



Department of State.

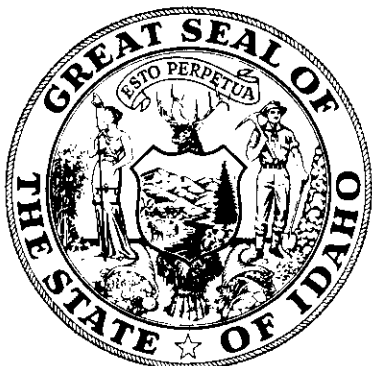
**CERTIFICATE OF AUTHORITY
OF**

SPOKANE PETROLEUM CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SPOKANE PETROLEUM CO. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SPOKANE PETROLEUM CO. to transact business in this State under the name SPOKANE PETROLEUM CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated April 30, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Benny Gerson

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Spokane Petroleum Company
2. *The name which it shall use in Idaho is Spokane Petroleum Co. dba
Southtown Conoco
3. It is incorporated under the laws of Washington
4. The date of its incorporation is April 24, 1972 and the period of its duration is 10 years
5. The address of its principal office in the state or country under the laws of which it is incorporated is N. 1014 Division St. TAF-C28 Spokane, Wa. 99220
6. The street address of its proposed registered office in Idaho is Rt. 1 Box 281
Sagle, Id. 83860, and the name of its proposed registered agent in Idaho at that address is Carol Harmon
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Gasoline Service Station
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Charles J. Tonani</u>	<u>President</u>	<u>3825 E. 18th Spokane, Wa.</u>
<u>Arthur C. Sontgerath</u>	<u>V.P.-Secretary</u>	<u>3905 E. 18th Spokane, Wa.</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5000</u>	<u>Common</u>	<u>\$10.00</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>600</u>	<u>Common</u>	<u>\$10.00</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 22, _____, 19 82.

Spokane Petroleum Company
By Charles J. Tonani
Its _____ President
and Arthur C. Sontgerath
Its _____ Secretary

STATE OF Washington)
COUNTY OF Spokane) ss:

I, Patresa Lea Lewis, a notary public, do hereby certify that on this 22nd day of April, 19 82, personally appeared before me Charles J. Tonani, who being by me first duly sworn, declared that he is the President of Spokane Petroleum Company and Arthur C. Sontgerath who being by me first duly sworn, declared that he is the secretary of Spokane Petroleum Company.

that he signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

Patresa Lea Lewis
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Comm ex 6-28-82

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **A. LUDLOW KRAMER**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

ARTICLES OF INCORPORATION

of SPOKANE PETROLEUM COMPANY
a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of:
Lukins Seelye & Randall, P.S.
725 Lincoln Building
Spokane Washington 99201
Attn: Scott B. Lukins

Filing and recording fee . . . \$ 50.00

License to June 30, 19 72 \$ 30.00

Excess pages @ 25¢ \$ _____

Microfilmed, Roll No. 1839

Page _____

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,

April 24, 1972

ARTICLES OF INCORPORATION

OF

SPOKANE PETROLEUM COMPANY

FILED

APR 24 1972

A. LUDLOW KRAMER
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That Charles Tonani and Arthur Sontgerath, being over the age of twenty-one years, and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be "SPOKANE PETROLEUM COMPANY", and its existence shall be perpetual.

ARTICLE II.

The purpose and objects of this corporation are as follows:

1. To engage in the business of buying and selling petroleum products of all kinds, both at wholesale and retail, together with allied merchandise related to said petroleum products, and to transport, purchase, store, and sell petroleum products, and to aid other companies in the production, transportation, storage and sales of the same.

2. To build, construct, lease, purchase or otherwise acquire buildings, machinery and other apparatus for the purpose of carrying on the business of buying, selling, transporting, storing, and producing petroleum products.

3. To engage in generally and carry on any lawful business or trade which may in the judgment of the Board of Directors at any time be necessary, useful or advantageous to this corporation.

3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this corporation shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.

(c) To borrow money and give security therefor;

(d) To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, and any firm,

association, corporation, or with any government, municipality, or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare of interests of the corporation or enhance the value or render profitable any of its properties or rights.

(f) To do any and all things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto, or substitute therefor, may not at the same time lawfully carry on or do.

ARTICLE III.

Shareholders of this corporation shall not have preemptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE IV.

1. The location and post office address of the registered office of the corporation in this state shall be 1014 North Division, Spokane, Washington.

2. The registered agent of the corporation shall be Arthur Sontgerath, whose address is 1014 North Division, Spokane, Washington.

ARTICLE V.

1. The total number of shares authorized and which may be issued by this corporation is Five Thousand shares (5,000) each with a par value of Ten Dollars and No/100 (\$10.00), and all of one class to be known as common stock.

2. The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

ARTICLE VI.

The amount of paid in capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE VII.

1. The number of Directors of the corporation shall be fixed as provided in the By-Laws and may be changed from time to time by amending the By-Laws as therein provided, but the

number of Directors shall not be less than three (3) nor more than nine (9).

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its Directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may become interested as Directors, officers, shareholders, members, or otherwise, as freely as if such adverse interests did not exist, even though vote, action or presence of such Directors, officers or stockholders may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such Director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, or of any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors

or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for that purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The first directors of this corporation shall be four (4) in number and their names and post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
Charles Tonani	3825 E. 18th Spokane, Washington
Arthur Sontgerath	1014 North Division Spokane, Washington
Elizabeth Ann Sontgerath	1014 North Division Spokane, Washington
Jacqueline L. Tonani	3825 E. 18th Spokane, Washington


6. The term of the first directors of this corporation shall be until the first annual meeting of the stockholders of this corporation to be held on the second Monday of March, or until their successors are elected and have duly qualified.

ARTICLE VIII.

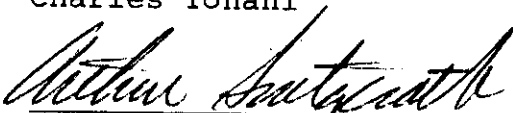
The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
Charles Tonani	3825 E. 18th Spokane, Washington
Arthur Sontgerath	1014 North Division Spokane, Washington

IN WITNESS WHEREOF, the incorporators hereinabove named have hereunto set their hands in triplicate this 21 day of April, 1972.



Charles Tonani



Arthur Sontgerath