

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

FAIRWAY ENTERPRISES, INC.

was filed in the office of the Secretary of State on

April 21

, 19 **77**

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* from the date hereof, with its registered office in this State located at **Pocatello, Idaho** in the county of **Bannock**

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 **21st** day of **April**, A.D., **1977**

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

ARTICLES OF INCORPORATION
OF
FAIRWAY ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, all of whom are bona fide residents of the State of Idaho, do hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the corporation shall be:

FAIRWAY ENTERPRISES, INC.,
an Idaho corporation

II.

The purposes for which this corporation is formed are as follows:

1. To establish, purchase, lease, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage or otherwise dispose of real property; to buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, including petroleum and petroleum products,, and to carry on such business as wholesalers and retailers; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; to lease or rent storage space and equipment; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

2. To acquire all necessary franchises, licenses, permits and other evidences of atuhority to carry on said business within the State of Idaho or elsewhere in the United States of America.

3. To have the powers and to do those acts, things, and deeds as set forth in Section 30-114 of the Idaho Code, and any and all amendments thereto.

4. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, it being the express intent that the corporation shall be able to do all

things necessary and proper in conducting and carrying on the general business referred to above as otherwise allowed within the State of Idaho or elsewhere in the United States of America.

III.

That the principal office for the transaction of the business of the corporation shall be located at 850 East Center Street, in the City of Pocatello, County of Bannock, State of Idaho.

IV.

That the capital stock of the corporation shall be 1,500 shares without par value, one vote per share, which stock shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon. All stock shall be nonassessable.

V.

That the number of the Board of Directors of such corporation shall be not less than four nor more than six members, to be determined by vote of the stockholders; members of the Board of Directors need not be shareholders in said corporation. The Directors shall also have the power, without the assent or vote of the stockholders, to make or alter the By-Laws of the corporation, fix the times for payment of dividends, to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all of the property of the corporation, or any part thereof; and affix the salary and compensation for services to be paid to all officers and employees of the corporation, and exercise all other powers conferred upon a Board of Directors by the statutes of the State of Idaho.

VI.

That the names and post office addresses of each of the incorporators and the number of shares subscribed by each are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
James L. Herzog, Jr.	235 Thurston Pocatello, Idaho 83201	1
Anita Herzog	235 Thurston Pocatello, Idaho 83201	1
Earl Pixton	123 Charles Pl. Pocatello, Idaho 83201	1
Linda Pixton	123 Charles Pl. Pocatello, Idaho 83201	1

VII.

The term for which said corporation is organized is perpetual

IN WITNESS WHEREOF, we have hereunto set our hands and seals
the 19 day of ~~March~~^{April}, 1977.

James L. Herzog, Jr.
JAMES L. HERZOG, JR.
Anita Herzog
ANITA HERZOG
Earl Pixton
EARL PIXTON
Linda Pixton
LINDA PIXTON

STATE OF IDAHO)
) ss.
County of Bannock)

On this 19 day of ~~March~~^{April}, 1977, before me, the undersigned Notary Public in and for said County and State, personally appeared JAMES L. HERZOG, JR., ANITA HERZOG, EARL PIXTON, and LINDA PIXTON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Lacina Crawford
NOTARY PUBLIC for Idaho
Residing at: Pocatello, Idaho