

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### GENERAL PETROLEUM INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eleventh** day of **January**, 19 **60**, a properly authenticated copy of its articles of incorporation, and on the **Eleventh** day of **January**, 19 **60**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **11th** day of **January**, A.D. 19 **60**.

Secretary of State.

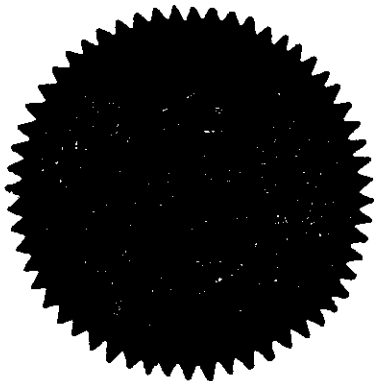


**Office of Secretary of State.**

*I, George J. Schulz, 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 "GENERAL PETROLEUM INC.", as  
received and filed in this office the twenty-fifth day of November,  
A.D. 1959, at 10 o'clock A.M.

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



*George J. Schulz*  
Secretary of State

*M. R. Tomlinson*  
Ass't. Secretary of State

CERTIFICATE OF INCORPORATION

OF

GENERAL PETROLEUM INC.

-- oOo --

FIRST: The name of the corporation is  
GENERAL PETROLEUM INC.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

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

(1) To prospect and explore for, produce, exploit, manufacture, refine, compound, treat, process, transport, store, buy and otherwise acquire, sell, market and otherwise dispose of and generally deal in petroleum and petroleum products, oil, grease, wax, sulphur, natural and artificial gas, asphalt, bitumen, bituminous substances, carbon, coal, clays and all other minerals and hydrocarbon and mineral substances of all descriptions and combinations, other similar and related substances, materials and products and any and all products and by-products which may be derived from any thereof, and to manufacture and deal in packages, containers and appliances for the foregoing, and goods, wares and merchandise

of every kind whatsoever properly dealt in in connection therewith; and also to engage in prospecting and exploring for and production and exploitation of any other minerals of any kind whatsoever, and to carry on the general business of mining and the various branches thereof.

(2) To enter into agreements with any person, firm, partnership, corporation, country, state, district, territory, municipality, government, colony, dependency, sovereignty, body politic, authority or power, local or otherwise, for the purchase, lease or acquisition in any other manner therefrom, and to purchase, lease or otherwise acquire, hold, own, possess, develop, operate and dispose of petroleum and other mineral and mining concessions, grants, leases, rights, privileges, permits, franchises, contracts, estates and any other rights and interests of any kind or nature in, of, or with respect to, mines, oil, gas or other hydrocarbons, or other minerals or substances or lands containing or supposed to contain any of the aforesaid, and to explore, prospect, drill, bore, improve, develop and operate oil and other wells and mines in all parts and countries of the world; to sell, transfer, exchange, mortgage, pledge, convey, grant licenses and other rights and privileges in respect of, and to turn to account and deal in and with and to dispose of any such lands, concessions, grants, leases, rights, privileges, permits, franchises, contracts, and estates or interests therein.

(3) To construct, purchase, lease or otherwise acquire, and to own, hold, sell, convey, mortgage, pledge, lease, exchange

and operate wells, mines, plants, refineries, factories, mills, shops, warehouses, storage tanks, wharves, docks, piers, waterworks, and reservoirs, flumes, pipelines, wire lines, pumping stations, terminals, office buildings, houses, ships, boats, tugs, launches, barges and other vessels and marine equipment, airplanes, hydroplanes, airports, tank cars, tractors, trucks, and other vehicles, roads, trails, railroads, train roads, steam and electric locomotives, railroad cars, canals, telegraph and telephone lines, motor and road equipment, radio stations, and other facilities necessary or useful in the conduct of any of its business or operations and to engage in construction for others.

(4) To purchase, lease or otherwise acquire lands or other real property and personal property of every kind and description necessary or useful in the conduct of any of its business or operations, and to own, hold, mortgage, pledge, sell, convey, assign, take and give options, with respect to, lease, exchange and otherwise dispose of, lands and other real property and personal property and to transfer rights and interests in such lands and other real property and personal property to other persons, firms or corporations, and to make contracts of any kind or nature whatsoever in connection with such lands and other real property and personal property.

(5) To purchase or otherwise acquire, construct, own, mortgage, pledge, sell, exchange and otherwise deal in and with machinery and equipment necessary or useful in the conduct of any of its business or operations.

(6) To acquire and pay for in cash, stocks or bonds of the corporation, or otherwise, and own, hold, sell or otherwise dispose of the good will, rights, contracts, evidences of indebtedness, assets and property of any person, firm or corporation, and to undertake or assume the whole or any part of the obligations or liabilities of any such person, firm, association or corporation.

(7) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

(8) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(9) 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 or colony or dependency thereof.

(10) 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, endorse, execute 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.

(11) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(12) 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, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(13) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the 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.

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.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is ten (10) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but shall not be less than three. Election of directors shall be held in such manner as the By-Laws may provide and need not be by ballot unless the By-Laws so provide. Directors need not be stockholders.



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

<u>Names</u>	<u>Residences</u>
R. F. Westover	Wilmington, Delaware
L. A. Schoonmaker	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

EIGHTH: The corporation is to have perpetual existence.

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

TENTH: No holder of stock of the corporation shall have any preferential right of subscription to any shares of any class of stock of the corporation issued or sold, or to any obligations convertible into stock of the corporation, or any right of subscription to any thereof other than such, if any, as the board of directors in its discretion may determine, and at such prices as the board of directors may fix.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

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

To establish and maintain branch offices and agencies of the corporation in any country of the world and to discontinue

the same; to allocate to branch offices a portion of the corporation's capital and to increase or decrease this allocation from time to time as may seem desirable.

To grant through officers of the corporation, to agents, managers or representatives in the United States and foreign countries, powers of attorney to do and perform and to authorize others to do and perform specific acts connected with the business of the corporation, or to perform any and all acts or things necessary or incidental to the carrying on of its business in such countries.

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.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of two-thirds of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that

purpose, or when authorized by the written consent of the holders of two-thirds of the voting stock issued and outstanding, the board of directors shall have power and authority to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in 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.

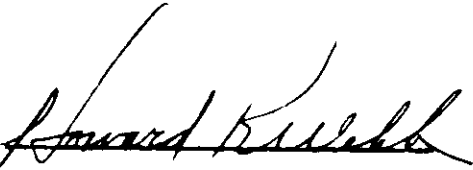




TWELFTH: Both stockholders and directors shall have power, if the By-Laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes) outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

The corporation shall have power, acting through its board of directors, except in cases where the action of stockholders shall be required by statute, to make, alter or amend By-Laws, provided, however, that By-Laws made, altered or amended by the directors may be altered, amended or repealed by the directors or stockholders of the corporation.

THIRTEENTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and 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 25th day of November , A.D. 1959.

In presence of:

STATE OF DELAWARE )  
 ) : ss.:  
COUNTY OF NEW CASTLE )

BE IT REMEMBERED, that on this 25th day of November ,  
A.D.1959, personally came before me, Howard K. Webb ,  
a Notary Public for the State of Delaware,

R. F. Westover, L. A. Schoonmaker and A. D. Atwell,  
all of the parties to the foregoing certificate of incorporation,  
known to me personally to be such, and severally acknowledged the  
said certificate to be the act and deed of the signers respective-  
ly and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year  
aforesaid

  
Notary Public

HOWARD K. WEBB,  
NOTARY PUBLIC  
APPOINTED JUNE 27, 1958  
TERM TWO YEARS  
STATE OF DELAWARE