



**Department of State.**

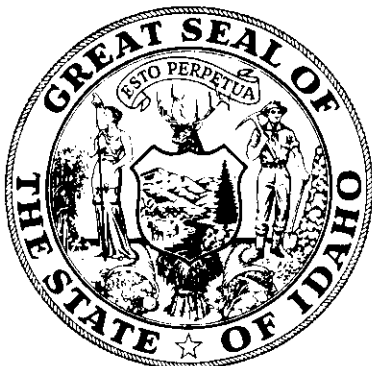
**CERTIFICATE OF AUTHORITY  
OF**

**BARTHOLOMEW OIL CO., INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BARTHOLOMEW OIL CO., INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **BARTHOLOMEW OIL CO., INC.** to transact business in this State under the name **BARTHOLOMEW OIL CO., INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 8**, 19 **81**.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Renny Gorsa*

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BARTHOLOMEW OIL CO., INC.
2. \*The name which it shall use in Idaho is BARTHOLOMEW OIL CO., INC.
3. It is incorporated under the laws of the State of Washington
4. The date of its incorporation is June 1, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 505 Elm Street, Clarkston, Asotin County, Washington
6. The street address of its proposed registered office in Idaho is 1111 "F" Street (Post Office Box 1367), Lewiston, ID 83501, and the name of its proposed registered agent in Idaho at that address is Robert L. Brower
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
The wholesaling and retailing of petroleum and related products and in addition, but without limitation, the power to purchase stock, invest money and deal in real estate
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Mildred F. Bartholomew</u>	<u>President</u>	<u>1021 Chestnut St., Clarkston, WA 99403</u>
<u>Gary A. Bartholomew</u>	<u>Treasurer</u>	<u>1475 Hillcrest Way, Clarkston, WA 99403</u>
<u>Lola Bartholomew</u>	<u>Secretary</u>	<u>1475 Hillcrest Way, Clarkston, WA 99403</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500,000</u>	<u>Common</u>	<u>\$ .10 per share</u>
<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                    </u>	<u>                    </u>	<u>                    </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500,000</u>	<u>Common</u>	<u>\$ .10 per share</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 6, 19 81.

BARTHOLOMEW OIL CO., INC.

By Mildred F. Bartholomew

Its \_\_\_\_\_ President

and John Bartholomew

Its \_\_\_\_\_ Secretary

STATE OF WASHINGTON )  
 )ss:  
COUNTY OF Asotin )

I, the undersigned, a notary public, do hereby certify that on this 6th day of October, 19 81, personally appeared before me MILDRED F. BARTHOLOMEW, who being by me first duly sworn, declared that ~~she~~ is the president of BARTHOLOMEW OIL CO., INC.

that ~~she~~ signed the foregoing document as president of the corporation and that the statements therein contained are true.

James H. Larsen  
Notary Public

\*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

FILED

JUN 1 - 1981

SECRETARY OF STATE  
STATE OF WASHINGTON

BARTHOLOMEW OIL CO., INC.

The undersigned domestic corporation comes for the purpose of forming a corporation under the laws of the State of Washington, and in pursuance thereof, does hereby sign and deliver in duplicate to the Secretary of State of the State of Washington the following Articles of Incorporation, and does state as follow:

ARTICLE I

The name of the corporation shall be:

BARTHOLOMEW OIL CO., INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

To do all things necessary and pertinent relating to the buying and selling of oil and gasoline related products and in addition thereto, but without limitation, the corporation shall have the power to purchase stock, invest money and deal in real estate, and do any and all other business related activities not in violation of the laws of the State of Washington or the United States of America.

ARTICLE IV

1. The aggregate number of shares which the corporation shall have authority to issue is five hundred thousand (500,000) shares.

2. Such shares are to consist of one class only (common) and shall have a par value of Ten Cents (\$.10) per share.

3. The aggregate value of all shares shall be Fifty Thousand Dollars (\$50,000.00).

Articles of  
Incorporation

1

LITTLE & PIKE  
Attorneys at Law  
TELEPHONE (509) 758-2501  
726 SIXTH STREET  
CLARKSTON, WASHINGTON

1 ARTICLE V

2 The preemptive right of shareholders to acquire ad-  
3 ditional shares of the corporation and/or to acquire the  
4 shares of a deceased shareholder(s) who wishes to sell,  
5 shall be as follows: Existing shareholders shall have a  
6 first right to purchase additional shares of the corporation  
7 or a predeceased or selling shareholder's shares on an equal  
8 basis at a market value established at the annual meeting as  
9 hereinafter described, and if any existing shareholder does  
10 not wish to purchase any of said shares, then the remaining  
11 shareholder(s) shall have first option to purchase any of  
12 said stock.

13 Further, subject to the laws of the State of Washington,  
14 the corporation shall have the preemptive rights heretofore  
15 stated to purchase and/or redeem its own stock. Said power  
16 to purchase and/or redeem shall be in accordance with RCW  
17 23A.08.030.

18 ARTICLE VI

19 The corporate shares of the stock either issued or  
20 nonissued shall not be used as collateral in any negoti-  
21 ations or monied business dealings, either individually or  
22 corporately, unless so authorized by a unanimous vote of all  
23 shareholders.

24 ARTICLE VII

25 This corporation is organized and all operations shall  
26 be with the intent of operating within the scope of Section  
27 1244 of the Internal Revenue Code of the United States of  
28 America.

29 ARTICLE VIII

30 The voting rights of the shareholders and the powers of  
31 the board of directors shall be set out in the by-laws of

1 the corporation.

2 ARTICLE IX

3 The address of the initial registered office of the  
4 corporation shall be as follows: Post Office Box 191, Clarkston,  
5 Washington 99403. (726 Sixth Street). The name of the  
6 initial registered agent of the corporation at such address  
7 is Lloyd L. Pike.

8 ARTICLE X

9 The corporation shall have the power to buy and sell  
10 its own stock upon the vote of a majority of the share-  
11 holders.

12 ARTICLE XI

13 The number of directors constituting the initial board  
14 of directors of the corporation shall be three (3). There-  
15 after the board may be increased or decreased in accordance  
16 with the laws of the State of Washington.

17 The names and addresses of the persons who are to serve  
18 as directors until the second Tuesday of December of each  
19 year, which is designated as the annual meeting of share-  
20 holders, are as follows:

21 Mildred F. Bartholomew 1021 Chestnut Street  
Clarkston, WA 99403

22 Gary A. Bartholomew 1475 Hillcrest Way  
23 Clarkston, WA 99403

24 Lola J. Bartholomew 1475 Hillcrest Way  
25 Clarkston, WA 99403

26 ARTICLE XII

27 The name and address of the incorporators are as  
28 follows:

29 Mildred F. Bartholomew 1021 Chestnut Street  
Clarkston, WA 99403

30 Gary A. Bartholomew 1475 Hillcrest Way  
31 Clarkston, WA 99403

1 Lola J. Bartholomew

1475 Hillcrest Way  
Clarkston, WA 99403

2  
3 IN WITNESS WHEREOF, the incorporators have hereunto set  
4 their hands this 28th day of May, 1981.

5 BARTHOLOMEW OIL CO., INC.

6  
7 Mildred F. Bartholomew  
8 Mildred F. Bartholomew

9  
10 Gary A. Bartholomew  
11 Gary A. Bartholomew

12 Lola J. Bartholomew  
Lola J. Bartholomew

13 SUBSCRIBED and sworn to before me this 28th day of May,  
14 1981.

15 Charles H. Lawrence  
16 Notary Public in and for the State of  
17 Washington, residing at Clarkston.