

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

INTERMOUNTAIN OIL, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **13th** day of **January** 19 **58**, original articles of amendment, as provided by Section **30-116**, **30-117**, and **30-118**, Idaho Code, increasing the capital stock to **\$125,000.00**

and that the said articles of amendment contain the statement of facts required by law, and are recorded on Film No. **101** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **13th** day of **January**, A. D., 19 **58**.

Secretary of State

ARTICLES OF AGREEMENT TO FILE

ARTICLES OF INCORPORATION

OF

INTERMOUNTAIN OIL, INC.

January 11, 1958

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being the President and Secretary of INTERMOUNTAIN OIL, INC., do hereby certify as follows:

1. That Intermountain Oil, Inc. is a corporation duly organized and existing under and by virtue of the general corporation laws of the State of Idaho; that the Articles of Incorporation of said corporation were filed in the office of the Secretary of State of the State of Idaho on the 4th day of February, 1957.

2. That a regular meeting of the Board of Directors of Intermountain Oil, Inc. was held on the 7th day of December, 1957, at 1016 North 20th Street in Boise, Ada County, Idaho; that on that date the directors of the corporation consisted of L. L. Baldwin, A. C. Solomon and Ruth E. Solomon; that at said meeting there were present all of the Board of Directors of said corporation; that at the meeting the following resolution was duly adopted by the affirmative vote of all of the directors:

"WHEREAS, it is to the best interests of this corporation, and to its stockholders, that the capital stock thereof be increased from Twenty Five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and Five Hundred shares of preferred stock with a par value of Ten Dollars each, to One Hundred Twenty Five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and Ten Thousand Five Hundred shares of preferred stock with a par value of Ten Dollars each;

"NOW, THEREFORE, BE IT RESOLVED: That a meeting of the stockholders of Intermountain Oil, Inc., a corporation, be called for and held on the 11th day of January, 1958, at 2:00 p.m. at 1016 North 20th Street, in Boise, Ada County, Idaho, for the purpose of considering and acting upon a proposition to increase the capital stock of the corporation from Twenty Five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and Five Hundred shares of preferred stock with a par value of Ten Dollars each, to One Hundred Twenty Five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and Ten Thousand Five Hundred shares of preferred stock of the par value of Ten Dollars each; that the Secretary of the corporation is hereby directed to give notice of the meeting to each of the stockholders of the corporation in writing at least thirty (30) days prior to the date of such meeting, in the manner prescribed by Section 30-146, subsection 6, Idaho Code, and the said notice shall be in the following form:

NOTICE IS HEREBY GIVEN, that pursuant to a resolution of the Board of Directors of Intermountain Oil, Inc., a corporation organized and existing under the laws of the State of Idaho, unanimously adopted at a special meeting of the Board, duly held on the 7th day of December, 1957, at 1016 North 20th Street, in Boise, Ada County, Idaho, a meeting of the stockholders of the corporation is hereby called and will be held at 1016 North 20th Street in the City of Boise, Ada County, Idaho, on Saturday, the 11th day of January, 1958, at the hour of 2:00 p.m. of that day for the purpose of considering and acting upon the proposition of increasing the capital stock of this corporation from Twenty Five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and Five Hundred shares of preferred stock with a par value of Ten Dollars each, to One Hundred Twenty Five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and Ten Thousand Five Hundred shares of preferred stock with a par value of Ten Dollars each.

The amount to which it is proposed to increase the capital stock is One Hundred Twenty Five Thousand Dollars (\$125,000.00).'

3. That at a special meeting of the stockholders of the corporation called by the board of directors held at 1016 North 20th Street in Boise, Ada County, Idaho, on the 11th day of January, 1958, the following resolution was duly adopted by the affirmative votes of the stockholders representing all of the subscribed shares of stock of the corporation:

"HENCE, it is to the best interests of the corporation, and to its stockholders, that the capital stock thereof be increased from Twenty five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and five hundred shares of preferred stock with a par value of Ten Dollars each, to One Hundred Twenty Five Thousand Dollars, divided into two hundred shares of common stock of the par value of One hundred Dollars each and ten thousand five hundred shares of preferred stock with a par value of Ten Dollars each;

"NOW, BE IT RESOLVED: That Article IV of the Articles of Incorporation of this corporation be, and the same is hereby, amended to read as follows:

ARTICLE IV.

The capital stock of this corporation shall be One Hundred Twenty Five Thousand Dollars (\$125,000.00) and shall be divided into Two hundred (200) shares of common stock of the par value of One hundred Dollars (\$100.00) each and Ten Thousand Five Hundred (10,500) shares of preferred stock with a par value of Ten Dollars (\$10.00) each.

The following is a description of the relative rights, voting powers, preferences and restrictions granted or imposed upon the shares of each class of stock.

1. The holders of preferred stock shall be entitled to receive when and as declared out of the net profits of the corporation or out of the net assets as permitted by law, dividends computed upon the date of issue of such stock at the rate of eight percent (8%) per annum and no more, payable semi-annually on the first day of July and the first day of January of each year. Dividends on the preferred stock shall not be cumulative but shall be payable before any dividends on the common stock shall be paid or set aside in that year.

2. The corporation, through the Board of Directors may from time to time redeem on any dividend payment date the whole or any of its preferred stock at \$10.10 per share, plus any unpaid dividend thereon. Notice of intention of the corporation to redeem all or any of its preferred stock shall be given by the corporation to the stockholders of said preferred stock so to be released at their address appearing on the books of the corporation by mailing the same or a copy thereof, postage fully prepaid and addressed to such preferred stockholder at his respective address, at least sixty days prior to the date fixed for such redemption. If less than the whole amount of the outstanding preferred stock shall be redeemed at any time, the stock so to be redeemed shall be selected in such a manner as from time to time may be determined by the Board of Directors.

Dividends upon stock called for redemption and payment duly provided therefor shall cease to accrue on the date fixed for such redemption. Subsequent to said date the holders of such stock shall, as to such stock, cease to have further rights as stockholders in the corporation except only the right to receive from the corporation the redemption price of such stock plus any unpaid dividend thereon to the redemption date.

3. Out of the net profits of the corporation and out of its net assets remaining after and only after provision has been made as hereinabove described, dividends upon the preferred stock, the Board of Directors may, as permitted by law, in its discretion, declare and pay dividends upon the common stock of the corporation.

4. In the event of the liquidation or dissolution of this corporation, the holders of the preferred stock shall be entitled to be paid the sum of Ten Dollars (\$10.00) before any assets of the corporation shall be distributed or paid to the holders of common stock. After payment in full to the holders of the preferred stock, the remaining assets shall be divided among and paid to the holders of common stock according to their respective shares.

5. A holder of common stock shall have the right to cast one vote, in person or by proxy, for each share of common stock standing of record in his name on the books of the corporation at any meeting of stockholders. A holder of preferred stock shall not be entitled to vote unless the corporation shall fail to pay dividends on the preferred stock for two consecutive semi-annual dividend periods. In the event of such failure, and while the same shall continue, a holder of preferred stock shall have the right to vote in the same manner and to the same extent as a holder of common stock of the corporation until a dividend on the preferred stock has again been paid.

6. Neither common nor preferred stock shall be assessable for any purpose whatsoever and neither shall have any preemptive rights of any kind.

"BE IT HEREBY RESOLVED: That the President and Secretary be, and they are hereby, directed and authorized to file the requisite copies of said amendment of said Article IV of the Articles of Incorporation with the Secretary of State of the State of Idaho, and the Recorder of Ada County, State of Idaho, and to do any and all further acts or proceedings deemed by them necessary or proper to effectuate the said amendment."

4. That due notice of the meeting was given to all of the stockholders of the corporation in the manner prescribed by Section 30-146, subsection 6, Idaho, and the resolution of the Board of Directors calling the same, and that the notice

specified that said meeting was called for the purpose of considering a proposition to:

"Increase the capital stock of the corporation from Twenty Five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and Five Hundred shares of preferred stock with a par value of Ten Dollars each, to One Hundred Twenty Five Thousand Dollars, divided into Two Hundred shares of common stock of the par value of One Hundred Dollars each and Ten Thousand Five Hundred shares of preferred stock with a par value of Ten Dollars each."

5. That at the time of the meeting, the total number of subscribed shares of the capital stock of the corporation was 95 shares of common stock; that there were represented at the meeting in person all subscribed shares of common stock; that the resolution received the affirmative votes of all of the subscribed shares of common stock, being a total affirmative vote of 95 shares; that every person voting upon the resolution was a stockholder who at the time of the meeting had, and for at least thirty (30) days prior thereto had had, stock standing in his own name on the stock books of the corporation to the number of shares voted by him.

6. That the undersigned were further authorized to file the requisite copies of the said Amendment with the Secretary of State of the State of Idaho and with the Recorder of Ada County, State of Idaho; and to do any and all further acts or proceedings that they may deem necessary or proper to effectuate the said Amendment.


President

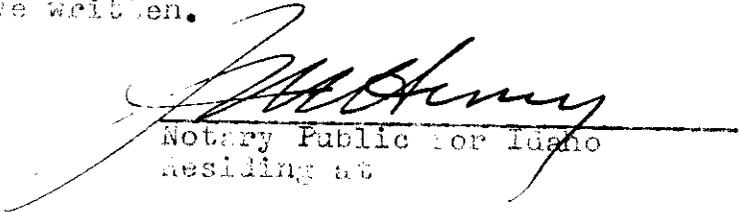
ATTEST:


Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 11th day of January, 1958, before me, the undersigned, Notary Public in and for said county and state, personally appeared L. L. BALDWIN and A. C. SOLOMON, known to me to be the President and Secretary, respectively, of INTERMOUNTAIN OIL, INC., a corporation, and the persons whose names are subscribed to the within and foregoing Articles of Amendment to the Articles of Incorporation of the said Intermountain Oil, Inc., and acknowledged to me that they executed the same and that the facts stated therein are true to the best of their information and belief.

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


Notary Public for Idaho
Residing at