



CERTIFICATE OF INCORPORATION
OF

SIM-KEN OIL CO.

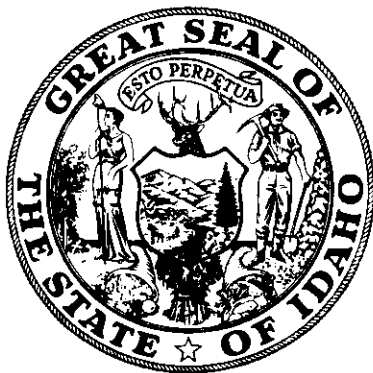
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SIM-KEN OIL CO.

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 28, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUL 28 11 05 AM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

SIM-KEN OIL CO.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

SIM-KEN OIL CO.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue two thousand (2,000), each having a par value of One Thousand and No/100 (\$1,000.00) Dollars per share.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 999 Main Street, Suite 1300, Boise, Idaho 83707, and the name of its initial registered agent at such address is Ronald N. Graves.

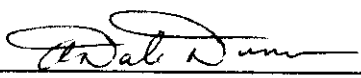
EIGHTH: The number of directors constituting the initial board of directors of the corporation is five and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|------------------------------|
| A. Dale Dunn | P.O. Box 27, Boise, ID 83707 |
| Scott R. Simplot | P.O. Box 27, Boise, ID 83707 |
| C. L. Otter | P.O. Box 27, Boise, ID 83707 |
| Don J. Simplot | P.O. Box 27, Boise, ID 83707 |
| J. R. Simplot | P.O. Box 27, Boise, ID 83707 |

NINTH: The name and address of the incorporator is: J. R. Simplot Company, a Nevada corporation, qualified to do business in Idaho, whose address is P.O. Box 27, Boise, Idaho 83707.

DATED: July 25, 1980.

J. R. SIMPLOT COMPANY

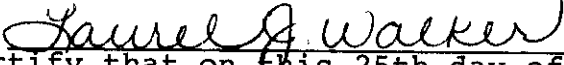
By 
President

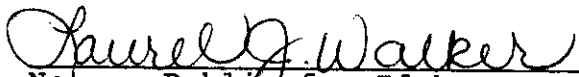
ATTEST:


Secretary

INCORPORATOR

STATE OF IDAHO)
) ss
County of Ada)

I, , a Notary Public, do hereby certify that on this 25th day of July, 1980, personally appeared before me A. DALE DUNN and RONALD N. GRAVES, the President and Secretary, respectively, of J. R. SIMPLOT COMPANY, who being first duly sworn, declared that they were the persons who signed the foregoing document on behalf of said Corporation, as incorporators, and that the statements therein contained are true.


Notary Public for Idaho
Residing at Boise, Idaho