



CERTIFICATE OF AUTHORITY
OF
INTERSTATE PROPANE CENTER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of *INTERSTATE PROPANE CENTER, INC.*

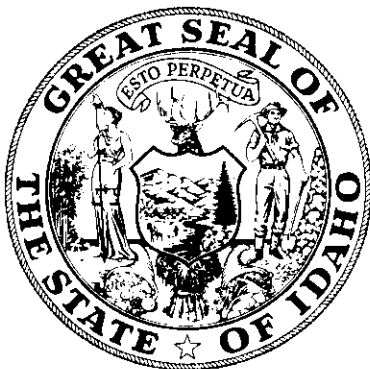
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to *INTERSTATE PROPANE CENTER, INC.*

to transact business in this State under the name *INTERSTATE PROPANE CENTER, INC.*

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated *November 10, 1982*



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is INTERSTATE PROPANE CENTER, INC.
2. *The name which it shall use in Idaho is ^{*Do not pick up*} INTERMOUNTAIN PROPANE CENTER, INC.
3. It is incorporated under the laws of Utah
4. The date of its incorporation is September 15, 1982, and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 4769 South 2124 East, Salt Lake City, Utah 84117
6. The street address of its proposed registered office in Idaho is 5160 Targee,
Boise, Idaho 83705, and the name of its proposed registered agent in Idaho at that address is Bonnie Taylor
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Sale of propane products, equipment, and services
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Kendell W. Chesnut</u>	<u>Pres.</u>	<u>3622 West 5140 South</u> <u>West Valley City, Utah 84118</u>
<u>Honover Salinas</u>	<u>Vice Pres.</u>	<u>1041 South 900 West</u> <u>Salt Lake City, Utah 84104</u>
<u>Kenneth D. Bailey</u>	<u>Sec-Treasurer</u>	<u>4769 South 2124 East</u> <u>Salt Lake City, Utah 84117</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>common</u>	<u>No par value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>3,000</u>	<u>common</u>	<u>No par value</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 19, _____, 19 82.

INTERSTATE PROPANE CENTER, INC.

By

Kendell W. Chesnut

Its _____ President

and

Kenneth D. Bailey

Its _____ Secretary

STATE OF UTAH)

)ss:

COUNTY OF Salt Lake)

I, RALPH R. TATE, JR., a notary public, do hereby certify that on this 19th day of October, 19 82, personally appeared before me Kendell W. Chesnut, who being by me first duly sworn, declared that he is the president of Interstate Propane Center, Inc.

and Kenneth D. Bailey who declared he is the secretary of Interstate Propane Center, Inc.

that he signed the foregoing document as said officers of the corporation and that the statements therein contained are true.

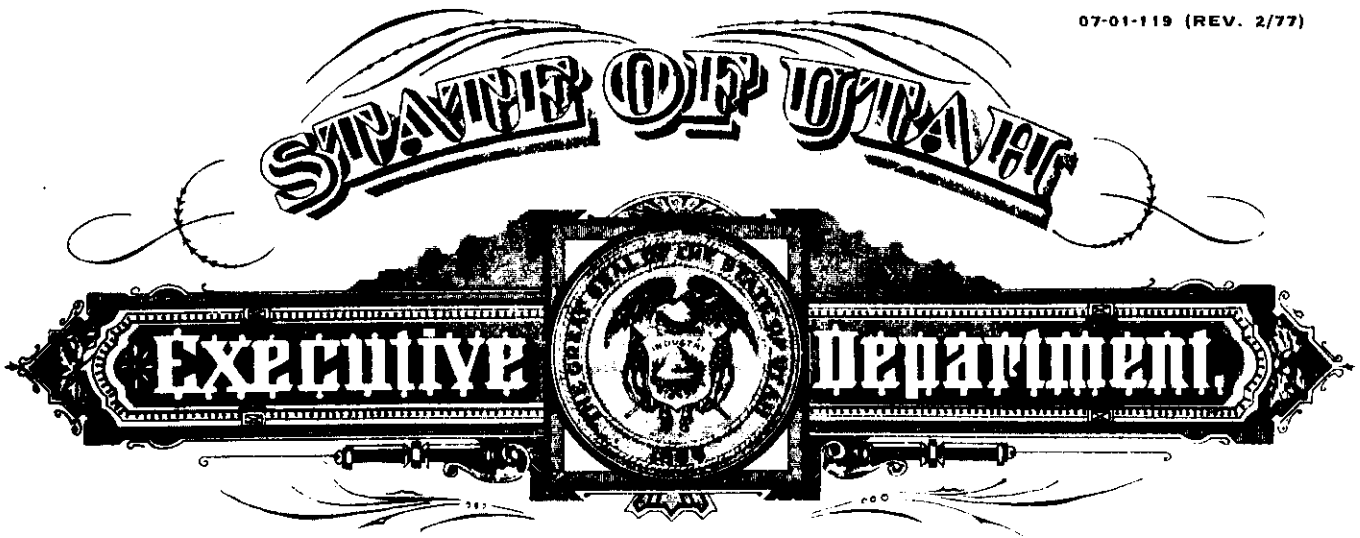
[Signature]

Notary Public

Residing in Salt Lake County, Utah

Comm. Exp. 11-1-83

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of INTERSTATE PROPANE CENTER, INC. a Utah corporation filed with this office on September 15, 1982.

AS APPEARS OF RECORD IN MY OFFICE.

File #100014

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal
of the State of Utah at Salt Lake City, this
13th day of
October A.D. 19 82.

David S. Monson
LIEUTENANT GOVERNOR

FILED
CLERK OF DISTRICT COURT
COUNTY OF KANE
STATE OF ARIZONA
September 15th 82
BS 50.00
ARTICLES OF INCORPORATION
OF
INTERSTATE PROPANE CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons of the age of twenty-one (21) years or over, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and we hereby agree as follows:

ARTICLE I

The name of this corporation shall be INTERSTATE PROPANE CENTER, INC.

ARTICLE II

The duration of this corporation shall be perpetual or until otherwise dissolved according to law.

ARTICLE III

The purposes for which this corporation is organized are as follows:

A. To engage in the preparation, marketing, and distribution of propane gas and other energy producing materials and equipment related thereto.

B. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description and to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

C. To take, buy, exchange, lease or otherwise acquire real estate and interest or right therein and to hold, own, operate, control, maintain, manage and control directly or through ownership of stocks in any other corporation, any and all kinds of buildings, stores, offices, warehouses,

mills, shops, factories, machinery and plants, and any and all other structures and erections which may any time be necessary, useful or advantageous for the purpose of this corporation.

D. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation, heretofore or hereafter engaged in any business similar to the business of this corporation, or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or part of the rights and property as acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation, and to conduct in any lawful manner, in the State of Utah and/or any other state, territory, locality or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Utah.

E. To sell, assign, transfer, convey, lease or to otherwise alienate or dispose of, and to mortgage, or otherwise encumber the lands, buildings, and real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

F. To subscribe for, acquire by purchase, or otherwise, and to own, hold, sell, assign, and transfer shares of the capital stock of any other corporation, and to exercise all the rights of a stockholder; to acquire by purchase, or to otherwise hold and dispose of the stock and bonds of this corporation.

G. To conduct and carry on its business, or any branch thereof, in a business office, plant or store in any state or territory of the United States, or in any foreign country in conformity with the laws of said state, territory, or foreign country.

H. To exercise and possess any other rights, powers or privileges granted by the laws of the State of Utah to corporations organized under its laws, except such as are inconsistent with the express provisions of these Articles.

I. The foregoing clauses shall be construed both as objects and powers, and the corporation shall have all the powers and may engage in any and all business that may be incidental or necessary to the exercise of the foregoing powers and for the attaining of any of the foregoing objects, and offices may be maintained and the business of the corporation may be carried on, and its powers may be exercised in any of the states, territories, or dependencies of the United States or any foreign country.

ARTICLE IV

This corporation shall have one class of common stock and shall have authority to issue up to fifty thousand shares having no par value.

ARTICLE V

This corporation shall not commence business until consideration of the value of at least ONE THOUSAND DOLLARS (\$1,000.00) has been received for the issuance of its shares.

ARTICLE VI

There shall be pre-emptive rights for acquisition of stock.

ARTICLE VII

The Board of Directors of the corporation shall consist of not fewer than three (3) members. The number of directors may thereafter be increased or decreased by amendment to the Corporation By-Laws.

The officers of this corporation shall consist of a president, vice-president, secretary and treasurer, who shall each perform such duties and have such authority as usually pertain to such offices in similar associations or as may be prescribed from time to time by the Board of Directors. The same person may hold the office of secretary and treasurer. The Board of Directors shall also have the power to create such other offices as the Board may determine from time to time, and to prescribe such duties for such offices as the Board may also determine.

Until the first annual meeting of the stockholders, the following persons shall serve as officers and directors of the corporation:

President and Director:	KENDELL W. CHESNUT 3622 West 5140 South West Valley City, Utah 84118
Vice President and Director:	HONOVER SALINAS 1041 South 900 West Salt Lake City, Utah 84104
Secretary-Treasurer and Director:	KENNETH D. BAILEY 4769 South 2124 East Salt Lake City, Utah 84117

Meetings of the Board of Directors may be held at the principal place of business of the corporation and also at such places inside and outside of the State of Utah as the Directors may by resolution or By-Laws provide.

The Board of Directors may establish regular meetings to be held at such times and places as it may from time to time determine, and after due notice to each member of the Board of Directors as to the establishment of the time and place of such regular meetings, no further notice need be given of such meetings. The Board of Directors may, but shall not be required to adopt By-Laws for the corporation.

ARTICLE VIII

The names and addresses of the incorporators are as follows:

KENDELL W. CHESNUT
3622 West 5140 South
West Valley City, Utah 84118

HONOVER SALINAS
1041 South 900 West
Salt Lake City, Utah 84104

KENNETH D. BAILEY
4769 South 2124 East
Salt Lake City, Utah 84117

ARTICLE IX

The address of the corporation's initial registered office is: 4769 South 2124 East, Salt Lake City, Utah 84117 and the name of its initial registered agent is KENNETH D. BAILEY.

ARTICLE XI

ARTICLE XII

ARTICLE XIII

[illegible]

On the 15 day of September 1982 personally appeared before me KENDELL W. CHESNUT, HONOVER SALINAS, and KENNETH D. BAILEY, the signers of the within and foregoing instrument, who, being by me first duly sworn, did each and severally declare that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.


Notary Public

Residing in Salt Lake County, Utah
Commission Expires 11-1-83