

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
of
KELLY'S CONOCO, INC.

OCT 23 AM 9:25
CLERK OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, desirous of forming a corporation under the laws of the State of Idaho, and pursuant to the laws thereof, have agreed, and do certify, as follows:

I
NAME

That the name of the corporation shall be Kelly's Conoco, Inc..

II
INCORPORATORS

The incorporator, being a natural person over the age of twenty-one years or more,
is

NAME
Kelly Spackman

ADDRESS
104 So State
Preston, Idaho 83263

III
DURATION

The corporation shall have perpetual existence, unless it is dissolved by act of the shareholders, or by operation of law.

IV
OBJECTS AND PURPOSES

The nature of the business, and the objects and purposes of the corporation, are to operate convenience stores, and to carry out these general purposes and related objectives. To engage in and do all lawful acts concerning any and all lawful business whatsoever, either as principal or as agent or both, or as a syndicate which the corporation may deem convenient or proper.

IDAHO SECRETARY OF STATE

10/23/2000 09:00
CR: 8352 CT: 86843 DM: 356213

1 @ 100.00 = 100.00 CORP # 2

0136057

V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation within the state of Idaho shall be in Franklin County, Idaho. The exact mailing address of the corporation will be as follows:

104 So State
Preston, ID 83263

VI
CAPITAL STOCK

The authorized number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000), with no par value for each share. Each share shall entitle the holder thereof to one vote on each matter submitted to vote at a meeting of the shareholders. There shall be no cumulative voting.

VII
OFFICERS AND DIRECTORS

The initial officers of the corporation and their respective office are:

<u>NAME</u>	<u>OFFICE</u>
Kelly Spackman	President

The initial Board of Directors of the corporation are:

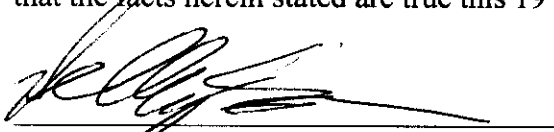
<u>NAME</u>
Kelly Spackman

VIII
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at 104 So State, Preston, Idaho 83263.

The initial registered agent shall be Kelly Spackman.

The undersigned incorporators executed these Articles of Incorporation, certifying that the facts herein stated are true this 19th day of October, 2000.



Kelly Spackman