

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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 original of the articles of incorporation of

**HOWELL MARKETING, INC.**

was filed in the office of the Secretary of State on **March 8**, 19 **79**  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the county of **Ada.**

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 **8th**  
day of **March**, A.D., 19 **79**.

**Pete T. Cenarrusa**

Secretary of State

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
HOWELL MARKETING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being citizens of the United States of America and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I.

That the name of this corporation shall be:

HOWELL MARKETING, INC.

ARTICLE II.

That the term of the existence of this corporation shall be perpetual.

ARTICLE III.

That the registered office of this corporation and the principal place for transaction of its business is hereby designated as Boise, Idaho. The registered office is at 6809 Amity Road, Boise, Idaho and the registered agent is William E. Howell.

ARTICLE IV.

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other State, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, and this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

A. To lease, let, buy, sell, control, mortgage, pledge, hypothecate, own, acquire, conduct, operate and carry on the construction and leasing of buildings, car washes and service stations for retail operation or otherwise, or any other business of every kind or character whatsoever, at retail, wholesale, service or otherwise.

B. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation.

C. To purchase, own, sell, lease, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidences of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has heretofore been issued to a stockholder.

D. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise.

E. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit necessary or proper to carry on an account of the business of said corporation.

F. To build, repair, reconstruct, locate, relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation.

G. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendment thereof.

H. To enter into any sort of partnership with any persons, corporate or otherwise and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise.

I. To make any gifts of any property whatsoever, including without limitation thereto its own shares.

J. To do and perform every act and thing necessary to carry out the above enumerated purpose, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

#### ARTICLE V.

The number of directors of this corporation shall be three, unless less than three as may be permitted by law, provided, however, subject to the requirements of law, the number of directors can be changed by a majority vote of the shareholders at any annual meeting thereof.

#### ARTICLE VI.

The total number of shares of stock which the corporation shall have the authority to issue shall be 5000 shares

of common stock of the par value of One Dollar (\$1.00) per share, one vote per share, the only capitalization of this corporation, for a total capitalization of \$5,000.00. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall not have pre-emptive rights.

In all elections for directors of this corporation, every shareholder shall have the right to vote in person or in proxy for the number of shares of stock owned by him for as many persons as are directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principal among as many candidates as he shall think fit, and such directors shall not be elected in any other manner.

#### ARTICLE VII.

The amount of common stock actually subscribed is three (3) shares by the incorporators whose names, post office addresses and amounts subscribed are herein set forth:

<u>Incorporators</u>	<u>Shares</u>
William E. Howell 6809 Amity Road Boise, Idaho	1
A. L. Lyons 815 W. Washington Boise, Idaho	1
Serena McAlvain 4225 Mtn. View Dr. Boise, Idaho	1

Said William E. Howell will be the first director at said address.

#### ARTICLE VIII.


The private property of the shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-124, Idaho Code, Annotated, and as such may be amended.

#### ARTICLE IX.

The corporation reserves the right to amend, endorse or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy

IN WITNESS WHEREOF, We have hereunto set our hands  
and seals this 6 day of March, 1979.

William E. Howell  
William E. Howell

  
A. L. Lyons

*Serena McAlvain*  
Serena McAlvain

STATE OF IDAHO )  
County of Ada ) ss.

S. Lena Hobbs  
Notary Public for Idaho  
Residing at Boise, Idaho