

# 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

**TOTE STATIONS, INC.**

was filed in the office of the Secretary of State on the **Fourth** day of **October** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~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 **Caldwell** in the County of **Canyon.**

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 **4th** day of **October**, A.D., 19**65**.

*Fidelity Union Bank*  
Secretary of State.

ARTICLES OF INCORPORATION

OF

TOTS STATIONS, INC.

I.

The name of this corporation is: TOTS STATIONS, INC.

II.

The purposes for which this corporation is formed are:

(a) To engage in the wholesale and retail business of buying, selling and distributing gasoline, kerosene, lubricating oils, greases, oil products of all kinds, anti-freezes, tires and other supplies for automobiles, tractors and trucks.

(b) To establish and maintain and operate gasoline filling stations; repair tires, lubricate and wash cars; and do everything generally done by those engaged in that line of business.

(c) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation.

(d) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(e) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory, or municipality of the United States or any foreign country, government or body politic.

(f) To acquire, and hold all or any part of the capital stock, assets, or good will of any business, or any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(g) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or pledges or

other liens upon any or all of the property of this corporation wheresoever situated.

(h) To carry out all or any part of the foregoing objects, or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

(i) To conduct its business in all or any of its branches in the State of Idaho, and in any and all other states, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.

(j) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

### III.

The period of existence and the duration of the life of this corporation shall be perpetual.

### IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Caldwell, in the County of Canyon, State of Idaho.

### V.

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this corporation shall be authorized to issue is 500. The aggregate par value of the capital stock of this corporation shall be \$50,000.00; and the par value of each of said shares of common stock shall be \$100.00.

### VI.

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of those incorporators are as follows:

1	<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
2	Wilbur L. Shell	5205 Rainbow Lane	One
3	Lafe J. Allen	Milwaukee, Oregon 214 W. Elm	One
4	Audrey H. Allen	Caldwell, Idaho 214 W. Elm	One
5		Caldwell, Idaho	

6 Each of the persons above enumerated as incorporators  
7 is a natural person over the age of 21 years and is a citizen of  
8 the United States of America.

9 VII.

10 The capital stock of this corporation shall be non-  
11 assessable; and the private property of the shareholders in this  
12 corporation shall not be liable for the debts, obligations or  
13 liabilities of this corporation.

14 VIII.

15 A director of this corporation shall not be required to  
16 be a holder of any of the shares of the common capital stock of  
17 the corporation.

18 IN WITNESS WHEREOF, We, the undersigned, for the purpose  
19 of forming this corporation under the statutes of the State of Idaho,  
20 have executed these Articles of Incorporation this 20th day of Sept-  
21 ember, 1965.

22 Wilbur L. Shell  
23 Wilbur L. Shell


24 Lafe J. Allen  
25 Lafe J. Allen

26 Audrey H. Allen  
27 Audrey H. Allen

1 STATE OF IDAHO )  
2 County of Canyon } ss..

3 On this 20th day of September, 1965, before me, the under-  
4 signed, a Notary Public in and for said State, personally appeared  
5 WILBUR L. SHELL, LAFE J. ALLEN and AUDREY H. ALLEN, known to me to  
6 be the persons whose names are subscribed to the within instrument  
7 and acknowledged to me that they executed the same and I further  
8 certify that each of said persons acknowledged that they were over  
9 the age of 21 years and were each citizens of the United States of  
10 America.

11 IN WITNESS WHEREOF, I have hereunto set my hand and af-  
12 fixed my official seal the day and year in this certificate first  
13 above written.

14   
15 Notary Public for Idaho  
16 Residing at Caldwell, Idaho  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32