



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WISER DISTRIBUTORS, INC.

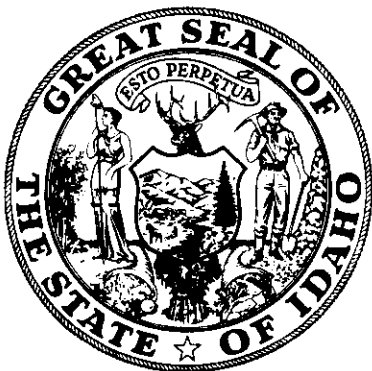
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

WISER DISTRIBUTORS, INC.

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 July 21, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

JUL 21 8 00 AM '81
RECORDED & INDEXED

ARTICLES OF INCORPORATION

OF

WISER DISTRIBUTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, all citizens of the United States of America, each being over the age of eighteen years, do hereby associate ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, for the purposes expressed in the following Articles, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

1. Name of Corporation: The name of the corporation shall be WISER DISTRIBUTORS, INC.

ARTICLE II

2. Purpose: The purpose or purposes for which this corporation is organized shall be, or includes, the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act, which is to include, but not limited to, the wholesale and retail distribution of petroleum products and the buying, selling and dealing in all classes or types of real or personal property; the operation and maintenance of retail and/or wholesale outlets to accomplish said purposes; and to provide personal services as may be required or associated with the above stated purposes.

ARTICLE III

3. Term: The period of duration of this corporation shall be perpetual.

ARTICLE IV

4. Corporate Stock: The aggregate number of shares which the corporation shall have authority to issue is five thousand shares (5,000), with each share having as its par value the amount of One Dollar (\$1.00). There shall be one class of shares, all of which shall be referred to as common shares.

ARTICLE V

5. Restriction on Transfer of Stock: The transfer of the corporate stock as referred to in Article IV shall be restricted pursuant to a certain Stock Purchase Agreement which shall be entered into by and between the shareholders of this corporation. A copy of said Stock Purchase Agreement shall be held by the registered agent for inspection upon request.

ARTICLE VI

6. Registered Office: The registered office of this corporation shall be located at Wiser Distributors, Inc., North East Main, Blackfoot, Idaho, 83221.

ARTICLE VII

7. Registered Agent: The registered agent of this corporation shall be Dean S. Wiser, (^{home address} Route 3, Box 375, Blackfoot, Idaho, 83221.)

ARTICLE VIII

8. Incorporators: The name and address of each incorporator is as follows:

Dean S. Wiser
Route 3, Box 375
Blackfoot, Idaho 83221

Scott A. Wiser
P. O. Box 118
Blackfoot, Idaho 83221

ARTICLE IX

9. Board of Directors: The number of directors constituting the initial Board of Directors of this corporation shall be determined by the By-Laws of this corporation to be at the first annual meeting of the shareholders, or thereafter, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors be elected and qualify, shall be as follows:

Dean S. Wiser
Route 3, Box 375
Blackfoot, Idaho 83221


Scott A. Wiser
P. O. Box 118
Blackfoot, Idaho 83221

ARTICLE X

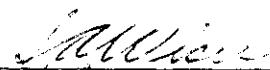
10. Contracts: No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of capital stock of such other corporation is owned by the corporation, and no act of the corporation shall

be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director individually may be a party to or may be pecuniarily or otherwise interested in a contract or transaction of the corporation and any directors of the corporation who are so interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with the same right, force and effect as if he were not such director of office of such corporation and not so interested therein. The same shall apply if any officer or director of this corporation shall be interested in any other form of business entity dealing with this corporation.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation this 31st day of May, 1981.



Dean S. Wiser



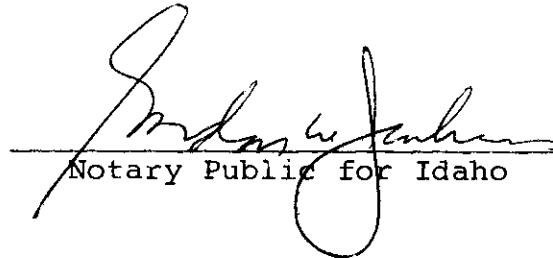
Scott A. Wiser

STATE OF IDAHO)
County of Bonneville } ss.

I, the undersigned Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho,

certify that on this 31st day of May, 1981, before me, personally appeared DEAN S. WISER and SCOTT A. WISER known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, and swore to the truth therein stated.

WITNESS my hand and official seal this 31st day of May, 1981.


Notary Public for Idaho

(Seal)