



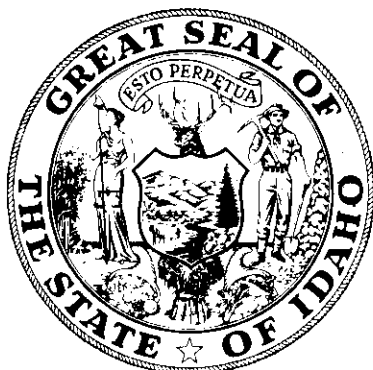
CERTIFICATE OF AUTHORITY
OF

PACIFIC WESTERN RESOURCES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **PACIFIC WESTERN RESOURCES, 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 **PACIFIC WESTERN RESOURCES, INC.** to transact business in this State under the name **PACIFIC WESTERN RESOURCES, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 19, 1983**



SECRETARY OF STATE

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 Pacific Western Resources, Inc.

2. The name which it shall use in Idaho is Pacific Western Resources, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of Utah

4. The date of its incorporation is August 23, 1982 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 68 South Main Street, Suite 300, Salt Lake City, Utah 84111

6. The address to which correspondence should be addressed, if different from that in item 5.

Same as Item 5.

7. The street address of its proposed registered office in Idaho is Clifford Gay

, and the name of its proposed registered agent in Idaho at that address is 631 Broadway South, Buhl, Idaho 83316

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

a) in the business of operating, buying, selling and financing and otherwise dealing with any and all types of domestic and international retail and wholesale gasoline and petroleum businesses and investments; and b) to engage in any business which can lawfully be carried on by a corporation in the State of Utah.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Charles W. Akelrow, Chairman of the Board & President		68 South Main St., Suite 300, Salt Lake City, Utah 84101
Richard J. Anderson, Executive Vice President & Secretary/Treasurer		57 West Joy Drive, Farmington, Utah
Mark E. McSwain, Vice President		84 East 200 North, Farmington, Utah

(continued on reverse)

10. 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
50,000	Common	\$1.00

11. 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
30,000	Common	\$1.00

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

13. 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 18, 1983

Pacific Western Resources, Inc.

By Richard J. Anderson
Its President/Vice President (please specify)

and William K. Sadzick
Its Secretary/Assistant Secretary (please specify)

STATE OF Utah)
)ss
COUNTY OF Salt Lake)

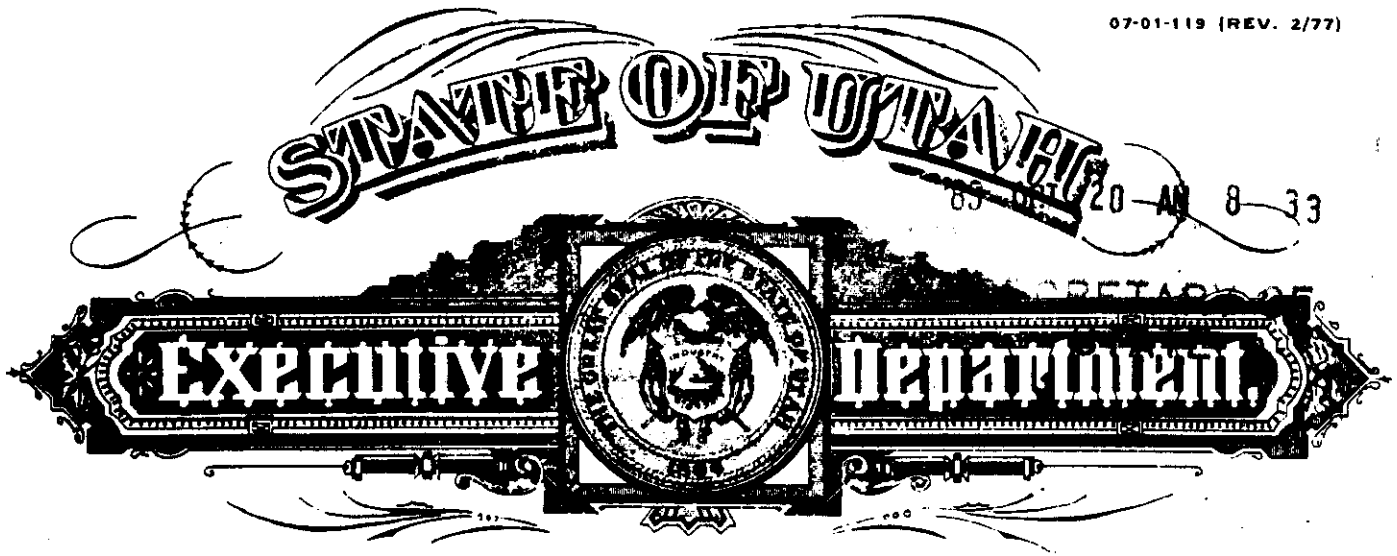
I, Jisa R. Simpson, a notary public, do hereby certify that on this 18th day of October, 19 83, personally appeared before me Richard J. Anderson and William K. Sadzick, who being by me first duly sworn, declared that they are the president and Secretary of Pacific Western Resources, Inc.

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

My Commission Expires:

Oct. 13, 1984

Jisa R. Simpson
Notary Public



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE
 STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full,
 true and correct copy of the Articles of Incorporation of PACIFIC
 WESTERN RESOURCES, INC., a Utah corporation filed with this office on August
 23, 1982.

AS APPEARS OF RECORD IN MY OFFICE.

File #99707

IN WITNESS WHEREOF, I have hereunto
 set my hand and affixed the Great Seal
 of the State of Utah at Salt Lake City, this
 13th day of
 October A.D. 19 83.

David S. Monson

LIEUTENANT GOVERNOR

ARTICLES OF INCORPORATION

OF

FILED in the office of the Lieutenant Governor
of the State of Utah on the 23rd day of August A.D. 1982
PACIFIC WESTERN RESOURCES, INC.

DAVID S. MONSON
Lieutenant Governor

A UTAH CORPORATION

Filing Clerk BS Fees 50.00

99707

We, the undersigned natural persons of the age of
twenty-one (21) years or more, acting as incorporators under
the Utah Corporation Act, adopt the following Articles of
Incorporation:

ARTICLE ONE

Name

The name of the Corporation is Pacific Western Resources, Inc.

ARTICLE TWO

Duration

The period of duration of the Corporation shall be
perpetual.

ARTICLE THREE

Purpose

The nature of the business, and the objects and purposes
proposed to be transacted, promoted and carried on, are to
engage:

(a) in the business of operating, buying, selling and financing
and otherwise dealing with any and all types of domestic and
international retail and wholesale gasoline and petroleum businesses
and investments; and

(b) to engage in any business which can lawfully be carried
on by a corporation in the State of Utah.

The objects and purposes specified herein shall be regarded as
independent objects and purposes and shall not be limited or
restricted by reference to, or inference from, the terms of any other
clause of these Articles of Incorporation.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is Fifty Thousand (50,000) shares. All such shares shall be of the same class, shall have the same rights and preferences and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

Commencement of Business

The Corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

ARTICLE SIX

Pre-emptive Rights

In the event of the increase in the amount of authorized or issued shares of the Corporation, the owners of the shares of the Corporation, at that time outstanding, shall have the right to subscribe in proportion to their ownership for the additional shares to be issued.

ARTICLE SEVEN

Internal Affairs

Provisions for the regulation of the internal affairs of the Corporation are:

(a) That the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

(b) That the said Bylaws may be adopted, altered or amended only by the majority approval of the Board of Directors.

(c) That these Articles may be amended only with the majority approval of the Board of Directors and the majority approval of the Shareholders.

ARTICLE EIGHT

Registered Office

The address of the initial registered office of the Corporation is 425 South 400 East, Salt Lake City, Utah, 84103, and the name of its initial registered agent at such address is Douglas Foxley.

ARTICLE NINE

Directors

The number of directors constituting the Board of Directors of the Corporation shall be not less than three (3) nor more than nine (9) as from time to time provided in the Bylaws. Unless otherwise provided in the Bylaws, the Board shall consist of three (3) Directors. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Names</u>	<u>Addresses</u>
Charles W. Akerlow	68 South Main, Suite 300 Salt Lake City, Utah 84101
Richard J. Anderson	57 West Joy Drive Farmington, Utah 84025
Mark E. McSwain	84 East 200 North Farmington, Utah 84025

ARTICLE ELEVEN

Shareholders

The names and addresses of the initial shareholders of this Corporation are as follows:

<u>Names</u>	<u>Addresses</u>
Pacific Western Industries, Inc.	68 South Main Salt Lake City, Utah 84101

Mark E. McSwain

84 East 200 North
Farmington, Utah 84025

ARTICLE TWELVE

Initial Officers

The names and addresses and positions of each of the initial officers of this Corporation are as follows:

<u>Names</u>	<u>Addresses</u>	<u>Position</u>
Charles W. Akerlow	68 So. Main, Suite 300 Salt Lake City, Utah	Chairman of the Board and President
Richard J. Anderson	57 West Joy Drive Farmington, Utah	Executive Vice President and Secretary/Treasurer
Mark E. McSwain	84 East 200 North Farmington, Utah	Vice President

ARTICLE THIRTEEN

Section 1244 Stock

Shares of stock authorized and issued by this Corporation pursuant to these Articles and to any Plan adopted by the Board of Directors shall be authorized and issued in compliance with and as prescribed by Section 1244 of the Internal Revenue Code of 1954, as amended, and shall be known as "Section 1244 Stock."

ARTICLE FOURTEEN

Cumulative Voting

At all elections for Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them

among the number to be voted for, or any two or more of them as he may see fit. This right when exercised shall be termed "cumulative voting."

ARTICLE FIFTEEN

Director or Officer Interests

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that a director or officer of this Corporation is interested in or is a director or officer of such other corporation, and any director or officer, individually or jointly, may be a party to or may be interested in any corporation or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction of this Corporation with any person, firm, or other entity shall be affected by the fact that any director or officer of this Corporation is a party to or is interested in such contract, act or transaction or in any way connected with such person, firm or entity, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any corporation, partnership or other entity in which he may be in any way interested, provided said director acts in good faith.

Any director of this Corporation who is also a director or officer of such other corporation or member of such firm or entity, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall auth-

orize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such partnership or other entity or not so interested.

DATED this 23rd day of August, 1982.

Charles W. Akerlow
Charles W. Akerlow

Richard J. Anderson
Richard J. Anderson

Mark E. McSwain
Mark E. McSwain

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 23rd day of August, 1982, personally appeared before me Charles W. Akerlow, one of the incorporators of Pacific Western Resources, Inc., a Utah Corporation, who duly swore to me that he is one of the signers of the foregoing Articles of Incorporation.

My Commission Expires:

April 1, 1984

Louise E. Morris
Notary Public
Residing in Salt Lake City, Utah

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 23rd day of August, 1984, personally appeared before me Richard J. Anderson, one of the incorporators of Pacific Western Resources, Inc., a Utah Corporation, who duly swore to me that he is one of the signers of the foregoing Articles of Incorporation.

My Commission Expires:

April 1, 1984

Louise E. Morris
Notary Public
Residing in Salt Lake City, Utah

STATE OF UTAH)
 :
COUNTY OF SALT LAKE) SS.

On the 23rd day of AUGUST, 1982, personally appeared before me Mark E. McSwain, one of the incorporators of Pacific Western Resources, Inc., a Utah Corporation, who duly swore to me that he is one of the signers of the foregoing Articles of Incorporation.

Louise E. Morris
Notary Public
Residing in Salt Lake City, Utah

My Commission Expires:

APRIL 1, 1984

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