



CERTIFICATE OF INCORPORATION
OF

SLIM'S 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 _____

SLIM'S 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 _____ October 10 _____, 19 79 .



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

SLIM'S INC.

FILED
79 OCT 10 AM 10:02
SECRETARY OF
STATE

WHEREAS, THE INCORPORATORS HEREINAFTER NAMED DESIRE TO ASSOCIATE THEMSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND PARTICULARLY THE IDAHO BUSINESS CORPORATION ACT, AND THEY THEREFORE, FOR THAT PURPOSE HAVE ADOPTED AND DO HEREBY ADOPT, CERTIFY, AND DECLARE THE FOLLOWING TO BE THEIR ARTICLES OF INCORPORATION AND AGREEMENT, TO-WIT:

ARTICLE I

NAME

THE NAME OF THE CORPORATION SHALL BE SLIM'S INC. AND ITS PRINCIPAL PLACE OF BUSINESS SHALL BE 960 DELMAR DRIVE, TWIN FALLS, IDAHO 83301, WITH THE MAILING ADDRESS THE SAME, WITH SUCH OTHER OFFICES AND PLACES OF BUSINESS AS MAY BE ESTABLISHED AND CONTINUED WITHIN AND OUTSIDE THE STATE OF IDAHO, AS THE BOARD OF DIRECTORS MAY DETERMINE.

ARTICLE II

TERM OF EXISTENCE

THIS CORPORATION SHALL COME INTO EXISTENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE SECRETARY OF STATE OF THE STATE OF IDAHO, AND SHALL CONTINUE FOR PERPETUITY.

ARTICLE III

PURPOSE

THE PURPOSE, OBJECT AND BUSINESS OF THIS CORPORATION SHALL BE TO ENGAGE IN THE WHOLESALE OR RETAIL SALE OF PETROLEUM AND RELATED PRODUCTS AND MERCHANDISE; BUT SHALL NOT BE LIMITED TO THIS SPECIFIC ACTIVITY. THE CORPORATION SHALL HAVE

THE RIGHT TO ENTER INTO ANY LEGAL BUSINESS PURPOSE AUTHORIZED BY THE BOARD OF DIRECTORS. THE CORPORATION MAY ENGAGE IN THE DEVELOPMENT OF REAL ESTATE, MANAGEMENT OF BUSINESS PROPERTIES, AND THE GENERAL OPERATION OF RELATED ACTIVITIES. IT SHALL HAVE THE AUTHORITY TO CONSTRUCT, REMODEL, BUILD, LEASE OR OTHERWISE ACQUIRE RIGHTS IN OR OWNERSHIP OF ALL TYPES OF REAL OR PERSONAL PROPERTY NECESSARY OR CONVENIENT TO CARRY OUT ITS PURPOSES.

THE CORPORATION SHALL HAVE THE POWER TO ENTER INTO, MAKE, PERFORM, AND CARRY OUT ALL CONTRACTS NECESSARY OR CONVENIENT TO PURSUE THESE PURPOSES: TO BORROW MONEY AND MORTGAGE OR PLEDGE ITS PROPERTY, BOTH REAL AND PERSONAL, TO SECURE SAID LOANS; TO LEND MONEY; TO BUY AND SELL REAL AND PERSONAL PROPERTY NECESSARY OR CONVENIENT FOR ACCOMPLISHING ITS PURPOSES; AND TO ASSOCIATE WITH OTHER INDIVIDUALS OR COMPANIES IN JOINT VENTURES OF GENERAL CONTRACTING OR SUBCONTRACTING, TO DO ANY AND ALL THINGS HEREIN SET FORTH TO THE SAME EXTENT AS A NATURAL PERSON MIGHT OR COULD DO IN THE STATE OF IDAHO, OR ANY OTHER STATE, TERRITORY, COLONY OR POSSESSION OF THE UNITED STATES OF AMERICA, OR IN ANY PART OF THE WORLD.

THE CORPORATION MAY ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS OF EVERY TYPE AND KIND WITH ANY PERSON, FIRM, ASSOCIATION, CORPORATION PRIVATE OR PUBLIC, MUNICIPAL OR BODY POLITIC, AND WITH THE GOVERNMENT OF THE UNITED STATES OR ANY FOREIGN GOVERNMENT.

WITHOUT IN ANY WAY LIMITING OR RESTRICTING ANY OF THE OBJECTIVES AND POWERS OF THE CORPORATION, IT IS HEREBY DECLARED AND PROVIDED THAT THE CORPORATION SHALL HAVE THE POWER TO ISSUE BONDS AND OTHER OBLIGATIONS, AND SHARES OF ITS OWN CAPITAL STOCK IN PAYMENT FOR PROPERTY PURCHASED OR ACQUIRED BY IT, OR FOR ANY OTHER LAWFUL OBJECT IN AND ABOUT ITS BUSINESS.

THE CORPORATION MAY ENGAGE IN AND PURSUE ANY BUSINESS OR UNDERTAKING WHATSOEVER, WHICH THE BOARD OF DIRECTORS MAY CONSIDER USEFUL OR NECESSARY FOR THE BENEFIT OF THE CORPORATION, WHETHER SPECIFICALLY SET FORTH IN THESE ARTICLES OR NOT, AND TO DO AND PERFORM ANY AND EVERY ACT OR ACTS NECESSARY OR EXPEDIENT IN ACCOMPLISHING ANY OF THE PURPOSES OF THIS CORPORATION.

ARTICLE IV

SHARES

THE CORPORATION SHALL HAVE AS STOCK ONE HUNDRED THOUSAND (100,000) SHARES

OF COMMON STOCK WITH A PAR VALUE OF FIVE (\$.05) CENTS FOR A TOTAL STATED VALUE OF FIVE THOUSAND (\$5,000) DOLLARS. EACH SHARE SHALL HAVE EQUAL RIGHTS INCLUDING THE RIGHT OF ONE VOTE AT ALL STOCKHOLDERS MEETINGS.

ARTICLE V

RESTRICTION ON TRANSFERS OF SHARES

ANY SHAREHOLDER DESIRING TO DISPOSE OF HIS SHARES MUST FIRST OFFER THOSE SHARES TO THE THEN EXISTING OTHER SHAREHOLDERS WHO HAVE THE RIGHT TO PURCHASE THAT PERCENTAGE OF THE STOCK BEING SOLD AS THE NUMBER HE OWNS BEARS TO THE TOTAL OWNED BY THE OTHER STOCKHOLDERS OF RECORD. ANY SHARES THAT ARE NOT PURCHASED BY THE THEN EXISTING SHAREHOLDERS MUST BE OFFERED TO THE CORPORATION TO BE REACQUIRED AS TREASURY STOCK BEFORE BEING OFFERED FOR SALE.

THE PRECEDING PARAGRAPH IN NO WAY LIMITS THE POWER OF THE BOARD OF DIRECTORS TO ISSUE AND SELL SHARES IN PERFORMING AN INCENTIVE OPTION GRANTED ITS OFFICERS OR EMPLOYEES OR TO ISSUE SHARES IN PAYMENT FOR PROPERTY TANGIBLE OR INTANGIBLE OR REAL OR PERSONAL AND TO SELL TREASURY SHARES WITHOUT FIRST OFFERING THE SHARES TO THE SHAREHOLDERS.

ARTICLE VI

REGISTERED AGENT

THE REGISTERED AGENT SHALL BE W. ROYCE DERRICOTT WITH THE MAILING ADDRESS OF 960 DELMAR DRIVE, TWIN FALLS, IDAHO 83301.

ARTICLE VII

INCORPORATORS

THE INCORPORATORS OF THIS CORPORATION AND THEIR ADDRESSES FOLLOW:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
W. ROYCE DERRICOTT	960 DELMAR DRIVE TWIN FALLS, IDAHO 83301	1,000
DIANNE DERRICOTT	960 DELMAR DRIVE TWIN FALLS, IDAHO 83301	1,000

ARTICLE VIII

BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF TWO (2) DIRECTORS, WHO SHALL SERVE UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED. DIRECTORS SHALL SERVE FOR TERMS OF ONE (1) YEAR.

THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS FOLLOW:

<u>NAME</u>	<u>ADDRESS</u>
W. ROYCE DERRICOTT	960 DELMAR DRIVE TWIN FALLS, IDAHO 83301
DIANNE DERRICOTT	960 DELMAR DRIVE TWIN FALLS, IDAHO 83301

ARTICLE IX

LIABILITY

THE PRIVATE AND JOINT OR INDIVIDUAL PROPERTY OF THE STOCKHOLDERS OF THIS CORPORATION SHALL NOT BE LIABLE FOR THE DEBTS, OBLIGATIONS, OR LIABILITIES OF THIS CORPORATION. SHARES OF STOCK OF THE CORPORATION SHALL BE NON-ASSESSABLE.

STATE OF IDAHO

COUNTY OF TWIN FALLS

W. ROYCE DERRICOTT AND DIANNE DERRICOTT BEING FIRST DULY AND SEVERALLY SWORN,
EACH DEPOSES AND SAYS: THAT THEY ARE THE TWO (2) INCORPORATORS OF SLIM'S INC.:
THAT IT IS THEIR BONA FIDE INTENTION TO COMMENCE AND CARRY ON THE BUSINESS
ADDRESSED IN THE ARTICLES OF INCORPORATION.

W. Royce Derricott

Dianne H. Derricott

SUBSCRIBED AND SWORN TO ME THIS 3rd DAY OF OCTOBER 1979

Joseph A. Young
NOTARY PUBLIC
RESIDING IN TWIN FALLS, IDAHO

MY COMMISSION EXPIRES:

Life time