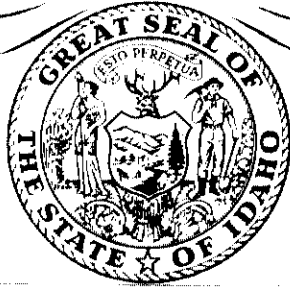


State of Idaho



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

RAY GROTH OIL CO., INC.

was filed in the office of the Secretary of State on the **Twelfth** day of **July,** A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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 **12th** day of **July**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

RAY GROTH OIL CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, RAY E. GROTH, HELEN P. GROTH and GILBERT C. ST. CLAIR, of Idaho Falls, in Bonneville County, Idaho, all being of full age and citizens of the United States of America, do hereby, as incorporators thereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

ARTICLE I.

Name and Purposes

That the name of this corporation is RAY GROTH OIL CO., INC. and that the purposes for which said corporation are formed are as follows:

1. To engage in the purchase and sale of petroleum products, including all types of fuels such as gasoline, oil, gas, coal, petroleum and other minerals and by-products.
2. To transport goods and merchandise, including any petroleum products by air, land or water in any manner; to build, construct, purchase, maintain and operate warehouses, storage tanks, pumping plants, pipe lines, refineries, laboratories necessary and convenient in the prosecution of the business of operating a petroleum company; to manufacture, buy, sell, import, export and otherwise deal in pumps, drills, fuses, caps, candles, tools, machinery and other conveniences for use in the prosecution of the business of the company, and to do all things necessary, incident or convenient to carry out the business as aforesaid.
3. To operate all types of shops for maintenance and repair to further the purposes of this corporation and business and to engage the services of a sales force, engineers, designers, demonstrators and consultants and to acquire, use, employ, sell and deal in all suitable apparatus, machinery, contrivances, equipment and facilities to further its purposes and charter.
4. To buy, own, sell, mortgage, convey, hypothecate, lease, rent, transfer, assign, deliver or pledge real and personal property of all kinds and nature, including but not limited to, trucks, cement, mixing machinery and equipment, building and construction tools and such other property as is or may be handled, used or employed in and about such business.

5. To acquire, hold, possess and own patents, improvements and franchises, or to acquire licenses under such patents for the manufacture and sale of any and all unpatented articles of merchandise, machinery or improvements thereon, or articles of any nature, and to beneficially use rights under such patents by vending said patents or rights or licenses thereunder.
6. To borrow money and to issue bonds, debentures and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations.
7. To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and of this corporation, including its common stock, and to organize, or cause to be organized, incorporate and reorganize subsidiary corporations and associations for any purpose permitted by law, to the same extent as a natural person might or could do; to act as agent, factor or consignee of any person firm or corporation and to carry out all or any of the objectives and purposes herein specified, as principal, factor, agent, contractor, consignees or otherwise.
8. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director of this corporation is a party to, or is interested in, such contract, act, or transaction, or in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.
9. To enter into restrictive agreements with its stockholders for the re-purchase of its corporate stock in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; to enter into deferred compensation plans to include profit sharing plans with its employees.
10. To particularly have all of the powers and authority authorized and provided for by Section 30-114 of the Idaho Code for 1947.
11. To exercise and perform any and all of the hereinbefore mentioned and described powers and matters within and without the State of Idaho.

ARTICLE II.
Duration

That the duration of said corporation shall be perpetual.

ARTICLE III.
Situs

That the location and Post Office address of the registered office of said corporation in Idaho shall be 1810 South Yellowstone, Idaho Falls, Bonneville County, Idaho.

ARTICLE IV.
Stock

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the authorized shares of said corporation shall be 2,500 in number, of the par value of \$100.00 each, and of the aggregate par value of \$250,000.00.

The said shares of stock shall be fully paid up before being issued, and after issuance shall be non-assessable.

ARTICLE V.
Incorporators

That the names and Post Office addresses of each of the incorporators of said corporation and the number of shares therein subscribed by each of said incorporators are as follows:

<u>Name</u>	<u>P. O. Address</u>	<u>No. of Shares Subscribed</u>
Ray E. Groth	Idaho Falls, Idaho	One (1)
Helen P. Groth	Idaho Falls, Idaho	One (1)
Gilbert C. St. Clair	Idaho Falls, Idaho	One (1)

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

1st day of July, 1961. (In triplicate originals).

Ray E. Groth (SEAL)
Helen P. Groth (SEAL)
Gilbert C. St. Clair (SEAL)

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 10th day of July, 1961, before me, the undersigned, a Notary Public in and for said State, personally appeared RAY E. GROTH, HELEN P. GROTH and GILBERT C. ST. CLAIR, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, 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.

Shirley D. Hanson
Notary Public for Idaho
Residing at Idaho Falls, Idaho
-3-