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# State of Idaho

## Department of State.

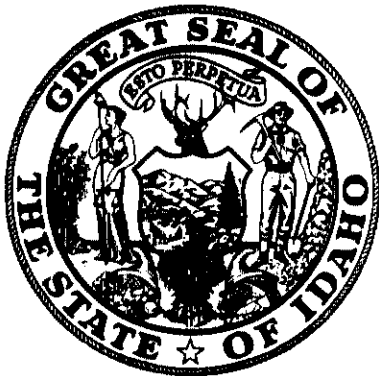
### CERTIFICATE OF INCORPORATION OF

**PAY LESS GAS CO. (IDAHO) 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: July 23, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth J. Basala*

ARTICLES OF INCORPORATION

OF

PAY LESS GAS CO. (IDAHO) INC.

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ARTICLE I

The name of the corporation is Pay Less Gas Co. (Idaho) Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of Common Stock, without par value.

ARTICLE V

The holders of Common Stock and Preferred Stock, if any, of the corporation shall have no preemptive rights to purchase stock of the corporation or securities convertible into or carrying a right to subscribe for or acquire stock of the corporation.

ARTICLE VI

There shall be no cumulative voting of shares in this corporation.

ARTICLE VII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall

affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

#### ARTICLE VIII

The corporation shall indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding to the fullest extent not prohibited by law. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or other document or arrangement.

#### ARTICLE IX

The number of directors constituting the initial board of directors of the corporation shall be four. The names and addresses of the persons who are to serve as initial directors of the corporation until the first annual meeting of shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
George Mitchell	2728 Spencer Road Victoria, B.C. V9V 4C6 Canada
Ben Purnell	508 - 823 Royale Avenue S.W. Calgary, Alberta Canada
Ian Matthews	3804 - 19th St. S.W. Calgary, Alberta T2T 4X7 Canada

Ian D. Robertson

8750 Anderson Crescent  
West Vancouver, B.C. V7T 1S5  
Canada

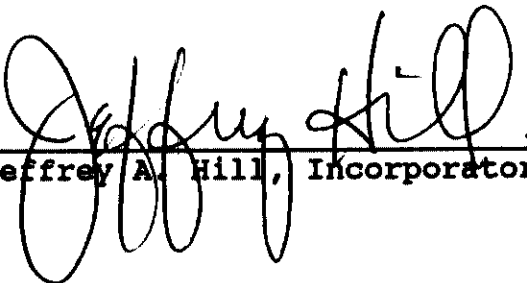
ARTICLE X

The street address of the initial registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701 and the name of its initial registered agent at that address is CT Corporation System.

ARTICLE XI

The name of the incorporator is Jeffrey A. Hill and the address of the incorporator is Suite 2300, 900 SW Fifth Avenue, Portland, Oregon 97204.

Executed: July 19, 1990.

  
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Jeffrey A. Hill, Incorporator