

State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, FRANKLIN GIRARD, 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

CO-OP GAS & SUPPLY CO.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the Fifth day of January 1937,

original articles of amendment, as provided by Section 23-145, 23-146, 23-147, 23-148 and 22-2003, Idaho Code Annotated, creating capital stock in the amount of \$5,000.00, and changing the corporate name to

CO-OP GAS & SUPPLY CO. INC.

and that the said articles of amendment contain the statement of facts required by law, and are recorded in Book A- 30 of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That Amended Articles have been filed, creating capital stock in the amount of \$5,000.00, and changing the corporate name to

CO-OP GAS & SUPPLY CO. INC.

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 Fifth day of January , in the year of our Lord one thousand nine hundred thirty- seven , and of the Independence of the United States of America the One Hundred Sixty-first .

Secretary of State.

AMENDED ARTICLES OF INCORPORATION OF THE GRANGE GAS AND SUPPLY
COMPANY CHANGING THE NAME OF SAID CORPORATION, ENLARGING
THE PURPOSES AND POWERS THEREOF, AND PROVIDING FOR THE
ISSUE OF CAPITAL STOCK OF THE PAR VALUE OF \$5,000.00

We, the undersigned, President and Secretary, respectively
of the Grange Gas and Supply Company, do hereby certify that at a
special meeting of the members of the Grange Gas and Supply Com-
pany, held at the Court House at Sandpoint, Bonner County, Idaho,
on the 5th day of December, 1936, which meeting was called for the
purpose of amending the Articles of Incorporation of the Grange Gas
and Supply Company, and which meeting was called pursuant to law
and by-laws of said Corporation and, pursuant to written notices
~~or the time and place, and purpose of the meeting, and a copy of~~
which notice was sent to each member of the Company at least 10
days prior to the date of the meeting, by being placed in an
envelope in the United States mail, with full postage prepaid
thereon, and addressed to each member at his last address, the
following question was submitted to the members for their action:

*RESOLVED, That the Articles of Incorporation of the
Grange Gas and Supply Company, be amended to read as follows
to-wit:

' AMENDED

ARTICLES OF INCORPORATION

OF

CO-OP GAS & SUPPLY CO. INC.

ARTICLE I

The name of this Corporation shall be:

CO-OP GAS & SUPPLY CO. INC.

ARTICLE II

The purpose for which the corporation is formed, and the business and pursuit in which it proposes to engage is:

1. To promote and provide a medium for unity of effort in buying and distributing petroleum products, automotive accessories and other commodities, to serve as an Agency through which economies in agricultural products may be made through collective buying and handling of petroleum products, automotive accessories and other commodities: and to encourage and develop cooperation among both producers and consumers.

2. To engage in any activity in connection with the buying, transporting, storing, handling, selling and distributing of oil, gasoline, kerosene, distillate, greases or other petroleum products and automotive accessories, or any other commodities that may be bought, sold or otherwise handled to the advantage of the Corporation or its members.

3. To act in its own name as principal or agent; to contract with producers, refiners, manufacturers, brokers wholesalers, or others, both in the United States and foreign countries, to establish its own agencies or branches anywhere, at any time; and to act as a joint agency or as

representative of other cooperative associations, persons, firms or corporations of any kind or to become a stockholder or member of other cooperative associations or corporations, to establish and maintain joint agencies, cooperative or otherwise, to join other organizations or otherwise cooperate with other groups.

4. To borrow or lend money, either as principal or agent, giving or taking such evidence of indebtedness or security as may be necessary or desirable for the purpose of making advances to members for the purchase of any property or commodity or for other purposes.
5. To buy, acquire, hold, own, lease, sell or otherwise dispose of and exercise all privileges of ownership over such real or personal property of any character, either within or without the state, as may be deemed necessary or desirable for the conduct of its business, or incidental thereto.
6. To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of stock, bonds, or other evidences of indebtedness, created by other corporations and while the holder of such securities to exercise all the rights and privileges of ownership, including the right to vote thereon.
7. To issue stock, bonds, deeds of trust, debentures, notes or other obligations, and to secure the same by pledge, mortgage, trust deed, or otherwise, on the whole or any part of the property of the Association, real or personal, or to issue such obligations without security.
8. To issue certificates of stock as provided by law and the by-laws of the association.
9. This association may purchase supplies and equipment for non-members in an amount the value of which does not exceed the value of the supplies and equipment purchased for members, provided that the value of the purchases made for persons who are neither members

nor producers does not exceed fifteen per centum of the value of all its purchases.

10. To apply for, take out, acquire, own, use and dispose of trademarks, copyrights and patents necessary, convenient or desirable for furthering any of the corporate purposes of this Association.

11. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this association, but said Association shall have all the privileges and immunities granted by the Acts of Congress of the United States and the Laws of the State of Idaho to cooperative associations and be subject only to such restrictions, and limitations as may be contained in said acts of Congress and the Laws of the State of Idaho. And, in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the laws of this state to ordinary corporations, except as such powers may be restricted, or denied by the Acts of Congress of the United States or the Laws of the State of Idaho.

ARTICLE III.

The Post Office address and principal office and place of business of this Association shall be at Sandpoint, County of Bonner State of Idaho, but offices or places of business may be located at any other point within this State or any other place in the United States.

ARTICLE IV

The duration of this association shall be for a period of fifty(50) years, from and after the filing of these articles of Incorporation.

ARTICLE V

The amount of capital stock of this corporation shall be five thousand Dollars (\$5000.00) and the capital shall be represented

by and divided into five hundred (500) shares with a par value of Ten dollars (\$10.00) each.

ARTICLE VI

The stock of this corporation which has actually been subscribed, is as follows:

Names	Shares	Par Value
<u>Fred Foster</u>	<u>1</u>	<u>\$10.00</u>
<u>Frank Cochran</u>	<u>1</u>	<u>\$10.00</u>
<u>A. A. Holien</u>	<u>1</u>	<u>\$10.00</u>
<u>H. S. Crowder</u>	<u>1</u>	<u>\$10.00</u>
<u>A. Kiebert</u>	<u>1</u>	<u>\$10.00</u>

ARTICLE VII

Each member of this association shall subscribe for, or own at least one share of the capital stock of this corporation.

ARTICLE VIII

The conditions under which the certificate of stock of this association may be transferred and the restrictions or privileges attaching the ownership thereof shall be as follows:

1. The certificates of stock of this Association shall be sold, to, and shall be held only by those eligible for membership as determined by the by-laws of the Association, and who are approved as members by a majority of the Board of Directors. The stock may only be transferred to the association or to a party who has been approved as a member by the Board of Directors of the Association. Any attempt to transfer such certificate of stock as described herein, and as further provided in the by-laws, shall vest no title in the purchaser or receiver and no rights of the original holder to participate in the affairs or savings of the Association.
2. Each certificate of stock shall have printed thereon a clear and concise statement of all restrictions and limitations upon ownership, voting power, transfer, or other conditions, affecting the rights and privileges of the holder thereof.

ARTICLE IX

This Association is formed to function on a cooperative basis for the mutual benefit of its members. The reasonable reserve as determined by the Board of Directors of the Association not inconsistent with the Laws of the State of Idaho may be set aside from year to year. After setting aside such reserve and making such deductions as may be necessary to retire loans if any, the balance of the net earnings or savings of the Association shall be distributed to the members on a patronage basis as determined by the Board of Directors, not inconsistent with the Laws of the State of Idaho.

ARTICLE X

This Association shall be managed by a board of not less than five (5) nor more than thirteen (13) directors as determined by the by-laws of the Association. The directors shall be elected by and from the members of the Association, at such time and for such terms of offices as the by-laws may prescribe, and shall hold office during the term for which they are elected, and until their successors are elected and qualified; but a majority of the members shall have the power, at any regular or special meeting legally called for that purpose, to remove any director or officer for cause, and fill the vacancy. Each of said directors must be a member of the Association. Each member of this Association shall have one vote in all elections and each member of the Board of Directors shall have one vote in all meetings of the Board of Directors."

That said Resolution was adopted by the unanimous vote of all the members present. That the members of said Corporation present, ~~which~~ type $\frac{2}{3}$, constituted more than two-thirds of the total vote represented by the members of said Corporation.

IN WITNESS WHEREOF, we have hereunto fixed our signatures in triplicate this 19th day of December, 1936.

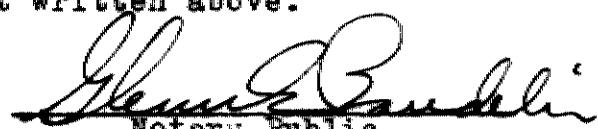
E. Schwinne
President

Carl R. Messer
Secretary

STATE OF IDAHO)
: ss.
County of Bonner)

On this 19th day of December, 1936, before me
Glenn E. Bandelin, a Notary Public in and for said County
and State, personally appeared E. Schevenius and Carl R.
Meserve, 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 seal the day and year first written above.


Notary Public