

# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

UTOPIA OIL INDUSTRIES, INC.

was filed in the office of the Secretary of State on the twenty-second day of January A.D., One Thousand Nine Hundred seventy and ~~will be~~ <sup>guly</sup> recorded on ~~Film-No-~~ 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 Nampa, Idaho 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 22nd day of January, A.D., 19 70.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

DUNLAP, RETTIG & ROSENBERY  
Attorneys at Law  
914 Main Street  
Caldwell, Idaho

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32

ARTICLES OF INCORPORATION  
of  
UTOPIA OIL INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the objective of forming a corporation under and pursuant to the provisions of the GENERAL CORPORATION LAWS of the State of Idaho, and acts amending and supplementing said laws, and do hereby certify as follows:

ARTICLE I

The name of the Corporation is "UTOPIA OIL INDUSTRIES, INC."

ARTICLE II

The purposes and objects for which the corporation is formed are:

- (a) To process, manufacture, transport, buy, sell, acquire deal in, or otherwise dispose of, oil, gasoline, all petroleum products and all automotive parts, products, accessories and assemblies, both at wholesale and at retail.
- (b) To buy, sell, lease, acquire, or otherwise deal in all machinery, tools, vehicles and equipment used for the storing, dispensing, delivery and other disposition of the products described in paragraph (a) above.
- (c) To acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, subdivide, develop and manage any real estate so acquired and to erect or cause to be erected upon any lands owned, held, or occupied by said corporation, buildings or other structures with their appurtenances and to rebuild, enlarge, own, or improve any buildings or other structures erected on any lands so owned, held, or occupied, and to mortgage, sell, lease or otherwise dispose of lands or interest in lands, and in buildings or other structures, and in any stores, shops, suites, rooms, or parts of any building or other structures at any time owned or held by said corporation.
- (d) The power and capacity to act possessed by a natural person which acts are necessary or proper to accomplish the corporate purposes as above set out, or to fund any such operations, and which are not repugnant to the law, including but not limited to all the powers and authorities now or hereafter conferred by the laws of the State of Idaho upon corporations formed hereunder.

1 (e) To purchase, acquire, apply, secure, hold or own any  
2 and all copyrights, trademarks, tradenames, and distinctive  
3 marks; and to license, lease or authorize the use thereof  
4 by any persons, firms, or corporations.

5 (f) To conduct business in the State of Idaho and other  
6 states, District of Columbia, territories and colonies of  
7 the United States, and in foreign countries, and to have  
8 one or more offices or places of businesses out of the state,  
9 and to acquire, receive, hold, purchase, lease, mortgage,  
10 dispose of or convey real and personal property situate out  
11 of this State.

12 (g) To purchase and re-issue the shares of its capital  
13 stock according to law. When such stock is owned by the  
14 corporation, such stock will not be considered voting stock  
15 directly or indirectly.

16 It is expressly provided that the enumeration of the fore-  
17 going purposes and objects of the said Corporation shall not be con-  
18 strued to limit or restrict the general powers of the corporation,  
19 as provided by the statutory laws of the State of Idaho.

### 20 ARTICLE III

21 The existence of this Corporation shall be perpetual.

### 22 ARTICLE IV

23 The location of the registered office in this state shall  
24 be located in Nampa, Canyon County, State of Idaho, and the Post  
25 Office address shall be P. O. Box 683, Nampa, Idaho.

### 26 ARTICLE V

27 The total authorized number of par value shares is five  
28 thousand (5,000), and their aggregate par value is Twenty-five  
29 Thousand Dollars (\$25,000.00). Par value per share is Five  
30 Dollars (\$5.00). The corporation shall not authorize the issuance  
31 of any no par value shares of stock. Such amount of any authorized  
32 but unissued shares or treasury stock of the corporation as the  
Board of Directors from time to time may deem wise, may be issued or  
sold at any time or times to such share holders, officers or employees  
of the corporation and for such consideration in money, property or  
services as the Board of Directors may determine, without prior offer

1 of the same to the stockholders of the corporation, and no stock-  
2 holder shall be entitled as a matter of right to subscribe for, pur-  
3 chase, or receive any part of such issue or sale of such capital  
4 stock of the corporation or shall have any pre-emptive or prefer-  
5 ential right to subscribe for or purchase the same.

6 ARTICLE VI

7 There shall be only one class of stock, and it shall be  
8 designated as common stock. The shares of stock shall not be issued  
9 until payment in full has been received, and such stock shall be  
10 non-assessable stock, and the shareholders shall have no liability  
11 for corporate obligations. Each share of stock shall have the voting  
12 rights as now or hereafter granted by the laws of the State of Idaho  
13 relating to corporations.

14 ARTICLE VII

15 The names and post office addresses of each of the incorpora-  
16 tors and the number of shares of stock subscribed for by each are  
17 as follows:

18	19	20	21	22
	<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	
20	NIEL J. NIELSEN		800	
21	R. DALE AHLSTROM	5210 Wolfe, Boise, Idaho	1	
22	HERBERT W. RETTIG	P. O. Box 729, Caldwell, Idaho	1	

23 Each of said incorporators are of full age and citizens of  
24 the United States of America.

25 ARTICLE VIII

26 The Corporation shall be managed by a Board of Directors  
27 which shall be governed by the By-Laws of said Corporation. The  
28 Board of Directors shall always be an odd number so that issues may  
29 normally be resolved. However, the number of directors shall not  
30 be less than three nor more than nine. The Board of Directors of  
31 the Corporation is hereby vested with the power to adopt, repeal  
32 and amend the By-Laws of the Corporation by a majority vote of the

1 Directors.

2 ARTICLE IX

3 Amendment of these articles shall be accomplished only as  
4 now or hereafter prescribed by law relating to amendment of the  
5 Articles of Incorporation.

6  
7 IN WITNESS WHEREOF, we have hereunto set our hands this  
8 7<sup>th</sup> day of January, 19 70.

9  
10 Niel J. Nielsen  
Niel J. Nielsen

11  
12 R. Dale Ahlstrom  
R. Dale Ahlstrom

13  
14 Herbert W. Rettig  
Herbert W. Rettig

15  
16 STATE OF IDAHO }  
17 County of Canyon } ss

18 On this 7<sup>th</sup> day of January, in the year 19 70,  
19 before me, the undersigned, a Notary Public in and for said State,  
20 personally appeared NIEL J. NIELSEN, known to me to be the person  
21 whose name is subscribed to the within instrument, and acknowledged  
22 to me that he executed the same.

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

26  
27  
28 (SEAL)

29 Marjorie Thompson  
Notary Public for Idaho  
Residing at Caldwell, Idaho  
My commission expires: 5-5-72

1 STATE OF IDAHO

2 County of Canyon }

ss

3 On this 7 day of January, in the year 1920.  
4 before me, the undersigned, a Notary Public in and for said State,  
5 personally appeared R. DALE AHLSTROM, known to me to be the person  
6 whose name is subscribed to the within instrument, and acknowledged  
7 to me that he executed the same.

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

11 (SEAL)

Maurice F. Frazee  
Notary Public for Idaho  
Residing at Caldwell  
My commission expires: 5-5-22

12  
13  
14  
15  
16 STATE OF IDAHO

17 County of Canyon) }

ss

18 On this 7 day of January, in the year 1920,  
19 before me, the undersigned, a Notary Public in and for said State,  
20 personally appeared HERBERT W. RETTIG, known to me to be the person  
21 whose name is subscribed to the within instrument, and acknowledged  
22 to me that he executed the same.

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

26 (SEAL)

Maurice F. Frazee  
Notary Public for Idaho  
Residing at Caldwell, Idaho  
My commission expires: 5-5-22