



## 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

**A & A, INC.**

was filed in the office of the Secretary of State on the **First** day of **April**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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** from the date hereof, with its registered office in this State located at **Burley** in the County of **Cassia.**

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 **1st** day of **April**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION OF

A & A, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons, of full age, and citizens of the United States of America, have, this day, voluntarily associated ourselves together for the purpose of forming a corporation, under and pursuant to the laws of the State of Idaho, and we hereby certify:

ARTICLE I.

That the name of the said corporation shall be  
A & A, Inc.

ARTICLE II.

That the corporation shall have perpetual existence.

ARTICLE III.

That the location and Post Office address of the registered office of the corporation is Burley, Idaho.

ARTICLE IV.

That the purposes for which the said corporation is formed are:

1. To acquire, own, lease, rent, operate and maintain trucks, gasoline pumps, gasoline tanks and other equipment necessary to maintain and operate a petroleum products distributor business.

2. To apply for, receive and hold all licenses that may be necessary or required from any licensing agency, Federal, State, municipal or foreign, necessary to operate the business of petroleum products distributor.
3. To enter into an agreement with another individual or firm so as to operate under any other franchise agreement or any other type of agreement that such individual or firm may have or hold.
4. To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, or otherwise dispose of or hypothecate real estate and/or personal property and any interest in and to the same.
5. To buy, sell, make, deliver and/or negotiate promissory notes, drafts, contracts of sale, bills of exchange, and other evidences of debt and/or evidences of ownership.
6. To purchase, own, hold, buy and sell stocks of other corporations, and/or bonds of every type and nature.
7. To enter into any kind of a contract or agreement, cooperative or profit-sharing plan with its officers and/or employees that the corporation may deem advantageous or expedient, or otherwise beneficial or desirous to reward or pay such persons for their services.

8. To purchase, lease, or otherwise acquire in whole or in part, the business, good will, rights, franchises and property of every kind and nature, and to undertake the whole or any part of the assets of and liabilities of any person, firm, association or corporation engaged in or authorized to conduct any lawful business and to own property necessary or suitable for the operation of such business so acquired, and to pay for the same in cash, or in the stock of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

9. To borrow money and to issue bonds, debentures, notes, and other obligations of this corporation, from time to time for any lawful object or purpose of this corporation, and to mortgage, pledge, hypothicate, and/or convey in trust any or all of its property to secure the payments thereof, and this corporation shall be authorized to borrow money from any of its stockholders and/or officers, and to loan money to any of its stockholders and/or members.

10. To enter into, make, perform and carry out contracts of every kind and for any lawful purposes,

without limit as to amount, with any person, State, or Government, or any subdivision, district or department thereof.

11. To engage in any type of lawful business, including, but not exclusive to the operation of petroleum products distributor business, as the board of directors may, from time to time, determine.

#### ARTICLE V.

That this corporation is authorized to issue Two Hundred (200) Shares of stock, and each share shall be of the par value of \$100.00, or an aggregate of \$20,000.00, par value.

#### ARTICLE VI.

That the shares of authorized stock shall be classified as common stock, and each share shall be entitled to one vote in all corporation matters.

#### ARTICLE VII.

That the names and addresses of the incorporators of this corporation, and the number of shares each are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CLASS</u>
Larry B. Adams	Burley, Idaho	1	Common
William A. Anderson	Oakley, Idaho	1	Common
Jack L. Anderson	Oakley, Idaho	1	Common

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 27th day of March, 1964.

Larry B. Adams (SEAL)  
Larry B. Adams

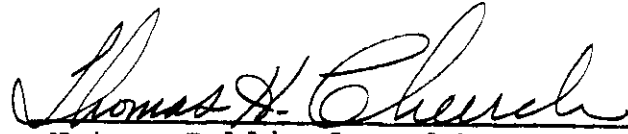
William A. Anderson (SEAL)  
William A. Anderson

Jack L. Anderson (SEAL)  
Jack L. Anderson

STATE OF IDAHO )  
 ) ss.  
County of Cassia)

On this 27<sup>th</sup> day of March, 1964, before me, the undersigned, a Notary Public in and for said State, personally appeared LARRY B. ADAMS, WILLIAM A. ANDERSON and JACK L. ANDERSON, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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

  
Notary Public for Idaho,  
Residing at Burley, Idaho