

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CARROLL'S TRAVEL PLAZA, INC.

File number C 113011

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: December 18, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Sikel*

Dec 18 10 59 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

Dec 14 8 45 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**CARROLL'S TRAVEL PLAZA, Inc.**

IDAHO SECRETARY OF STATE  
DATE 12/14/1995 0900 21765

2

CK #: 11219 CUST# 21237

CORP

1@ 100.00= 100.00

#= C

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being all bona fide residents of the United States of America, and each being over the age of eighteen (18) years, do under and in pursuant of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves and such other persons as may hereafter become associated with us into a body politic and corporate, and to that end execute the following **ARTICLES OF INCORPORATION**, and we hereby set forth and declare as follows:

**I.**

The name of this corporation is and shall be **CARROLL'S TRAVEL PLAZA, INC.** The registered office shall be Rural Rt. 1 Box 20A, City of Arco, State of Idaho, County of Butte. The registered agent shall be **O'Donald Carroll**, with the same address as the registered office.

**II.**

The term of the existence of this corporation shall be perpetual.

### III.

The principal place of business and office of this corporation shall be Rural Rt. 1 Box 20A (Highway 20/26), City of Arco, County of Butte, State of Idaho, and that other offices for the transaction of business of the corporation shall be established by the Board of Directors from time to time, both within and outside of the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principal office or at such other places as the By-Laws shall provide.

### IV.

The purpose for which this corporation is being formed, is as follows: This Corporation is being organized for any legal and lawful purpose, pursuant to the Idaho Corporation Code, and further, any legal and lawful purpose not disallowed by the Articles of Incorporation.

### V.

The corporate powers, business and property of the Corporation shall be exercised, conducted and controlled by a Board of Directors, who shall be elected by the stockholders in accordance with the By-Laws, and who shall have the power to repeal, amend and adopt new By-Laws of and for the corporation, and to hold their

meetings pursuant to the provisions of the By-Laws, and at such places and at such times as the said Board of Directors may, by

resolution, direct or by act of the Board of Directors fix, both within and outside of the State of Idaho.

VI.

The Board of Directors shall consist of the following persons:

O'Donald Carroll

Rt 1 Box 138  
Arco, Idaho 83213

Glenda Carroll

Rt. 1 Box 138  
Arco, Idaho 83213

The Board of Directors shall also consist of any persons, as from time to time, might be designated, not to exceed Five (5) in number, all with the addresses as set forth hereinabove, and also set forth in Paragraph IX of these Articles.

VII.

The amount of the authorized capital stock shall be \$1,000,000.00, divided into 10000 shares, with the par value of \$100.00 per share. Said 10000 shares shall be non-assessable, all common, one class will full voting rights.

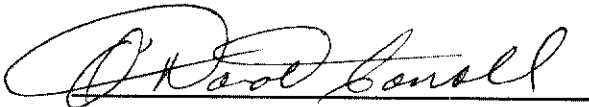
VIII.

The amount of said capital stock that has been actually subscribed is one-hundred (100) shares, and the names and addresses

| <u>NAME</u>      | <u>ADDRESS</u>                     | <u>NO. OF<br/>SHARES</u> |
|------------------|------------------------------------|--------------------------|
| O'Donald Carroll | Rt. 1 Box 138<br>Arco, Idaho 83213 | <u>50</u>                |
| Glenda Carroll   | Rt. 1 Box 138<br>Arco, Idaho 83213 | <u>50</u>                |

That the foregoing named incorporators are all persons of full age and fully competent and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 12<sup>th</sup> day of December, 1995.

 (SEAL)

 (SEAL)

STATE OF IDAHO            )  
                              ) ss.  
County of Bannock        )

On this 11th day of December, 1995, personally appeared before me, O'Donald Carroll and Glenda Carroll, 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 date and year first above written.

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at: Pocatello, Idaho

