

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

PIERCE ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **Thirty-first** day of **July**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **129** 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 **Idaho Falls** in the County of **Bonneville.**

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 **31st** day of **July**, A.D., 19 **64.**

Secretary of State.

ARTICLES OF INCORPORATION
OF
PIERCE ENTERPRISES, INC.

* * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are natural persons of full age and are citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I

That the name of this corporation shall be
PIERCE ENTERPRISES, INC.

II

That the purposes for which this corporation is formed are:

1. To buy, sell and otherwise deal in gasoline, motor oil, grease, tires, auto parts and equipment; to service, repair and maintain automobiles and trucks of every kind and description and to buy, sell or otherwise deal in any and all materials or articles required or used in connection with the business of operating a filling and service station.
2. To purchase, sell, lease, make repairs to and store automobiles, their parts and accessories, and to buy, sell or lease and operate garages, and to carry on all business incidental thereto.
3. To purchase, or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interests, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.
4. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.
5. For the purpose of securing all or any of its contracts, obligations or liabilities, to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time owned or held by this corporation.
6. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated, directly or indirectly, to promote the interests of the corporation or to enhance the valuation of its property.

III

Subject to dissolution, in the manner provided by law, the duration of this corporation shall be perpetual.

IV

That the principal place of business, registered office and the location and postoffice address of the registered office of said corporation shall be Idaho Falls, Bonneville County, State of Idaho.

V

The total authorized capital stock of said corporation shall be TWENTY-FIVE THOUSAND AND NO/100 (\$25,000.00) DOLLARS, divided into Two Hundred Fifty (250) shares of the par value of ONE HUNDRED AND NO/100 (\$100.00) DOLLARS each, and all of said stock shall be common stock.

VI

The number of directors shall be three (3), to be elected annually.

VII


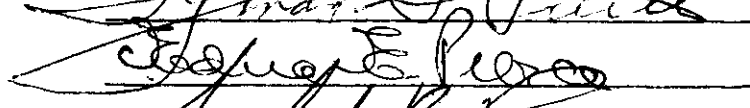
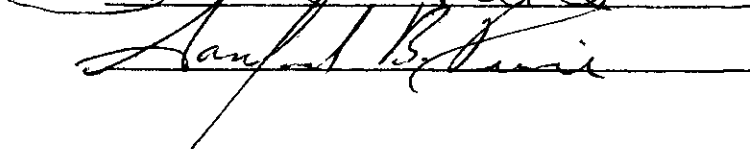
The Board of Directors shall have the power to repeal and amend the By-Laws of the corporation and adopt new By-Laws at any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alteration and repeal by the stockholders at any annual meeting or at any special meeting called for such purpose.

VIII

The following are the names and postoffice addresses of the incorporators, together with the number and kind of shares which are subscribed by each:

NAME	POSTOFFICE ADDRESS	NUMBER OF SHARES
Lyman S. Pierce	2845 Holly Place, Idaho Falls, Idaho	One
Edna E. Pierce	2845 Holly Place, Idaho Falls, Idaho	One
Sanford B. Pierce	270 Monte Vista, Idaho Falls, Idaho	One

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29th day of July, in the year of our Lord One Thousand Nine Hundred and Sixty-four.

 (SEAL)
 (SEAL)
 (SEAL)

STATE OF IDAHO

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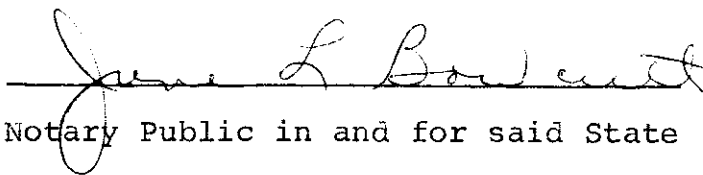
COUNTY OF BONNEVILLE

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On this 29th day of July, 1964, before me, the undersigned Notary Public in and for said State, personally appeared LYMAN S. PIERCE, EDNA E. PIERCE and SANFORD B. PIERCE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

(SEAL)


Notary Public in and for said State
Residing at Idaho Falls, Idaho