

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

GEO. H. CURTIS Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

INLAND EMPIRE REFINERIES, INC.

a corporation duly organized and existing under the laws of Novala has fully complied with Section 10 of Article II of the Constitution, and with Sections 29-501 and 29-502, Idaho Code, Annotated, by filing in this office on the land day of April 1939, a properly authenticated copy of its articles of incorporation, and on the land day of April 1939, a designation of Frank L. Copening, Ir. in the County of Ala 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 29, Idaho Code, Annotated, 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 left day
of April , in the year of our Lord
one thousand nine hundred thirty- lim ,
and of the Independence of the United States of
America the One Hundred limits.

Secretary of State.

OFFICE OF
MALCOLM MCEACHIN



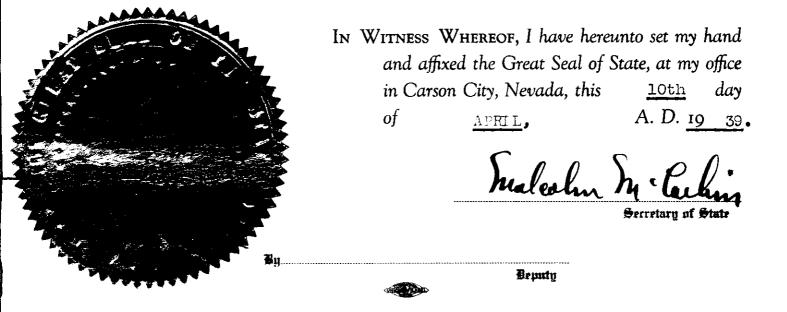
I, MALCOLM McEACHIN, the duly **appointed**, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

INLAND EMPIRE REFINERIES, INC.

and

AMENDMENT THERETO

as the same appears on file and of record in this office.



ARTICLES OF INCORPORATION

OF.

INLAND EMPIRE REFINERIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, WILLIAM H. McINTYRE, JR., HENRY D. MOYLE, EMBY KAYE, CLYDE EARLY, GILBERT SHEETS, GILBERT D. MOYLE, JAMES D. MOYLE, A. H. KELSON, WILLIAM YEATES, KENNETH W. YEATES and R. G. ABBEY have this day voluntarily associated ourselves together, and do hereby unite in and execute the following articles of incorporation, for the purpose of forming a corporation under the laws of the state of Nevada, and we hereby certify in writing:

ARTICIE I.

That the name of said corporation shall be "INLAND EMPIRE REFINERIES, INC."

ARTICLE II.

That the location and post office address of its principal office and place of business in this state is E. C. Lyons Building, in the City of Reno, County of Washoe, State of Nevada.

ARTICLE III.

That the nature of the business of this corporation and the purposes for which said corporation is formed are and shall be:

To construct, own, operate and maintain oil refineries for the purpose of refining all petroleum products.

To buy, sell, handle, store and otherwise deal in crude petroleum oils and all refined petroleum products.

To engage in, carry on and conduct the general business of oil producers, refiners, operators, distributors and manufacturers of petroleum and all petroleum products in all of its branches.

To drill and operate for petroleum, oil and gas; to produce petroleum, oil and gas and other minerals incidentally developed; to manufacture or refine all said products or minerals or substances found in or upon any lands acquired by the company; to transport the same to market and sell the same in crude or manufactured form; to buy, sell, lease, hold and dispose of such real and personal estate as may be necessary and convenient; and to construct and erect such pipe lines, buildings, machinery and appliances as may be necessary or convenient in conducting the business of said company.

To acquire, own and hold such real and personal property as may be necessary or convenient for the transaction of its business.

To manufacture, purchase or otherwise acquire goods, wares, merchandise and other personal property of every class and description, and to hold, own, sell and otherwise dispose of, trade, deal in and deal with the same.

To apply for, obtain, register, lease, purchase or otherwise to acquire, and to hold, use, own, operate and introduce and to sell, assign, or otherwise dispose of any trade-marks, trade-names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States, or elsewhere or otherwise; and to use, exercise, develop, grant licenses in respect of or otherwise turn to account any such trade-marks, patents, licenses, processes and the like, or any such property or rights.

To acquire by purchase, subscription or otherwise, and to hold or dispose of, stocks, bonds or any other obligations of any corporation formed for, or then or theretofore engaged in or pursuing any one or more of the kinds of business, purposes, objects or operations above indicated, or owning or holding any property of any kind herein mentioned, or of any corporation owning or holding the stocks or the obligations of any such corporation.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount,

to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

Subject to the provisions of law, the company may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

To do all and everything necessary, suitable, convenient, and proper for the accomplishment of or incidental to any of the purposes or the attainment of any one or more of the objects heretofore enumerated or incidental to the powers hereinbefore named, or which shall at any time appear conducive to or expedient for the protection or benefit of the company, with all of the powers now or hereafter conferred upon corporations by the laws of the state of Nevada.

The foregoing clauses shall be construed both as to objects and powers, but any recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed not to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IV.

That the maximum number of shares with nominal or par value which this corporation is authorized to have outstanding at any time is Fifty Thousand (50,000), all of which shall be common stock of the par value of Ten Dollars (\$10.00) each, and the amount of capital stock with which this corporation shall begin business is \$317,000.00.

ARTICLE V.

That there shall be a governing body of this corporation of not less than seven nor more than nine directors, the exact number to be fixed bythe stockholders at their annual stockholders' meeting; that the

names and post office addresses of the first board of directors are:

William H. McIntyre, Jr.,

McIntyre Building, Sait Lake City, Utah President and Director

Henry D. Moyle,

720 Newhouse Building,

Salt Lake City, Utah

Vice President and

Director

Emby Kaye,

McIntyre Building, Salt Lake City, Utah Secretary and Director.

Gilbert Sheets,
1359 Harvard Avenue, Sait Lake City, Utah Treasurer and
Director.

Wilson F. Dye
428 North Boulder, Tulsa, Oklahoma Director.

Kenneth W. Yeates,
McIntyre Building, Salt Lake City, Utah Director.

A.H.Kelson, 1245 Gilmer Drive, Salt Lake City, Utah

Director.

ARTICLE VI.

The shares of the capital stock of the corporation shall be issued only as fully paid for and non-assessable, and thereafter shall not be subject to any assessment whatever for the payment of the debts of the corporation, and shall not be subject to any other or further call or assessment whatsoever.

ARTICLE VII.

The name and post office address of each of the incorporators signing the articles of incorporation, together with the number of shares subscribed by each of them, is as follows:

Name of Incorporator	Post Office Address	No. of Shares
William H. McIntyre,	Jr. McIntyre Building, Salt Lake City, Ut.	12,500
Henry D. Moyle	720 Newhouse Building Salt Lake City, Ut.	3,500
Emb y Ka ye	Mc Intyre Building Sait Lake City,Ut.	7,500

Clyde Early 1343 Yale Avenue Salt Lake City, Ut. 200 Gilbert Sheets 1359 Harvard Avenue Salt Lake City, Ut. 2,500 Gilbert D. Moyle McIntyre Building, Sait Lake City, Ut. 1,000 James D. Moyle 411 East 1st South Sait Lake City, Ut. 1,000 A.H.Kelson 1245 Gilmer Drive, Salt Lake City, Ut. 1,500 William Yeates McIntyre Building, Sait Lake City, Ut. 1,000 Kenneth W. Yeates McIntyre Building Salt Lake City, Ut. 500 R.G. Abbey McIntyre Building Salt Lake City, Ut. 500

ARTICLE VIII.

The period limited for the duration of the existence of this corporation is One Hundred (100) years.

ARTICLE IX.

By laws for the government of this corporation and its business may be adopted, amended, or repealed by its board of directors.

ARTICLE X.

Stockholders' meetings may be held within or without the state, and the regular annual stockholders' meeting shall be held on the second Wednesday in March of each year, at such place as the board of directors shall designate.

ARTICLE XI.

Private property of stockholders of the corporation shall not be liable for the debts and obligations of the corporation.

ARTICLE XII.

Special meetings of the stockholders of the corporation may be called by the president or the vice president, any two directors, or by any number of stockholders owning not less than two-thirds of the shares of the subscribed capital stock of the corporation, to be held at any office of the corporation whether located in the state of Nevada or in any other state. Notice shall be given of the annual or stated stockholders' meetings, and all special stockholders' meetings, by mailing notice thereof to the stockholders addressed to the residence of the stockholders shown by the books of the corporation not less than

ten days before the date of said meeting.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 28th day of February, 1938.

GILBERT D MOYLE.

EMBY KAYE

HENRY D. MOYLE.

KENNETH W. YEATES

WILLIAM YEATES

GILBERT SHEETS.

R G ABBEY.

CLYDE EARLY.

A H KELSON

WM. H. MCINTYRE JR.

JAMES D. MOYLE

STATE OF UTAH (
)SS.
COUNTY OF SAIT LAKE)

On this 28th day of February, A.D., 1938, before me,

E. M. DEWSNUP, personally appeared WILLIAM H. McINTYRE, JR., HENRY

D. MOYLE, EMBY KAYE, CLYDE EARLY, GILBERT SHEETS, GILBERT D. MOYLE,

JAMES D. MOYLE, A. H. KEISON, WILLIAM YEATES, KENNETH W. YEATES and

R. G.ABBEY, known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal the day and year first above written.

E.M.DEWSNUP

(SEAL)

Notary Public, Residing at Salt Lake City, Utah.

My commission expires:

May 16 1938

ENDORSED:

ARTICLES OF INCORPORATION OF INLAND EMPIRE REFINERIES, INC. FILED AT THE REQUEST OF THOMAS F. RYAN RENO, NEVADA MAR 1-1938 MALCOLM MCEACHIN, SECRETARY OF STATE

BY MALCOLM MCEACHIN SECRETARY OF STATE

of the

INLAND EMPIRE REFINERIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That pursuent to the resolution of the Board of Directors, adopted at a meeting of said Board duly called and held for the purpose of passing on said resolution, a special meeting of the stock-holders of INLAND EMPIRE REFINERIES, INC., a corporation organized and existing under and by virtue of the laws of the State of Nevada was held at the office of the corporation in Salt Lake City, Utah, on the 16th day of January, 1939, after due and legal notice had been given to the stockholders in conformity with the requirements of the Articles of Incorporation and the laws of the State of Nevada, at which said meeting 47,815 shares, or in excess of ninety five per cent (95%) of the capital stock of the said corporation was represented in person and by proxy. Thereupon the articles of incorporation of the corporation were amended by the adoption of the following resolutions by the unanimous vote of all of the stockof the corporation represented at said meeting:

BE IT RESOLVED, that Article IV of the Articles of Incorporation of this corporation shall be amended to read as follows:

ARTICLE IV.

That the maximum number of shares with nominal or par value which this corporation is authorized to have outstanding at any time is Seventy Five Thousand (75,000), all of which shall be common stock of the par value of Ten Dollars (\$10.00) each, and the amount of capital stock with which this corporation shall begin business is Three Hundred Seventeen Thousand Dollars (\$317,000.00).

AND BE IT FURTHER RESOLVED, that the President and Assistant
Secretary of the Corporation be and they are hereby authorized and instructed

to file in the office of the Clerk of Washoe County, state of Nevada, and of the Secretary of State of the State of Nevada, the amendment to the Articles of Incorporation of this corporation as herein provided.

In conformity with the above resolutions and as required by law, we, the President and Assistant Secretary, respectively, of INLAND EMPIRE REFINERIES, INC. have executed this instrument and do sign and verify the same for and on behalf of the Corporation, this 24th day of March, 1939.

WM . H. MCINTYRE JR.

PRESIDENT

CHESTER G. DAVIS.

(CORPORATE SEAL)

ASSISTANT SECRETARY.

STATE OF UTAH) (SS. COUNTY OF SALT LAKE)

On this 24th day of March, A.D. 1939, before me, a notary public in and for said County and State, personally appeared WM. H. McINTYRE, JR. and CHESTER G. DAVIS, who being first by me duly sworn upon oath depose and say: That they are the President and Assistant Secretary, respectively, of the INLAND EMPIRE REFINERIES, INC. a corporation, and that the above instrument was signed and sealed in behalf of said corporation by authority of its stockholders; that they acknowledge said instrument to be the voluntary act and deed of said corporation by them voluntarily executed, and that the resolutions therein set forth are true and correct copies of the resolutions unanimously adopted by the stockholders of said corporation.

MILLICENT D CORNWALL

Notary Public, Residing at Salt My commission expires: Lake City, Utah.

(SEAL) May 16 1942

ENDORSED:

CERTIFICATE OF ALENDMENT TO ARTI LES OFINCORFORATION OF THE INLAND EMPIRE REFINERTES, INC. FILED AT THE REQUEST OF THOMAS F. RYAN ATTY RENO MAR 31 1939 MALCOLM MCEACHIR, CHOLLTANN OF JUATE BY MALCOLM MCHACHIN

SINCRIPARY OF STATE