



Department of State.

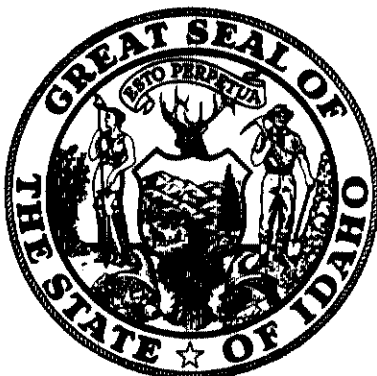
**CERTIFICATE OF INCORPORATION
OF**

HIGHWAY AND LAKE PETROLEUM, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 17, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Elizabeth M. Bakala*

ARTICLES OF INCORPORATION
OF
HIGHWAY AND LAKE PETROLEUM, INC.

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The undersigned, of full legal age, acting as incorporators according to the laws of the State of Idaho, and for that purpose execute these Articles of Incorporation in duplicate.

ARTICLE I. NAME AND DURATION

The name of the Corporation shall be HIGHWAY AND LAKE PETROLEUM, INC. and its duration shall be perpetual.

ARTICLE II. PURPOSES AND POWERS

A. Purposes:

1. To act as an owner and lessor of real property owned by the Corporation and to manage said property owned by the Corporation and to purchase, sell, deal with in any and all ways, any real property;

2. To engage in any other business, the conduct of which is not forbidden to general business corporations by the Constitution statutes or common law of the State of Idaho;

3. To establish, maintain and operate chemical, physical and industrial research of every kind and character as may be necessary, useful, or convenient in connection with any business of the Corporation, and to produce, manufacture, construct, import, purchase or otherwise acquire, to own, process, develop and use, to sell, lease, exchange, export or otherwise dispose of or turn to account and generally to deal in and with articles or substances invented or developed thereby.

4. To purchase, sell and generally deal in, stocks, bonds and other securities of every nature.

5. To purchase, acquire, lease, hold, own, operate, use, enjoy, encumber, sell, transfer and convey real and personal property of every kind and description or any part therein, irrespective of its nature or use, including stock in other corporations, and particularly including buildings, plants, warehouses and factories and all kinds of commodities.

6. To purchase, rent, lease, apply for, register and otherwise acquire, own or dispose of patents, patent rights, copy rights, trademarks, trade names, trade secrets, formulae, inventions and improvements thereon, licenses or concessions of any and all kinds; to deal in, operate and manufacture the same.

The objects and purposes specified in the foregoing clauses shall, except when otherwise expressed, be in no wise limited or restricted by reference to, or in inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

B. Powers

1. To sue and be sued, complain and defend, in its corporate name.

2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

3. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

4. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

5. To lend money to its employees, officers and directors.

6. To purchase, take, receive, subscribe for, or to otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. To enter into joint ventures or other business ventures with individuals, partnerships, or other organizations, to form other corporations, and to supply credit to and guarantee the obligations of said persons, partnerships, or other corporations, in accordance with the laws of the State of Idaho.

8. To make contracts, guarantees, and incur liabilities, borrow money at such rates and interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income, all in accordance with the laws of the State of Idaho.

9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law in any state, territory, district or possession of the United States, or in any foreign country.

11. To make and alter bylaws not inconsistent with its Articles of Incorporation, or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

12. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

13. In time of war, to transact any lawful business in aid of the United States in the prosecution of the war.

14. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

15. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

16. To cease its corporate activities and surrender its corporate franchise.

17. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

18. To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents, brokers, solicitors, adjusters, representatives or otherwise, and either alone or in company with others.

19. To make any tax elections now or hereafter authorized.

20. To become a party to agreements among all or a majority of the shareholders, which agreements may provide, among other things, for the redemption of stock.

ARTICLE III. CAPITAL AND LIABILITIES

A. Authorized: The aggregate number of share which the Corporation shall have authority to issue is 50,000 common shares of which shall be without par value.

B. Fully Paid Nonassessable: No stock shall be issued until fully paid. After fully paying for their shares, the shareholders shall not be liable for any future cost of assessment.

C. Preemptive Rights: No shareholder shall have a preemptive right to acquire unissued shares of this Corporation.

D. Surrender for Cancellation: The Corporation may redeem for cancellation a portion or all of the shares held by less than all of the shareholders upon such terms and conditions as may be approved by the affirmative vote of the holders of 2/3 of the shares entitled to vote thereon. In order to obtain the necessary vote on the redemption and cancellation of shares, authorized herein, the Corporation shall follow the procedure to amend Articles of Incorporation as presently codified under the laws of the State of Idaho.

E. Limitation on Transfers: No shares of this Corporation shall be transferred to any person contrary to the provisions of any agreement then in effect among a part or all of the shareholders of the Corporation. The Corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.

F. Personal Liability: The property of shareholders of this Corporation shall not be subject to the payment of the debts of this Corporation, except for unpaid share subscriptions.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Corporation's initial registered agent shall be David H. Dalby and the initial registered office shall be 400 Highway 200 East, Sandpoint, Idaho 83864.

ARTICLE V. MANAGEMENT

A. Original Directors: The number of directors constituting the initial Board of Director shall be three, the name and post office addresses of the Directors selected to serve as such until the first annual meeting or until their successors are duly chosen and qualified, are as follows:

David H. Dalby
400 Highway 200 East
Sandpoint, ID 83864

Marilyn R. Dalby
400 Highway 200 East
Sandpoint, ID 83864

Susan Jane Finegan
400 Highway 200 East
Sandpoint, ID 83864

B. Cumulative Voting: In the election of Directors of the Corporation, the principle of cumulative voting shall not apply. In any such election, each holder of voting stock shall be entitled to cast one vote for each share of voting stock held. A candidate

for election as a Director must receive an absolute majority of the votes cast to be elected.

C. Board of Directors. The Board of Directors shall consist of one or more members, the number of which shall be fixed by the bylaws. The number of directors may be increased or decreased from time to time by amendments to or in the manner provided in the Articles of Incorporation or the bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

D. Conflict of Interests: No Director of the Corporation shall be personally liable to the Corporation or its stockholders for money damages for breach of fiduciary duty as a Director, provided, this provision shall not eliminate or limit the liability of a Director for any breach of the Director's duty of loyalty to the Corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or as provided for under Section 30-1-48, Idaho Code, or for any transaction from which the Director derived an improper personal benefit.

ARTICLE VI. MEETINGS

A. Annual Meetings: The annual meetings of shareholders and directors shall be held at such time and at such place as may be provided in the bylaws.

B. Special Meetings: Special meetings of shareholders and directors may be held upon such notice and at such time and place as may be provided by the bylaws. The Board of Directors may meet and transact business of this Corporation at any place within or without the state of incorporation.

C. Approval of Minutes and Resolutions: Minutes or resolutions approved in writing by all of the shareholders or by all of the directors shall be valid and effectual as if they had been passed or adopted at a meeting of the shareholders or of the directors duly called and constituted.

ARTICLE VII. BYLAWS


The Board of Directors shall have authority to make and alter the bylaws, subject to the power of the shareholders to amend and repeal them. The Board of Directors shall not make or alter any bylaws fixing their compensation, qualifications, classifications or terms of office. No amendment to the bylaws shall be made that alters or removes any provision for the protection of the minority shareholders without their approval.

ARTICLE VIII. AMENDMENTS

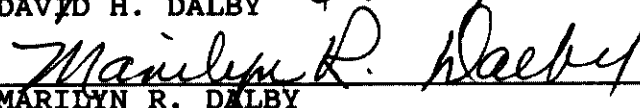
This Corporation reserves the right to amend, alter, change, add to, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the

statutes of the state of incorporation. All rights and powers conferred by these Articles of Incorporation are granted, subject to this reservation. No amendment to these Articles shall be made that alters or removes any provision for the protection of minority shareholders without their consent.

IN WITNESS WHEREOF, I, the undersigned incorporators have executed these Articles of Incorporation in duplicate, and have signed and sealed the same and each of them on this 5 day of October, 1990.



DAVID H. DALBY

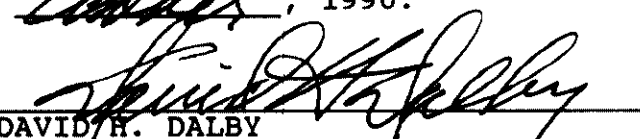


MARILYN R. DALBY

CONSENT TO SERVE AS REGISTERED AGENT

I, DAVID H. DALBY, hereby consent to serve as Registered Agent, in the State of Idaho, for the following corporation, HIGHWAY AND LAKE PETROLEUM, INC. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

DATED this 5th day of October, 1990.



DAVID H. DALBY