

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

C. G. B. OIL CORPORATION

was filed in the office of the Secretary of State on the

Twenty-fifth day

of **October** A.D. One Thousand Nine Hundred

Twenty-five and

/ duly recorded on File No. ~~microfilm~~ of Record of Domestic Corporations, of the State of Idaho, 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

6630 West State Street, 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 **20th** day of **October**,
A.D., 19 **65**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

C. O. D. OIL CORPORATION

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are citizens and residents of the United States and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be C. O. D. OIL CORPORATION.

ARTICLE II

Subject to the limitations and restrictions imposed by law the purposes and objects for which said corporation is formed are as follows:

(a) To buy, sell, export, import, produce, refine, store, transport, contract for, and otherwise deal in, for cash, credit or in any other mode or manner, lubricating oils and greases, gas, gasoline, kerosene, oil, fuel oil and any and all other oil or petroleum products, and any and all other classes of goods, wares, merchandise, products and other personal property, whether of like or related nature with or different from, the foregoing, either on its own account or for the account of any other person, firm, or corporation, whether foreign or domestic.

(b) To purchase, take or lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges, either within or without the State of Idaho, suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of, buildings or machinery insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the laws of the State of Idaho.

(c) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefore and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property may be so pledged, mortgaged or hypothecated.

(d) To enter into any contract, co-operative agreement or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services as the directors may deem fit.

(e) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.

(f) To have and use a corporate seal which may be altered by majority vote of the board of directors.

(g) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness in other corporations, domestic or foreign.

(h) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

(i) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars for any one offense.

(j) To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

(k) To wind up and dissolve itself, or to be wound up and dissolved.

(1) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

(m) To conduct business in this State, other States, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this State.

(n) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation. The foregoing clauses, by reason of specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of this corporation and its principal place of business shall be 6630 West State Street, Boise, Idaho, Ada County.

ARTICLE V

The total authorized capital stock of this corporation shall be Twenty Five Thousand Dollars (\$25,000.00) divided into Twenty Five Thousand Shares (25,000.00) of common stock of the par value of One Dollar (\$1.00) each. Said capital stock shall be paid in at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash, or by services rendered

to the corporation, or by real and personal property transferred to it. Shares of stock, when issued in exchange for services or property pursuant to resolution by the Board of Directors, shall thereupon become and be fully paid up the same as though paid for in cash at par, and shall be non-assessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

ARTICLE VI

The name and post office address of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

	<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER</u>
13			
14	Jesse R. Walters	1043 Laredo Circle Boise, Idaho	One Share
15	Patricia A. Seitz	7003 State Boise, Idaho	One Share
16			
17	Cleone S. Palmer	507 Village Lane Boise, Idaho	One Share

ARTICLE VII

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders unless the common stock shall be first offered for sale to the corporation first and secondly to each of the other common stockholders of this corporation at a price to be determined by the rules and procedures outlined in the by-laws of this corporation. The by-laws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of

common stock to anyone other than the common stockholder.

ARTICLE IX

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the by-laws of this corporation and by the laws of the State of Idaho.

ARTICLE X

These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of 3/4ths of the stockholders entitled to vote in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE XI

At any special meeting called to consider the subject, the corporation, upon a unanimous recommendation of the Board of Directors, may dissolve the corporation, provided that at least $\frac{3}{4}$ ths of the members of the Board are present at such meeting, and provided that not more than $\frac{1}{4}$ th of the stockholders in person or by written notice object thereto. A committee of three shall thereupon be elected to liquidate the assets of the corporation, and each share of capital stock according to the amount thereon shall be entitled to its proportion of its proceeds after all debts of the corporation have been paid.

IN WITNESS WHEREOF, we have hereunto set our hands this

20th day of October, 1965.

John R. Weller

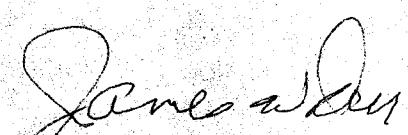
Patricia A. Seitz

George S. Palmer

1 STATE OF IDAHO)
2 (ss.
3 County of Ada)

4 On this 20th day of October, 1965, before me the under-
5 signed, a Notary Public, personally appeared JESSE R. WALTERS,
6 PATRICIA A. SEITZ and CLEONE S. PALMER, known to me to be the
7 persons whose names are subscribed to the within instrument, and
acknowledged to me that they executed the same.

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

11 
12 Notary Public for Idaho
13 Residence: Boise, Idaho

14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32

DERR & DERR
ATTORNEYS AT LAW
VISTA REALTY BUILDING
515 VISTA AVENUE
P. O. BOX 4318
BOISE, IDAHO 83705
PHONE 342-2674

ARTICLES OF INCORPORATION-CSP-P.6