



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

HUDSON REFINING COMPANY, INC.

a corporation duly organized and existing under the laws of Delaware has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 29th day of December

19 76 , a properly authenticated copy of its articles of incorporation, and on the 29th day of December 19 76 , a designation of T.H. Eberle or R.D. Mading or J.R. Gillespie in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 29th day of December , A.D., 19 76 .

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



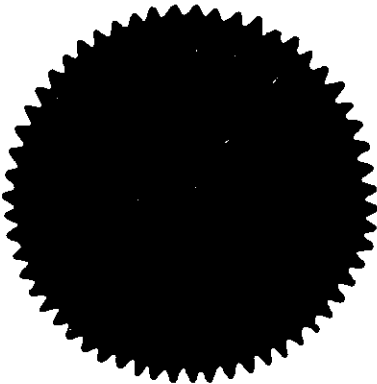
State of DELAWARE



Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Incorporation of the "HUDSON REFINING COMPANY, INC.", as received
 and filed in this office the twelfth day of July, A.D. 1976, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *tenth* _____ *day*
of _____ *December* _____ *in the year of our Lord*
one thousand nine hundred and _____ *seventy-six.*



Robert H. Reed

Secretary of State

Grover A. Biddle Assistant Secretary of State

CERTIFICATE OF INCORPORATION
OF

HUDSON REFINING COMPANY, INC.

FIRST. The name of the corporation is:

HUDSON REFINING COMPANY, INC.

SECOND. The address of its registered office in the State of Delaware is 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or objects or purposes to be conducted, transacted, promoted or carried on by the corporation is:

(a) To refine, produce, purchase, transport, store, sell and otherwise deal in and with petroleum and its products, and to carry on any and all activities incidental thereto.

(b) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

In addition to the powers and privileges conferred upon the corporation by law and those incidental thereto, the corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business, objects or purposes of the corporation.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Two Thousand Nine Hundred Twenty (2,920) shares of common stock, of the par value of One Dollar (\$1) per share.

FIFTH. The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Tom M. Raimo	4720 Rainbow Boulevard Shawnee Mission, Kansas 66205

The number of directors of the corporation shall be fixed by or in the manner provided in the bylaws. The names and mailing addresses of the persons who are to serve as directors of the corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Mary Hudson	4720 Rainbow Boulevard Shawnee Mission, Kansas 66205
Frank B. Vandegrift, Sr.	4720 Rainbow Boulevard Shawnee Mission, Kansas 66205
Joyce Hudson Cady	4720 Rainbow Boulevard Shawnee Mission, Kansas 66205

SIXTH. The corporation is to have perpetual existence.

SEVENTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

EIGHTH. Elections of directors need not be by ballot unless the bylaws of the corporation shall so provide.

NINTH. The bylaws of the corporation may from time to time be altered, amended, or repealed, or new bylaws may be adopted, in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the corporation entitled to vote, or (ii) by a majority of the full board of directors and any change so made by the stockholders may thereafter be further changed by a majority of the directors; provided, however, that the power of the board of directors to alter, amend or repeal bylaws, or to adopt new bylaws, may be denied as to any bylaws or portion thereof by the stockholders if at the time of enactment the stockholders shall so expressly provide.

TENTH. The corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the corporation, or any person who serves at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent permitted by the laws of the State of Delaware.

ELEVENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class

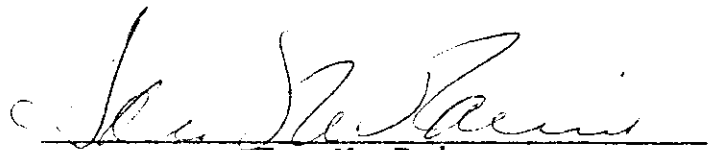
of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

TWELFTH. Except as may be otherwise provided by statute, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner of such shares and of all rights derived from such shares for all purposes, and the corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares or rights on the part of any other person, including, but without limiting the generality of the term "person", a purchaser, pledgee, assignee or transferee of such shares or rights, unless and until such person becomes the registered holder of such shares. The foregoing shall apply whether or not the corporation shall have either actual or constructive notice of the interest of such person.

THIRTEENTH. Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the corporation may be kept (subject to any provisions contained in the statutes of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

FOURTEENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned, Tom M. Raimo, for the purpose of forming a corporation under the General Corporation Law of the State of Delaware, does hereby make this certificate, and does hereby declare and certify that this is his act and deed and the facts herein stated are true, and accordingly has executed this certificate this 8th day of June, 1976.


Tom M. Raimo

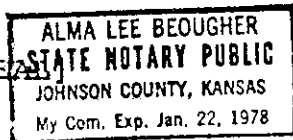
STATE OF Kansas)
COUNTY OF Johnson) SS.

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BE IT REMEMBERED, that on this 8th day of July, 1976, personally came before me, a Notary Public, Tom M. Raimo, the person who executed the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

[NOTARIAL SEAL]



Alma Lee Beougher
Notary Public

My commission expires

January 22, 1978

HUDSON OIL COMPANY

POST OFFICE BOX 3100
KANSAS CITY, KANSAS 66103 USA

TELEPHONE 913-362-4000
TWX 910-743-4132

December 27, 1976

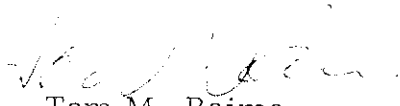
Secretary of State
Corporations Division
Boise, Idaho 83720

Gentlemen:

You are hereby advised that Hudson Oil Company, Inc. consents to the qualification to do business in the State of Idaho by Hudson Refining Company, Inc., a Delaware corporation.

This letter also serves as Hudson Oil Company, Inc.'s consent to the use of the name Hudson Refining Company, Inc. by said latter corporation. If there is any question concerning this please feel free to contact me.

Very truly yours,



Tom M. Raimo
General Counsel

TMR/dc

STREET ADDRESS: 4720 RAINBOW BOULEVARD, SHAWNEE MISSION, KANSAS 66205