



**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, ARNOLD WILLIAMS, 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 original of the articles of incorporation of

**GEORGE THORSEN OIL CO.**

was filed in the office of the Secretary of State on the **Third** day  
**January** **Sixty-six**  
**will be** A.D. One Thousand Nine Hundred **and**  
**XXXXXXXXXXXX** **microfilm**  
duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,  
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence**  
**Lewiston,** from the date hereof, with its registered office in this State located at **Mos Falls.**  
in the County of

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 **3rd** day of **January**, **66** A.D., 19 .

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
GEORGE THIESSEN OIL CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a business corporation, in compliance with Chapter One, Title 30, Idaho Code, as amended, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of the corporation shall be:

"GEORGE THIESSEN OIL CO."

ARTICLE TWO

Purposes

The purposes for which said corporation is formed and organized are:

Anywhere in the United States and its territories, and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

(1) To engage in the purchase and sale, at wholesale and retail, and as brokers or commissioned agent, and in the shipment, transportation, dispensing and delivery of all types of fuels, oils, greases, gasoline, gases and all petroleum products, both in crude form and in the various stages of refinement;

(2) To conduct and operate, directly or indirectly, alone or with others, the business of filling and service stations, which business shall include the washing, polishing and storing of motor vehicles; the sale of tires, batteries, accessories, appliances and parts to be used on motor vehicles of any description, and the sale of other merchandise and articles and items of interest useful or desirable for patrons of filling stations, the sale and dispensing of gasoline, oil and all other products, the service and repair of all types of motor vehicles; and such other business as is usual, proper and necessary in such enterprise;

(3) To purchase, acquire, through the issuance of its capital stock or otherwise own, hold, lease, either as Lessor or Lessee, sell, exchange, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved,

service stations, pipelines, pumping stations, bulk storage tanks, condominiums, dwelling houses, apartment houses, hotels, motels, business blocks, office buildings, stores, shoppes, and any other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated.

(4) To rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, or occupied,

(5) To buy, sell, trade, manufacture, deal in and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, fleet, retailers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

(6) To engage in promotional advertizing, directly or indirectly, alone or in cooperation with others;

(7) To contract and hire labor necessary or convenient to the conducting and operation of said businesses.

(8) To use and apply to surplus earnings or cumulative profits to the purchase of acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its board of directors shall determine; to invest surplus funds from time to time at the discretion of the board of directors.

(9) To appoint such officers, employees, and agents as the business of the corporation may require, and to allow them compensation.

(10) To make by-laws not inconsistent with any existing law for the management of its business and property, and the regulation and conduct of its affairs, and the certification and transfer of its stock.

(11) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs for the purpose of the corporation.

(12) To have one or more offices and places of business in and out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate in or outside of the State of Idaho.

(13) Generally to do all things necessary or convenient which are incidental to or connected with the general businesses above mentioned, which a natural person might or could do.

(14) Additional to the foregoing to have all of the powers of corporation, provided by the laws of the State of Idaho, and particularly all of the rights and powers set forth in Idaho Code, 30-114, and all laws amendatory and supplemental thereto.

ARTICLE THREE

Existence

The corporation shall have a perpetual existence.

ARTICLE FOUR

Location

The principal office and place of business of this corporation shall be at Lewiston, in the County of Nez Perce, State of Idaho, but the corporation office address may be changed by the Board of Directors, and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho as the Board of Directors may decide upon and meetings of the Board of Directors may be held at any such branch offices or places of business of the corporation and the business of the corporation transacted there.

ARTICLE FIVE

Capital Stock

The capital stock of this corporation shall consist of One Thousand (1000) Shares of Capital Stock, same being common voting stock, at One Hundred (\$100.00) Dollars per share par value. Each share of common stock shall have one full vote at the stockholders' meetings of the corporation. **The aggregate amount of capital stock is \$100,000.00.**

ARTICLE SIX

Incorporators

The names and post office addresses of the incorporators of this corporation, and the number of shares of stock of the corporation for which each has subscribed are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
George Thiessen	600 20th Ave., Lewiston, Idaho	1
Hazel Thiessen	600 20th Ave., Lewiston, Idaho	1
Delbert G. Anderson	1125 17th St. Lewiston, Idaho	1

ARTICLE SEVEN

Directors

The number of directors of this corporation shall be not less than three nor more than seven; and the number of qualifications, terms of office, manner of election, time and place of meetings, and powers of directors and their duties, shall be such as are prescribed by the by-laws of this corporation.

The board of directors of this corporation shall be and they are

authorized to determine the value of any property or consideration other than money, which is offered, tendered or paid for corporate stock.

ARTICLE EIGHT

By-Laws

The board of directors of this corporation shall have the power to adopt all by-laws, and the same may be modified or amended by the board of directors, subject, however, to the power of the shareholders to change or repeal such by-laws.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 21 day of December, 1965.

Scarp R. Thiesse (SEAL)  
Harold V. Thiesse (SEAL)  
Delbert J. Anderson (SEAL)



STATE OF IDAHO     )  
                              : ss  
County of Nez Perce )

On this 21 day of December, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DELBERT G. ANDERSON, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year hereinabove first written.

William J. Jones  
Notary Public in and for the State of Idaho  
residing at Lewiston, therein;