.

Section 4. Quorum of Directors. A majority of the Directors of the Corporation shall constitute a quorum for the transaction of business in any meeting either regular or special of the Board of Directors.

Section 5. Bylaws of the Corporation. The Corporation by and through its Board of Directors may adopt Bylaws. Such Bylaws may be amended or repealed either by the shareholders or by the Board of Directors, except that:

A. No bylaws adopted or amended by the shareholders shall be altered or repealed by the Board of Directors, and

B. No bylaws shall be adopted by the Directors which shall require more than a majority of the voting shares for a quorum at a meeting of the shareholders of the Corporation or more than a majority of the votes cast to constitute action by the shareholders, except where higher percentages are required by law. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, other applicable laws, and these Articles of Incorporation.

Section 6. Vacancies in Board of Directors. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining directors through less than a quorum of the Board of Directors. A director elected by the shareholders to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any director appointed by the Board of Directors to fill a vacancy shall serve until the next annual meeting or a special meeting of the shareholders called for the purpose of electing a Director to the office so created. Any directorship to be filled by the reason of the removal of one or more Directors by the shareholders may be filled by the shareholders at a meeting at which the Director or Directors are removed.

Section 7. Shareholders of Record. The name and address of each shareholder of record of the capital stock of the Corporation, as they appear in the stock records of the Corporation, shall be conclusive evidence as to who are the shareholders that are entitled to receive notice of any meeting of the shareholders; to vote at any such meeting; to examine a complete list of the shareholders who may be entitled to vote at any such meeting; and to won,

enjoy, and exercise any other rights and privileges which are based upon the ownership of shares of the capital stock of the Corporation. The shareholders of the Corporation, and not the Corporation or its directors, officers, agents or employees, shall be responsible for notifying the Corporation in writing of any change with regard to their respective names and addresses; and the failure on the part of any such shareholder to so notify the Corporation shall relieve the Corporation, its directors, officers, agents or employees from any liability based upon a failure to direct notices or other documents or to pay over a transfer dividends or other rights and privileges, to the name or address of such shareholder other than such names and addresses as they appear in the stock records of the Corporation. The Corporation, moreover, shall be entitled to treat the shareholders of record as they appear in the stock records of the Corporation as the owners thereof for any purposes, and shall not be required to recognize any equitable or other claims to, or interests in such shares or any rights and privileges which are based on ownership of shares of the capital stock of the Corporation, on the part of any other person, including, but not limited to any purchaser, assignee, or transferee of such shares or rights and privileges, unless and until such purchaser, assignee, or transferee to other person, becomes the shareholder of record of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee, of any of the shares of the capital stock of the Corporation; and further a purchaser, assignee or transferee of any of the shares of the Corporation shall not be entitled to receive notice of any of the meetings of the shareholders, to vote at any such meeting, to examine a complete list of the shareholders who may be entitled to vote at any such meeting, and to own, enjoy and exercise any other rights and privileges which are based upon the ownership of shares of capital stock of the Corporation, until such purchaser,

assignee, or transferee shall become a shareholder of record with respect to such shares.

Section 8. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its shareholders and Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number of the shares of the Corporation held by each. No shareholder shall have any right to inspect any such books and records, except as conferred by the Act or other applicable law, unless authorized to do so by resolution or resolutions of the shareholders or of the Board of Directors.

Section 9. Working Capital. The Board of Directors of the corporation shall have the power, from time to time, to fix and determine and to vary the amount which is to be reserved by the Corporation as working capital, and before the payment of any dividends or the making of any distribution of profits, said Board may set aside, out of net profits or earned surplus of the Corporation such sum of sums as it may, from time to time, in its absolute discretion determine to be proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends, or for the repairing or maintaining of any real or personal property of the Corporation or for an addition to the stated capital, capital surplus or earned surplus, or any corporate purposes that the Board of Directors shall deem to be in the best interest of the Corporation, subject only to such limitations as the Bylaws of the Corporation may impose.

Section 10. Compensation of Directors. The Board of Directors of the Corporation may, if the Bylaws of the Corporation so provide, make provisions for reasonable compensation of its members for their services as Directors and establish the basis and conditions

upon which such compensation shall be paid to any director of the Corporation in any other capacity.

Section 11. Interests of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any Corporation, partnership or association of which one or more of its Directors are shareholders, partners, members, directors, officers, or employees, or in which they are interested, shall not be invalid for all purposes, notwithstanding the presence of such directors at any meeting of the Board of Directors of the Corporation which acts upon or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest or interests shall be disclosed or known to the Board of Directors of the Corporation and Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining the presence at such meeting of a quorum for the transaction of business but not to be counted in determining the majority necessary to carry such vote. Nothing contained in this section shall be construed to invalidate any contract or other transaction which would otherwise be valid.

Section 12. Amendments to these Articles of Incorporation. The Corporation reserves the right to amend, alter or repeal, or to add any provision to these Articles of Incorporation, in any manner now or hereafter prescribed by the Act and any amendment thereto, or by the provision of any other applicable law, and all rights conferred upon the shareholders of the Corporation by these Articles of Incorporation, and any amendment hereto, are granted

subject to this reservation.

ARTICLE X

INITIAL REGISTERED OFFICE AND

INITIAL REGISTERED AGENT

Section 1. Registered Office. The address of the initial registered office of the Corporation is 748 Hughes Drive, Payette, Idaho 83661.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address is Gregory F. Frates.

ARTICLE XI

DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors of the Corporation shall consist of one (2) members and their respective names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Gregory F. Frates	748 Hughes Dr., Payette, ID
Chris Frates	748 Hughes Dr., Payette, ID

which Directors shall hold office until the first annual meeting of the shareholders of the Corporation; and until their successors shall have been elected and qualified.

Section 2. Subsequent Board of Directors. At the first annual meeting of the shareholders of the Corporation and at each annual meeting thereafter, the shareholders shall elect Directors to hold office until the next succeeding annual meeting of the shareholders. Each Director so elected shall hold office for the term for which he/she is elected and until his successor shall have been elected and qualified. Directors need not be residents of the State of

Idaho or shareholders of the Corporation.

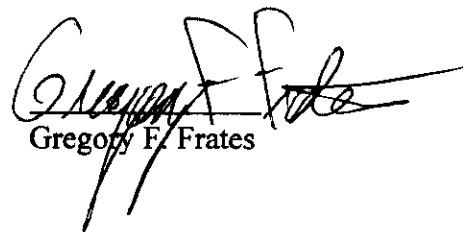
Section 3. Number of Directors. The number of Directors of the Corporation shall be two (2), which shall constitute a quorum. Such number, however, may be increased or decreased from time to time by the then Board of Directors.

ARTICLE XII

INCORPORATORS

The name and address of the incorporator is: Gregory F. Frates, 748 Hughes Drive, Payette, Idaho 83661.

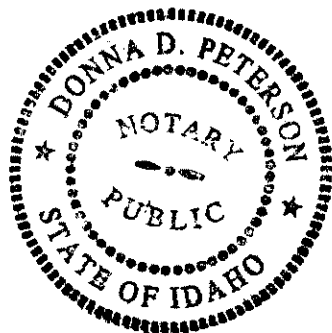
IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of June, 1999.

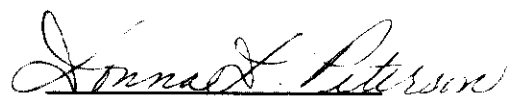

Gregory F. Frates

STATE OF IDAHO)
 : ss:
County of PAYETTE)

On this, the 4th day of June, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Gregory F. Frates, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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




Notary Public for said State
Residing at: Payette, ID
Commission Expires: 11/08/2001