

State of Wyoming



OFFICE OF THE SECRETARY OF STATE

United States of America, }
State of Wyoming } ss.

I, THYRA THOMSON, Secretary of the State of Wyoming do hereby certify . . .

. . . that the annexed is a true copy of the Articles of Merger of PAT
GRIFFIN CO., a Wyoming corporation, designated as the surviving corporation,
as filed in this office on the first day of May, A. D., 1967, and admitted
to record _____

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the Great Seal of the State of Wyoming.

Done at Cheyenne, the Capital,

this ninth day of

. May A. D. 19⁶⁷.

Thyra Thomson
Secretary of State

By *Kim [Signature]*
Deputy

"AGREEMENT OF MERGER

"AGREEMENT OF MERGER, Dated as of the 15th day of February, 1967, by and between the Merging Corporations herein-after listed in Paragraph No. 3, Page 5, hereof, and PAT GRIFFIN CO., a Wyoming Corporation, herein designated as the Surviving Corporation, and all of the Directors of the agreeing Corporations, WITNESSETH:

"WHEREAS, all Directors and Shareholders of each of the undersigned Merging Corporations and of the Surviving Corporation have unanimously approved this agreement pursuant to due notice;

"NOW, THEREFORE, subject only to formal approval by the stockholders of the agreeing Corporations, IT IS AGREED AS FOLLOWS:

"1. That the name of each corporation merging, pursuant to this agreement, and the State of incorporation of each of the companies merging appear in Paragraph 3, Page 5, hereof, along with the number of shares in Pat Griffin Co., the Surviving Company, which are to be issued and exchanged for all of the shares of stock of the Merging Corporations; and that the name of the Corporations and State of incorporation into which said Corporations are merging, is:

"PAT GRIFFIN CO."

a Corporation incorporated in the State of Wyoming, the Surviving Corporation;

"2. The terms and conditions of the merger are as follows:

(a) The merger shall be effective as of the close of

ARTICLES OF MERGER

100229

(66891)

These ARTICLES OF MERGER of the undersigned Corporations, executed in duplicate for each Corporation named below on this 29th day of April, 1967, effective as of the 1st day of May, 1967, as follows:

STATE OF WYOMING } ss

Office of the Secretary

Filed the 1st day of May 1967 at 9:30 A.M.

FIRST

THYRA THOMSON
Secretary of State

That the names of the Corporations signatory hereto and the States under which each is organized, are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Gasamat of Arizona	Arizona
Aripag Inv. Co.	Arizona
Copag Inv. Co.	Colorado
Gasamat of Colorado	Colorado
Gasamat of Lesco	Colorado
Lespag Inv. Co.	Colorado
Pageco Inc.	Colorado
Rancho Oil Co.	Colorado
Gasamat of Idaho	Idaho
Idapag Inv. Co.	Idaho
Gasamat of Montana	Montana
Monpag, Inc.	Montana
Gasamat of Nevada	Nevada
Nevpag Inv. Co.	Nevada
Gasamat of New Mexico	New Mexico
Mexpag Inv. Co.	New Mexico
Gasamat of Utah	Utah
Utepag Inv. Co.	Utah
Gasateria of Wyoming	Wyoming
Wypag Inv. Co.	Wyoming
Pat Griffin Co.	Wyoming

SECOND

That effective as of the 1st day of May, 1967, all of said Corporations are merged into PAT GRIFFIN CO., a Wyoming Corporation, designated as the Surviving Corporation; with all other corporations named designated as Non-Surviving Corporations;

THIRD

That all of the Directors and all of the stockholders of the undersigned Corporations, and said Corporations by the President and Secretary of each, have approved and signed the following Agreement of Merger:

H-6415-20⁰⁰
cash - 10⁰⁰

business on April 30, 1967, so that as of the opening of business on May 1, 1967, all business and all assets of the merged companies shall be owned and the business of all merged companies conducted by the Surviving Corporation;

"(b) The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Merging Corporations shall continue unaffected and unimpaired by the merger, and such franchises, entity, existence and rights of the Merging Corporations shall be continued in and merged into the Surviving Corporation, and as of the beginning of business on May 1, 1967, all the property, real, personal, or mixed, of the merged Corporations and all debts due on whatever account to any of them, and all and singular the rights, privileges, powers and franchises, and all and every other interest of each merged Corporation shall be taken and deemed to be transferred, conveyed to, and invested in the Surviving Corporation, without further act or deed, and shall thereafter be as effectually the property of the Surviving Corporation as they were of the Merging Corporations, and title to any real estate, whether vested by deed or otherwise, in the Merging Corporations, shall not revert or in any way be impaired by reason of the merger; and the Surviving Corporation shall thereafter be responsible for all the debts, liabilities, and duties of the Merging Corporations; and all rights of creditors and all liens upon any of the property of the Merging Corporations shall be preserved unimpaired, and any claims existing, or action or proceeding pending by or against any of the merged

Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in the place of the merged Corporation;

"(c) The separate existence and corporate organization of all of the merged Companies, except in so far as they may be continued by statute in each case, shall cease as soon as this Agreement of Merger shall have been authorized, adopted and approved at meetings of the shareholders of the merged companies by a vote of at least two-thirds of the total number of outstanding shares of stock entitled to vote thereon, and such facts shall have been certified to the respective authority in the manner required by the applicable laws of the States of incorporation;

"(d) The Surviving Corporation shall file with the Secretary of State of each State of incorporation of each of the undersigned Companies, as follows:

- "a. - An agreement that it may be served with process in the State of incorporation and in the State of Wyoming in any proceeding for the enforcement of any obligation of any company which is a party to this merger, and in any proceeding for the enforcement of the rights of a dissenting stockholder of any of the undersigned corporations against Pat Griffin Co.
- "b. - An irrevocable appointment of the Secretary of State of each State, or other Statutory designated officer, in which any of the undersigned corporations are organized appointing the Secretary of such State, or such other designated officer, as its agent to accept service of process in any proceeding for all purposes, including a shareholders action to determine value which must be paid for shares in the Merging Corporations.
- "c. - An agreement that Pat Griffin Co. shall promptly pay to the dissenting shareholders of the undersigned Corporations the amount, if any,

to which they shall be entitled under the provisions of the corporate laws of any of the States of incorporation of the undersigned Companies with respect to the rights of dissenting shareholders;

"(e) No transfers or conveyance of the assets of any of the corporations shall be made between this date and the effective date of merger, except for valuable consideration, and except for transactions in the usual course of business, and no dividends shall be declared;

"(f) Each Corporation shall comply with the laws of the State of its incorporation regarding merger with a foreign corporation, except for the two Wyoming corporations, which shall comply with the laws of the State of Wyoming;

"(g) The By-Laws of the Surviving Corporation, Pat Griffin Co., in effect immediately prior to the effective date of the merger, at the close of business April 30, 1967, shall be the By-Laws of the Surviving Corporation, until the same shall be altered, amended, or repealed;

"(h) The Board of Directors and officers of the Surviving Corporation, effective as of the 1st day of May, 1967, and the addresses of each, shall be:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Pat Griffin	President and Treasurer, and Director	725 Cheyenne Dr., Ft. Collins, Colo.
Edna R. Griffin	Vice-President and Director	" " "
M. D. Farver	Secretary and Director	116 Princeton Road, Ft. Collins, Colo.
Tracy L. Roberts	Director	1016 Meadowbrook Lane, Ft. Collins, Colo.

D. J. Bear

Director

123 Westview Road,
Ft. Collins, Colo.

Alma Hale

Director

R.2, Box 242,
Ft. Collins, Colo.

"3. That the names of the Merging Corporations and State of Incorporation, and the authorized capital stock of each, and the total number of shares issued of each and now outstanding, and the shares of the Surviving Corporation to be issued for the outstanding shares in each Company are as follows:

Name of Merging Corporation	State of Inc.	Authorized Capital Stock of each--all Common--all \$10 par value.	Capital stock issued and out-standing	Pat Griffin Co. stock to issue in exchange
Gasamat of Arizona	Arizona	100,000 shares	100 shares	3,795 shares
Aripag Inv. Co.	Arizona	100,000 "	2500 "	2,008 "
Copag Inv. Co.	Colorado	5,000 "	5000 "	40,160 "
Gasamat of Colo.	Colorado	10,000 "	2000 "	13,211 "
Gasamat of Lesco	Colorado	4,000 "	100 "	3,458 "
Lespag Inv. Co.	Colorado	4,000 "	3500 "	6,594 "
Pageco Inc.	Colorado	5,000 "	4450 "	7,434 "
Rancho Oil Co.	Colorado	4,999 "	4000 "	12,624 "
Gasamat of Idaho	Idaho	5,000 "	800 "	6,621 "
Idapag Inv. Co.	Idaho	5,000 "	2100 "	5,295 "
Gasamat of Montana	Montana	5,000 "	1000 "	3,189 "
Monpag, Inc.	Montana	5,000 "	3500 "	5,839 "
Gasamat of Nevada	Nevada	2,500 "	500 "	3,380 "
Nevpag Inv. Co.	Nevada	2,500 "	1250 "	2,701 "
Gasamat of New Mexico	New Mexico	25,000 "	500 "	7,499 "
Mexpag Inv. Co.	New Mexico	25,000 "	2000 "	3,728 "
Gasamat of Utah	Utah	10,000 "	1000 "	4,408 "
Utepag Inv. Co.	Utah	5,000 "	1500 "	5,808 "
Gasateria of Wyoming	Wyoming	5,000 "	1000 "	6,580 "
Wypag Inv. Co.	Wyoming	4,999 "	1500 "	8,400 "

No fractional shares are to be issued, and shareholders will not be able to obtain additional shares for cash. The total number of Class A common shares to be issued and outstanding is 152,732.

"4. That the Surviving Corporation has an authorized capital stock of 200,000 shares of Class A common, \$10.00 par value, voting stock, having a total value of Two million dollars, and 100,000 shares of Class B common, \$10.00 par value, non-voting stock, having a total

value of One million dollars, and that only fifty (50) shares of Class A common stock of the Surviving Corporation are issued and outstanding as of this date, and that no shares of the Class B common stock of the Surviving Corporation are issued and outstanding as of this date; and that on the effective date of the merger there will be 152,782 shares of the Class A common stock outstanding and no shares of Class B common stock outstanding;

"5. That no changes in the Articles of Incorporation of the Surviving Corporation, Pat Griffin Co., shall be effected by the merger;

"6. Upon surrender of the shares of stock in the undersigned Merging Corporations, duly endorsed, certificates representing the stock in Pat Griffin Co., the Surviving Corporation, shall issue in lieu thereof, in accordance with the schedule and ratio hereinbefore set forth;

"7. The principal office of the Surviving Corporation, Pat Griffin Co., is located at 701 North College Avenue, in Fort Collins, Colorado. The name and post office address of its resident agent in the State of Wyoming is: Paul B. Godfrey, 305 American National Bank Building, Cheyenne, Wyoming;

"8. All expense incident to the merger shall be paid by the Surviving Corporation.

"IN WITNESS WHEREOF, the directors and officers of the Merging Corporations and the Surviving Corporation, pursuant to the unanimous vote of the Directors of each of such Corporations, and shareholders, have duly subscribed their respective names to this Agreement of Merger and have caused the corporate seal of each of the Corporations to be hereunto affixed and attested, all as of the day and year first hereinabove written."

and each of said Corporations duly authorized the execution of these Articles of Merger;

FOURTH

That all outstanding shares of each Corporation signing these Articles of Merger are as shown in the foregoing quoted Agreement of Merger, and that all such issued and outstanding stock is in each instance common stock with equal voting rights;

FIFTH

That all of said outstanding shares of stock in each instance voted for the above quoted Agreement of Merger after due notice and compliance with all applicable laws and the Articles of Incorporation and By-Laws of each Corporation, and that all provisions of the Agreement of Merger are in full force and effect and binding on each of the Corporations signing these Articles of Merger.

WITNESS the signatures and seals of the Corporations signatory hereto this 29th day of April, 1967.

Surviving Corporation:

PAT GRIFFIN CO.

By: [Signature]

President

Attest: [Signature]

Secretary

Non-Surviving Corporations

Gasamat of Arizona, Inc.

By: [Signature]

President

Attest: [Signature]

Secretary

Aripag Inv. Co.

By: [Signature]

President

Attest: [Signature]

Secretary

Copag Inv. Co.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Gasamat of Colorado, Inc.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Gasamat of Lesco, Inc.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Lespag Inv. Co.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Pageco Inc.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Rancho Oil Co.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Gasamat of Idaho, Inc.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Idapag Inv. Co.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Gasamat of Montana, Inc.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Monpag, Inc.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Gasamat of Nevada, Inc.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Neypag Inv. Co.

By: [Signature]
President

Attest: M. L. Sauer
Secretary

Gasamat of New Mexico, Inc.

By: [Signature]

President

Attest: M. D. Farver

Secretary

Mexpag Inv. Co.

By: [Signature]

President

Attest: M. D. Farver

Secretary

Gasamat of Utah, Inc.

By: [Signature]

President

Attest: M. D. Farver

Secretary

Utepag Inv. Co.

By: [Signature]

President

Attest: M. D. Farver

Secretary

Gasateria of Wyoming, Inc.

By: [Signature]

President

Attest: M. D. Farver

Secretary

Wypag Inv. Co.

By: [Signature]

President

Attest: M. D. Farver

Secretary

STATE OF COLORADO)

ss.

COUNTY OF LARIMER)

The foregoing Articles of Merger were acknowledged before me this 29th day of April, 1967, by Pat Griffin, as President, and M. D. Farver, as Secretary, of each of the foregoing Corporations, namely: Gasamat of Arizona, Aripag Inv. Co., Copag Inv. Co., Gasamat of Colorado, Inc., Gasamat of Lesco, Inc., Lespag Inv. Co., Pageco Inc., Rancho Oil Co., Gasamat of Idaho, Inc., Idapag Inv. Co., Gasamat of Montana, Inc., Monpag, Inc., Gasamat of Nevada, Inc., Nevpag Inv. Co., Gasamat of New Mexico, Mexpag Inv. Co., Gasamat of Utah, Utepag Inv. Co., Gasateria of Wyoming, Wypag Inv. Co.,

and Pat Griffin Co.;

WITNESS my hand and official seal.

My Commission expires: October 1, 1969

Alma Hale

STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

M. D. FARVER, being first duly sworn, on oath deposes and says:

That he is Secretary of each of the Corporations signing the foregoing Articles of Merger and that the matters stated in said Articles of Merger are true of his own knowledge; that the Agreement of Merger included in the foregoing Articles of Merger was approved and signed by all the directors and shareholders of each of the signatory corporations, and authorized and adopted by said Corporations after compliance with all the applicable laws of each of the States of incorporation of the several Corporations and with the Articles of Incorporation and By-Laws of each of said Corporations, respectively.

M. D. Farver
Secretary

Subscribed and sworn to before me this 29th day of April, 1967.

WITNESS my hand and official seal.

My Commission expires:

Alma Hale
Notary Public

October 1, 1969