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# State of Idaho

## Department of State

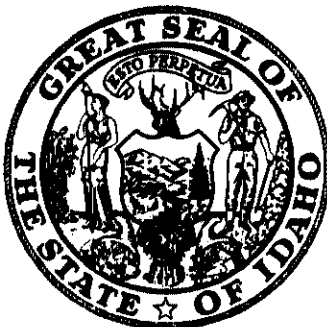
### CERTIFICATE OF INCORPORATION OF

THE AMERICAN TRADING COMPANY OIL VENTURE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 18, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *George DeWitt*

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CORP

ARTICLES OF INCORPORATION SECRETARY OF STATE  
THE AMERICAN TRADING COMPANY OIL VENTURE, INC.

The name of the Corporation shall be:

The American Trading Company Oil Venture, Inc.

The duration of the corporation shall be perpetual unless dissolved by a vote of the shareholders.

The purpose of this corporation shall be to export oil and petroleum products into the South Seas basin. The company may also conduct all business allowed by law.

The company shall authorize 1,000,000 shares of common stock at no par value. In addition, the company shall authorize 1,000,000 shares of non-voting Preferred stock at no par value.

These Articles of Incorporation may be amended by the affirmative vote of the shareholders entitled to vote on such amendments, at an annual or special meeting called for that purpose provided, however, that in a case where it is proposed to amend the Articles, a note of the proposed amendment shall be sent to each stockholder with the notice of the meeting.

Authorization of Treasury stock of this corporation may be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to ~~acquire~~ unissued shares of stock of this corporation. Shareholders shall not be liable for any debts or obligations of this Corporation.

## Article VII. Capitalization

This corporation will not commence business until consideration of value of at least \$1,000 has been received for issuance of shares.

## Article VIII. Registered Office and Agent

The offices of this corporation shall be ~~317 East 900 South, Salt Lake City, UT 84111~~ <sup>1611 Allen St. Fruitland, ID</sup> The Registered agent shall be:

83619

Dwayne B. Anderson

## Article IX. Directors

The initial directors of this corporation shall be:

Jerry J. Kidd  
317 East 900 South  
Salt Lake City, UT 84111

Dwayne B. Anderson

1611 Allen St.

Fruitland, ID 83619

## INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve at any time as a Director or Officer of the Corporation, and their heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement before or after suit is commenced, actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, in which they, or any of the them are made parties, or which may be asserted against them or any of them or any of them by reason of being, or having been, Directors or Officers of the Corporation, except in relation to such matters in which such Director or Officer shall be adjudged to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-laws, agreement, vote of stockholders, or otherwise.

IN WITNESS HEREOF, we the organizers of this Corporation, have hereunto set our hands this \_\_\_\_\_ day of March, 1994.

Jerry J. Kidd  
Jerry J. Kidd, Incorporator

Dwayne B. Anderson  
Dwayne B. Anderson, Incorporator

STATE OF IDAHO )  
COUNTY OF Payette ) SS

I, Barbara Blanch, a Notary Public, hereby certify, that on the 17<sup>th</sup> day of March, 1994, Dwayne B. Anderson, and Jerry J. Kidd, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document, as incorporators, and that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand this 17<sup>th</sup> day of March, 1994.

Barbara Blanch  
Notary Public residing at

10/98

My Commission expires: 12/98