

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

JACOBS DISTRIBUTING CO., INC.

was filed in the office of the Secretary of State on the **Twenty-Third** day of **August**, A.D. One Thousand Nine Hundred **Sixty**, and duly recorded on Film No. **112** 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 **Boise**, in the County of **Ada**.

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 **23rd** day of **August**, A.D., 19 **60**.

ARTICLES OF INCORPORATION
OF
JACOBS DISTRIBUTING CO., INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves, and do hereby and by these Articles of Incorporation, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of this corporation shall be JACOBS DISTRIBUTING CO., INC.

II.

The term for which this corporation shall exist shall be in perpetuity.

III.

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, Ada County, Idaho.

IV.

The objects and purposes for which this corporation is formed shall be and are:

(a) To carry on the business of buying and selling petroleum products of all types and nature as a wholesaler, retailer, broker or

jobber, including the buying and selling of automotive parts and equipment as a wholesaler, retailer, broker or jobber.

(b) To enter into, make and perform and carry out contracts of every kind and character with any person, firm, association or corporation.

(c) To perform services of every kind and nature authorized by law for any person, firm, association or corporation.

(d) To acquire the good will, rights and property of any person, firm, association or corporation, and to pay for the same in cash, stocks, notes or bonds of this corporation, or otherwise.

(e) To purchase, own, lease, hold, improve, sell and convey such real estate, and to construct, lease and maintain thereon such buildings or other improvements as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho, and to buy, own, lease, improve, sell or convey such other real estate as shall be acquired by this corporation in the conduct of its business.

(f) To purchase, own, hold, vote, sell or hypothecate the stocks and bonds of other corporations, and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances or other evidence of indebtedness, ownership, title or security as may be acquired by this corporation in the usual and ordinary transaction of its business.

(g) To borrow money in the name of this corporation in such amounts as the stockholders or directors may determine, and issue as evidence thereof notes, bonds, or other evidence of indebtedness of this corporation, and to secure the payment of the same, when required, by mortgages, trust deeds, pledges, assignments, or other conveyances of all or any portion of its property, real or personal.

(h) To obtain licenses for, carry on and promote any other business whatsoever which may seem to the officers or stockholders or directors of this corporation capable of being carried on in connection with the foregoing objects and purposes, or calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its property, and generally to have, enjoy and exercise all the rights, powers and privileges which are now, or which may hereafter be, conferred upon corporations organized under the laws of the State of Idaho.

(i) To carry out the objects and purposes for which this corporation is formed as principal, agent, or otherwise, to the same extent as natural persons might do.

(j) To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other state or territory of the United States, as the Board of Directors may from time to time determine.

(k) It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.

V.

The business of this corporation shall be managed and conducted

by a Board of Directors of not less than three (3) or more than five (5) in number, as the By-Laws may determine, the first board to be elected at a meeting of the stockholders of this corporation, and the entire board to be elected annually thereafter at the annual meeting of the stockholders of this corporation. The directors or officers of the corporation need not be stockholders to serve in either of those capacities.

VI.

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated or at such other place, within or about the State of Idaho, as may be designated by resolution of the Board of Directors.

VII.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws and adopt new By-Laws for the corporation.

VIII.

This corporation shall have a total authorized capital stock of \$5000.00, divided into 50 shares of common stock of the par value of \$100.00 per share. The names and post office addresses, together with the number of shares of stock subscribed by each of the incorporators, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>PAR VALUE</u>
Donald C. Jacobs	204 E. Boise Avenue Boise, Idaho	1	\$100.00
Ruth V. Jacobs	204 E. Boise Avenue Boise, Idaho	1	\$100.00
Robert W. Green	517 Idaho Building Boise, Idaho	1	\$100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22nd day of August, 1960.

Donald C. Jacobs

Ruth V. Jacobs

Robert W. Green

STATE OF IDAHO)
 : ss.
County of Ada)

On this 22nd day of August, 1960, before me, the undersigned, a Notary Public in and for Idaho, personally appeared DONALD C. JACOBS, RUTH V. JACOBS and ROBERT W. GREEN, 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 affixed my official seal the day and year in this certificate first above written.

Eraine Seed

Notary Public for Idaho
Residing at Boise, Idaho.