



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

I, **GEO. H. CURTIS**, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

CO-OP GAS & SUPPLY CO. INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Tenth** day of **March** 194 **3**,

original articles of amendment, as provided by Section ~~§~~ 29-145, 29-146 and 22-2009, Idaho Code Annotated, amending Article IX of the Articles of Incorporation

and that the said articles of amendment contain the statement of facts required by law, and are recorded in ^{on John Hall #1} ~~Book A-88~~ of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That Article IX of the Articles of Incorporation has been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **Tenth** day of **March**, in the year of our Lord one thousand nine hundred forty ~~three~~, and of the Independence of the United States of America the One Hundred ~~sixty-seventh~~.

Secretary of State.

AMENDED
ARTICLES OF INCORPORATION
OF
CO-OP GAS AND SUPPLY COMPANY, INC.

ARTICLE I

The name of this Corporation shall be:

CO-OP GAS & SUPPLY CO., INC.

ARTICLE II

The purpose for which the corporation is formed, and the business and pursuit in which it proposes to engage is:

1. To promote and provide a medium for unity of effort in buying and distributing petroleum products, automotive accessories and other commodities, to serve as an Agency through which economies in agricultural products may be made through collective buying and handling of petroleum products, automotive accessories and other commodities; and to encourage and develop cooperation among both producers and consumers.
2. To engage in any activity in connection with the buying, transporting, storing, handling, selling and distributing of oil, gasoline, kerosene, distillate, greases or other petroleum products and automotive accessories, or any other commodities that may be bought, sold or otherwise handled to the advantage of the Corporation or its members.
3. To act in its own name as principal or agent; to contract with producers, refiners, manufacturers, brokers, wholesalers, or others, both in the United States and foreign countries, to establish its own agencies or branches anywhere, at any time; and to act as a joint agency or as representative of other cooperative associations, persons, firms or corporations of any kind or to become a stockholder or member of other cooperative associations or corporations, to establish and maintain joint agencies, cooperative or otherwise, to join other organizations or otherwise cooperate with other groups.
4. To borrow or lend money, either as principal or agent, giving or taking such evidence of indebtedness or security as may be necessary or desirable for the purpose of making advances to members for the purchase of any property or commodity or for other purposes.
5. To buy, acquire, hold, own, lease, sell or otherwise dispose of and exercise all privileges of ownership over such real or personal property of any character, either within or without the state, as may be deemed necessary or desirable for the conduct of its business, or incidental thereto.
6. To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of stock, bonds, or other evidences of indebtedness, created by other corporations and while the holder of such securities to exercise all the rights and privileges of ownership, including the right to vote thereon.

7. To issue stock, bonds, deeds of trust, debentures, notes or other obligations, and to secure the same by pledge, mortgage, trust deed, or otherwise, on the whole or any part of the property of the association, real or personal, or to issue such obligations without security.
8. To issue certificates of stock as provided by law and the by-laws of the association.
9. This association may purchase supplies and equipment for non-members in an amount the value of which does not exceed the value of the supplies and equipment purchased for members, provided that the value of the purchases made for persons who are neither members nor producers does not exceed fifteen per centum of the value of all of its purchases.
10. To apply for, take out, acquire, own, use and dispose of trademarks, copyrights and patents necessary, convenient or desirable for furthering any of the corporate purposes of this association.
11. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this association, but said association shall have all the privileges and immunities granted by the Acts of Congress of the United States and the Laws of the State of Idaho to cooperative associations and be subject only to such restrictions, and limitations as may be contained in said Acts of Congress and the Laws of the State of Idaho. And, in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the association is organized or to the activities in which it is engaged; and in addition, any other rights, powers and privileges granted by the laws of this state to ordinary corporations, except as such powers may be restricted, or denied by the Acts of Congress of the United States or the Laws of the State of Idaho.

ARTICLE III

The Post Office address and principal office and place of business of this association shall be at SANDPOINT, County of BONNER State of IDAHO, but offices or places of business may be located at any other point within this State or any other place in the United States.

ARTICLE IV

The duration of this association shall be for a period of fifty (50) years, from and after the filing of these Articles of Incorporation.

ARTICLE V.

The amount of capital stock of this corporation shall be twenty five thousand Dollars (\$25,000.00) and the capital shall be represented by and divided into twenty-five hundred (2,500) shares with a par value of ten dollars (\$10.00) each.

ARTICLE VI.

The stock of this corporation which has actually been subscribed, is as follows:

Names	Shares	Par Value	Names	Shares	Par Value
Fred Foster	1	\$10.00	H. S. Crowder	1	\$10.00
Frank Cochran	1	\$10.00	A. Kiebert	1	\$10.00
A. A. Hollien	1	\$10.00			

ARTICLE VII

Each member of this association shall subscribe for, or own at least one share of the capital stock of this corporation.

ARTICLE VIII

The conditions under which the certificate of stock of this association may be transferred and the restrictions or privileges attaching the ownership thereof shall be as follows:

1. The certificates of stock of this association shall be sold to and shall be held only by those eligible for membership as determined by the by-laws of the association, and who are approved as members by a majority of the Board of Directors. The stock may only be transferred to the association or to a party who has been approved as a member by the Board of Directors of the association. Any attempt to transfer such certificate of stock as described herein, and as further provided in the by-laws, shall vest no title in the purchaser or receiver and no rights of the original holder to participate in the affairs or savings of the association.
2. Each certificate of stock shall have printed thereon a clear and concise statement of all restrictions and limitations upon ownership, voting power, transfer, or other conditions, affecting the rights and privileges of the holder thereof.

ARTICLE IX

Interest (dividends) shall not be paid on outstanding or paid-up capital stock of the association in excess of 8 per cent per annum, which shall be non-cumulative. The net income of the association, except such amounts as by law are required to be set aside as a reserve fund or permanent surplus or as may be set aside by vote of the stockholders, available for distribution among the members or patrons, or both, as the case may be prescribed in the by-laws, shall be distributed only on the basis of patronage.

ARTICLE X

This association shall be managed by a board of not less than five (5) nor more than thirteen (13) directors as determined by the by-laws of the association. The directors shall be elected by and from the members of the association, at such time and for such terms of offices as the by-laws may prescribe, and shall hold office during the term for which they are elected, and until their successors are elected and qualified; but a majority of the members shall have the power, at any regular or special meeting legally called for that purpose, to remove any director or officer for cause, and fill the vacancy. Each of said directors must be a member of the association. Each member of the Board of Directors shall have one vote in all meetings of the Board of Directors.

STATE OF IDAHO)
) :ss.
County of Bonner)

I hereby certify that the foregoing is a true and correct copy of the Amended Articles of Incorporation of Co-op Gas and Supply, Inc. as amended by the unanimous vote of the stockholders at the annual meeting held December 1, 1938.

Robert H. Karsted
Secretary

STATE OF IDAHO)
 : ss.
COUNTY of Bonner)

We hereby certify that the foregoing Amended Articles of Incorporation as certified by the Secretary have heretofore been duly executed and filed in the manner prescribed by law and We, the undersigned directors of the Co-op Gas & Supply Co., Inc. have heretofore set out hands and seals this 12th day of January, 1943 to indicate our unqualified approval of said Amended Articles of Incorporation and further to comply with the provisions of Sections 22-2001 et seq. I. C. A. and particularly Section 22-2023 thereof.

CO-OP GAS AND SUPPLY COMPANY, INC.

By

A. A. Raker

C. W. Gresham

C. J. Campbell

Robert H. Harstad

C. O. Coble

Clark Kennedy

E. Schererius

STATEMENT OF ACCEPTANCE
OF
CO-OP GAS AND SUPPLY COMPANY, INC.

The Co-op Gas & Supply Company, Inc. by a majority vote of its stockholders has decided to accept the benefits and be bound by the provisions of Chapter 20 of Title 22 Idaho Code Annotated being Sections 22-2001 et seq. of said code. Said acceptance of benefits and compliance with statutory provisions has actually been in effect for all practical purposes since the incorporation of said corporation under the provisions of said Chapter 20 of Title 22 on the 5th day of January, 1937. This statement is made and executed by the Directors of said corporation, who are the same and identical directors as have held office and had the management of said corporation since its original incorporation.

Dated at Sandpoint, Idaho this 12th day of January, 1943.

CO-OP GAS AND SUPPLY COMPANY, INC.

By

A. A. Halim

Frank Cochran

N. Kibert

Carl R. Mesera

H. S. Browder

Fred E. Foster

Eschevenius

Its Directors