

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of WEATHERTITE BLOCK CO., an Idaho corporation; V-1 SELF SERVE CO., an Idaho corporation; and FARNES FARMS, INC., an Idaho corporation; into V-1 OIL CO., an Idaho corporation, 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: September 27, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shelly J. Clark

RECEIVED
SEC. OF STATE

ARTICLES OF MERGER OF V-1 OIL CO.
BY MERGING SUBSIDIARY CORPORATIONS

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Pursuant to the provisions of Section 30-1-75 of the Idaho Business Corporation Act, V-1 Oil Co., an Idaho corporation, (surviving corporation), by and through its authorized officers and directors, hereby adopts the following articles of merger for the purpose of merging the following subsidiary corporations into V-1 Oil Co., an Idaho corporation, as the surviving corporation:

V-1 Oil Co. (Utah)
V-1 Oil Company (Wyoming)
V-1 Gas Company (Wyoming)
V-1 Propane Co. (Wyoming)
Weathertite Block Co. (Idaho)-
V-1 Petroleum Co. (Wyoming)
V-1 Self Serve Co. (Idaho)-
Farnes Farms, Inc. (Idaho)-

The following Plan of Merger was approved by the consent of all shareholders and the unanimous vote of all directors of each corporation, including the surviving corporation, in the manner provided by the Idaho Business Corporation Act.

1. Name of Subsidiary and Ownership. The name of each subsidiary corporation and the name of the corporation owning at least ninety percent (90%) of its shares (the surviving corporation) are as follows:

<u>Name of Subsidiary</u>	<u>% of Ownership</u>	<u>Surviving Corporation</u>
V-1 Oil Co. (Utah)	100%	V-1 Oil Co.
V-1 Oil Company (Wyoming)	100%	V-1 Oil Co.

1. ARTICLES OF MERGER OF V-1 OIL CO.

V-1 Gas Company (Wyoming)	100%	V-1 Oil Co.
V-1 Propane Co. (Wyoming)	100%	V-1 Oil Co.
Weathertite Block Co. (Idaho)	100%	V-1 Oil Co.
V-1 Petroleum Co. (Wyoming)	100%	V-1 Oil Co.
V-1 Self Serve Co. (Idaho)	100%	V-1 Oil Co.
Farnes Farms, Inc. (Idaho)	100%	V-1 Oil Co.

2. Conversion of Shares. One hundred percent (100%) of the outstanding shares of each subsidiary corporation are owned by the surviving corporation. Each holder of shares of the surviving corporation which were outstanding immediately before the effective date of the merger is to hold the same number of shares with identical rights immediately after and therefore, no additional conversion of shares shall be made.

3. Mailing of Notice. A copy of this plan of merger has been mailed to each shareholder of record of the subsidiary corporation on September 15, 1993. In addition, a copy of this plan of merger has been mailed to each shareholder of the surviving corporation on September 15, 1993 and a waiver of mailing, notice and consent to the plan of merger has been obtained from all the holders of all outstanding shares of the mentioned subsidiary corporations and the surviving corporation.

4. Ownership of Outstanding Shares. All outstanding shares in each subsidiary corporation and the surviving corporation are of one class common capital stock. The number of outstanding shares of common capital stock of the respective subsidiary corporations and the number of such shares of stock owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Total Shares</u>	<u>Total Shares Owned by Surviving Corp.</u>
V-1 Oil Co. (Utah)	500	500
V-1 Oil Company (Wyoming)	500	500
V-1 Gas Company (Wyoming)	2,500	2,500
V-1 Propane Co. (Wyoming)	7,505	7,505
Weathertite Block Co. (ID)	3,990	3,990
V-1 Petroleum Co. (Wyoming)	15,365	15,365
V-1 Self Serve Co. (Idaho)	5,000	5,000
Farnes Farms, Inc. (Idaho)	4,570	4,570

5. Purposes of Surviving Corporation. The purposes for which said corporation is formed include the following:

2. ARTICLES OF MERGER OF V-1 OIL CO.

- (a) To purchase, deal in and sell all kinds of petroleum and petroleum products.
- (b) To own, lease or operate all types of marketing facilities for fuel and petroleum products, and in connection therewith to buy, deal in and sell automobiles, automobile trailers, tank trailers, automobile accessories, parts, and all kinds of tractors and machinery.
- (c) To buy, deal in, mortgage and sell stocks, bonds and other securities of other corporations.
- (d) To buy, deal in, mortgage and sell all kinds of real estate.
- (e) To prospect and drill for oil and to develop and operate oil wells and oil refineries.
- (f) To transport, both for the corporation and for hire, all kinds of fuel and petroleum and petroleum products, automobiles, automobile trailers, accessories and parts, and all kinds of tractors and machinery.
- (g) To engage in any and all businesses that are now or which may hereafter become related or associated with any of the foregoing purposes.
- (h) To conduct business for any lawful purpose or purposes provided under the law.
- (i) To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and causes of action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.
- (j) To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.
- (k) To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock

3. ARTICLES OF MERGER OF V-1 OIL CO.

in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in these Articles of Merger.

(1) To engage in any or all of the purposes or powers enumerated in these Articles of Merger, a partner, or in a joint venture in such transactions.

(m) The purposes specified herein and enumerated in these Articles shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

6. Contracts. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and if any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

7. By-Laws. The By-Laws of V-1 OIL CO., the surviving corporation, as they shall exist upon the effective date of this merger, shall be and remain and continue to be the By-Laws until they are altered, amended or repealed as therein provided.

8. Directors and Officers. The persons who are directors of V-1 OIL CO., the surviving corporation, on the effective date of this merger, shall be and remain and

continue to be the directors of the surviving corporation and are named as follows:

DIRECTORS

Samuel H. Bennion, Chairman
1431 So. Woodruff Ave.
Idaho Falls, Idaho 83404

Gary D. Huskinson
1449 No. 1100 East
Shelley, Idaho 83274

Gene H. Baxter
345 Opal Circle
Idaho Falls, Idaho 83274

Such directors shall hold office until the next annual meeting of the surviving corporation after the effective date of this merger, and the election of the Board of Directors thereat or until their respective successors are elected or appointed and qualified.

All persons who are officers of the surviving corporation on the effective date of this merger shall be and remain and continue to be officers of the surviving corporation, subject to the provisions of the By-Laws of such surviving corporation. The officers of the surviving corporation who shall serve as hereinabove set forth are as follows:

OFFICERS

Gary D. Huskinson
1449 No. 1100 East
Shelley, Idaho 83274

President

Gene H. Baxter
345 Opal Circle
Idaho Falls, Idaho 83401

Secretary/Treasurer

Samuel H. Bennion
1431 So. Woodruff Ave.
Idaho Falls, Idaho 83404

CEO/Chairman

The officers shall serve in such capacity until the first regular meeting of the Board following the next annual meeting of stockholders, or until their successors shall have been elected or appointed and qualified.

9. Effective Date of Merger. This agreement of merger and the merger herein provided for shall be effective as of the 1st day of October, 1993. The separate existence of the subsidiary corporations, except insofar as it may be continued by statute, shall cease on the effective date of merger and upon this Agreement of Merger having been adopted, approved, signed and acknowledged in accordance with the laws of the State of Idaho and the Articles of Merger having been filed in the office of the Secretary of State of the State of Idaho.

10. Corporate Identity. The corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the subsidiary corporations shall continue unaffected and unimpaired by the merger hereby provided for and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of such corporation, shall be continued in and merge with and into V-1 OIL CO., the surviving corporation, and V-1 OIL CO. shall be fully vested therewith.

11. Effect of Merger. Upon this merger becoming effective:

(a) The surviving corporation, V-1 OIL CO., shall possess all of the rights, privileges, powers and franchises, and shall be subject to all of the restrictions, disabilities, obligations and duties of the merged corporations, except as herein provided and except as otherwise provided by law.

(b) The surviving corporation, V-1 OIL CO., shall be vested with all property, real, personal and mixed, and all debts due to the merged corporations, on whatever account, as well as all other things in action due or belonging to said merged corporations.

(c) All property rights, privileges, powers and franchises of the merged corporations shall be hereafter as effectually the property of the surviving corporation, V-1 OIL CO., as they were of said merged corporation, but all rights of creditors and all liens upon any property of any of the merged corporation shall be preserved unimpaired and all debts, liabilities, obligations and duties of the merged corporation shall henceforth attach to and are hereby assumed by the surviving corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

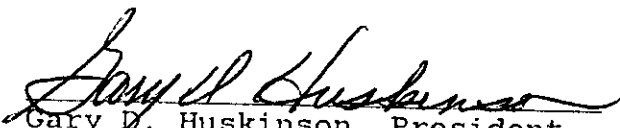
12. Delivery of Documents. Upon the effective date of the merger and at such time as and when requested by the surviving corporation, V-1 OIL CO., or by its successors or assigns, the merged corporations shall execute and deliver or cause to be executed and delivered all documents of transfer and any and all other instruments and shall take or cause to be taken all such other and further actions as the surviving corporation may deem necessary and desirable in order to more fully vest in and confirm to the surviving corporation all title to and possession of all of the property, rights, privileges, powers and franchises, hereinabove referred to, and otherwise to carry out the intent and purposes of this Agreement of Merger.

13. Duration. The duration of the merged and surviving corporation, V-1 OIL CO., shall be perpetual.

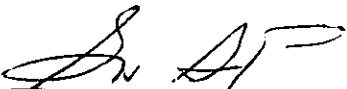
DATED this 15th day of September, 1993.

V-1 OIL CO.

By:


Gary D. Huskinson, President

ATTEST:



Gene H. Baxter
Secretary/Treasurer

STATE OF IDAHO)
) ss.
County of Bonneville)

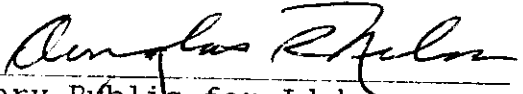
GENE H. BAXTER, being first duly sworn, deposes and says:

That he is the Secretary/Treasurer of V-1 OIL CO.; that he has read the contents of the within Articles of Merger, that the statements are true and accurate and represent the actions taken by the Board of Directors of V-1 OIL CO. as he verily believes.



Gene H. Baxter

Subscribed and sworn to before me this 15th day of
September, 1993.



Notary Public for Idaho
Residing in Idaho Falls, Idaho
My commission expires: 3-17-97

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