



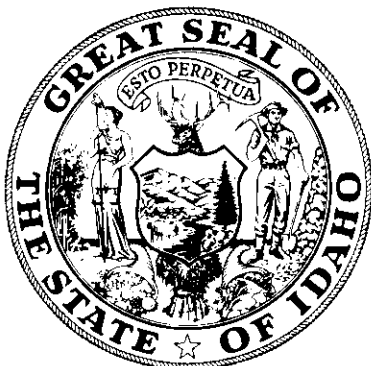
CERTIFICATE OF AUTHORITY
OF

TRIANGLE PETROLEUM DISTRIBUTORS, INC.

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

Dated October 28, 19 81



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 TRIANGLE PETROLEUM DISTRIBUTORS, INC.
2. *The name which it shall use in Idaho is TRIANGLE PETROLEUM DISTRIBUTORS, INC.
410 N. Fancher Way, Spokane, Wa. 99206
3. It is incorporated under the laws of WASHINGTON
4. The date of its incorporation is April 13, 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 North 410 Fancher, Spokane, Washington 99206
6. The street address of its proposed registered office in Idaho is P. O. Box 3003, Athol, Idaho 83801
, and the name of its proposed registered agent in Idaho at that address is Larry Aril
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To distribute and sell petroleum products; to engage generally in business of petroleum product distributor, to acquire properties and other real estate by purchase, lease or otherwise, to improve or develop the same.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Jack J. Schoonover</u>	<u>President/Director</u>	<u>N. 410 Fancher, Spokane, WA 99206</u>
<u>Kay Ann Miller</u>	<u>Vice President; Secretary; Treasurer/ Director</u>	<u>N. 410 Fancher, Spokane, WA 99206</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>50,000</u>	<u>Common</u>	<u>\$1.00 par value</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
25,000	Common	\$1.00 par value

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 16, 19 81.

TRIANGLE PETROLEUM DISTRIBUTORS, INC.

By Jack J. Schoonover
Jack J. Schoonover
Its _____ President

and Kay Ann Miller
Kay Ann Miller
Its _____ Secretary

STATE OF WASHINGTON)
COUNTY OF LINCOLN) ss:

I, the undersigned, a notary public, do hereby certify that on this 16th day of October, 19 81, personally appeared before me Jack J. Schoonover & Kay Ann Miller, who being by me first duly sworn, declared that ~~the~~ they are ~~the~~ President & Secretary of Triangle Petroleum Distributors, Inc.

they
that ~~has~~ signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

Katherine A. Johnson
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.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
RALPH MUNRO,

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

001 27
OFFICIAL CERTIFICATION OF THIS DOCUMENT, AS PREPARED
BY THE OFFICE OF THE SECRETARY OF STATE, APPEARS ON
THE BACK OF THE LAST PAGE.

SF-79

D309085
FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of TRIANGLE PETROLEUM DISTRIBUTORS, INC.

a domestic corporation of Spokane, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Norman D. Brock
Underwood, Campbell, Brock et al
529 Morgan Street
Davenport, WA 99122

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25c \$

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

April 13, 1981

Microfilmed, Roll No. 1572

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FILED

APR 13 1981

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
TRIANGLE PETROLEUM DISTRIBUTORS, INC.

KNOW ALL MEN BY THESE PRESENTS: That Norman D. Brock, being the age of eighteen (18) years, or more, and for the purpose of forming a corporation under the Washington Business Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation shall be "Triangle Petroleum Distributors, Inc.", and its existence shall be perpetual.

ARTICLE II

Purposes

The purposes and objects of this corporation are as follows:

1. To distribute and sell petroleum products.
2. To engage generally in the business of petroleum product distributor, to acquire properties and other real estate by purchase, lease or otherwise, to improve or develop the same.
3. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful, or advantageous to this corporation.

ARTICLE III

Powers

In addition to the purposes and objects of this corporation set forth in Article II, the powers shall be those powers granted by the Washington Business Corporation Act, Chapters 23A.04 through 23A.98, and in furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this corporation shall also have the following powers:

1. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for

purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

2. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.

3. To borrow money and give security therefor.

4. To enter into, make, perform, and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.

5. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

6. To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE IV

Registered Office and Registered Agent

The location and post office address of the registered office of the corporation in this state shall be North 410 Fancher, Spokane, Washington 99206.

The registered agent of the corporation shall be Jack J. Schoonover, whose address is North 410 Fancher, Spokane, Washington 99206.

ARTICLE V

Capitalization

The total number of shares of stock authorized and which may be issued by this corporation is 50,000 shares of common stock, the par value of each of such shares is \$1.00, for a total capitalization of \$50,000.00.

Dividends are payable on the common stock, when and as declared out of the unreserved earned surplus and out of all other such sources as are legal under the laws of the State of Washington. Dividends on the common stock may be in the form of cash, property, or shares of common stock.

Each holder of the common stock shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.

ARTICLE VI

Preemptive Rights

Shareholders of this corporation shall have preemptive rights to acquire additional shares for sale by the corporation.

ARTICLE VII

Directors

The number of directors of the corporation shall be fixed as provided in the Bylaws and may be changed from time to time as provided by the Bylaws, but the number of directors shall not be less than the number allowed by statute.

The first directors of this corporation shall be two (2) in number, and their names and post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
Jack J. Schoonover	North 410 Fancher Spokane, Washington 99206
Kay Ann Miller	North 410 Fancher Spokane, Washington 99206

The term of the first directors shall be until the first annual meeting of the shareholders of the corporation, and until their successors are elected and qualified.

ARTICLE VIII

Acts of Directors

The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and, in the absence of fraud, no such contract or transaction shall be voided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reasons of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that, in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

Any contract, transaction or act of the corporation or of the directors or of any officer of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purpose shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

ARTICLE IX

Indemnification of Directors and Officers

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether

civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, trustee, officer, employee or agent of the corporation or of any subsidiary corporation thereof or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation to the maximum extent permitted under R.C.W. 23A.08.025 as now constituted or hereafter amended.

ARTICLE X

Incorporators

The name and address of the incorporator is as follows:

Name

Norman D. Brock

Post Office Address

529 Morgan Street
Davenport, Washington 99122

ARTICLE XI

Amendment of Bylaws

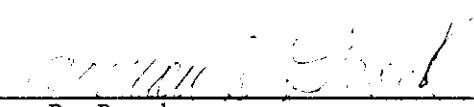
In furtherance of, and not in limitation of, the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such Bylaws.

ARTICLE XII

Amendment of Articles

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders in the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 31 day of March, 1981.



Norman D. Brock

TRIANGLE DISTRIBUTING COMPANY, INC.
Vancouver, Washington 98668

To whom it may concern:

On behalf of Triangle Distributing Inc., I herein consent to Norman D. Brock Attorney, acting as incorporator for Jack J. Schoonover of Spokane, Washington incorporating his business under the name of "Triangle Petroleum Distributors, Inc.".

Sincerely

TRIANGLE DISTRIBUTING COMPANY, INC.


J. L. Brockway