

**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

KOCH FUELS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of KOCH FUELS, INC.

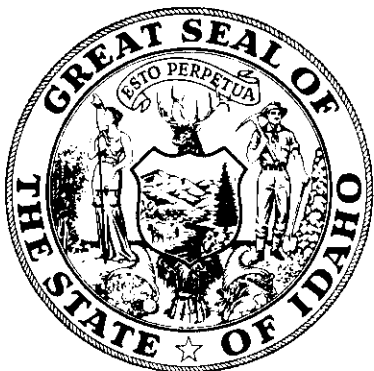
\_\_\_\_\_ for a Certificate of Authority to transact business in this State,  
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to KOCH FUELS, INC.

to transact business in this State under the name KOCH FUELS, INC.

\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated **January 10, 1984**



Robt. C. Canarus

SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Koch Fuels, Inc.

2. The name which it shall use in Idaho is \_\_\_\_\_

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is November 15, 1965 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth, Wilmington, Delaware, 19801

6. The address to which correspondence should be addressed, if different from that in item 5.  
Attention: Legal Department  
4111 East 37th St. North, Wichita, Kansas 67220

7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in the transportation, processing, buying, selling,  
trading and exchanging of petroleum products.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
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See Attachment "A"		

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
150,000	common	No par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
100,001	common	No par value

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: January 2, 1984

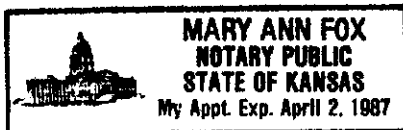
KOCH FUELS, INC.

By R.W. Howell  
Its President/ ~~XXXXXXXXXXXXXXXXXXXX~~ R.W. Howell  
and Frederick J. Hansen  
Its Secretary/ ~~XXXXXXXXXXXXXXXXXXXX~~  
Frederick J. Hansen

STATE OF Kansas )  
 )ss  
COUNTY OF Sedgwick )

I, Mary Ann Fox, a notary public, do hereby certify that on  
this 4th day of January, 19 84, personally appeared before me  
R. W. Howell, who being by me first duly sworn, declared that he is the  
President of Koch Fuels, Inc.

that he signed the foregoing document as President of the corporation and  
that the statements therein contained are true.



Mary Ann Fox  
Notary Public

Attachment "A"  
January 1, 1984

KOCH FUELS, INC.  
(Formerly Koch Marketing Company)

Chairman of the Board	J. W. Moeller
President	Ronald W. Howell
Sr. Vice President	Jeff Shaffer
Vice President	J. W. Moeller
Vice President	Jack O'Brien
Vice President - Operations	Robert E. Hoyle
Vice President	Marc Waugh
Vice President of Light Product Trading	Tim Cox
Vice President - Distribution	Tony Botterweck
Vice President - Legal Affairs	Elton A. Ellison
Vice President/Treasurer	C. J. Nelson
Secretary	Frederick J. Hansen
Asst. Secretary	R. J. McInerny
Asst. Secretary	Lebert D. Shultz
Asst. Secretary	Gael Fletcher
Asst. Secretary	James T. Skelly

Directors: R. W. Howell  
C. J. Nelson  
J. W. Moeller

The correct post office address of all of the above  
is: 4111 East 37th Street North, Wichita, KS 67220.



CH 11  
11/18/65  
11/18/65

# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on November 15, 1965.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *B. Akers*

DATE: December 12, 1983

NOVEMBER 15, 1965 9:00 A.M.

CERTIFICATE OF INCORPORATION  
OF  
HUDSON OIL COMPANY OF DELAWARE, INC.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

- FIRST: That the name of the corporation is  
Hudson Oil Company of Delaware, Inc.
- SECOND: The location of the principal office of the Corporation in the State of Delaware is at No. 129 South State Street, City of Dover, County of Kent. The name of its resident agent is the United States Corporation Company, whose address is No. 129 South State Street, Dover, Delaware.
- THIRD: The nature of the business of the Corporation and the objects or purposes to be transacted, promoted, or carried on by it are:
- (a) To establish, acquire, maintain, construct, own, lease, purchase, operate and sell or otherwise dispose of motor vehicle service stations, and to do everything ordinarily done by those engaged in that and similar kinds of business.
  - (b) To purchase or otherwise acquire, take, own, hold, transport and sell gasoline, oils, greases, petroleum products of every kind and nature, anti-freezes, tires, accessories and supplies for motor vehicles, watercraft, aircraft and other conveyances.

- (c) To construct, maintain, own, lease, purchase, sell or otherwise dispose of and operate a pipeline or pipelines.
- (d) To engage in the business of transporting gasoline, oil, petroleum and allied products by motor vehicle, aircraft, watercraft or other means of conveyance.
- (e) To carry on the business of producing, acquiring, developing, utilizing, manufacturing, storing, extracting, separating, refining, reducing, compressing, absorbing, condensing, cracking, converting, purifying, treating, evaporating, vaporizing, blending, analyzing, liquifying, combining, mixing, marketing, buying and selling, and otherwise dealing in and turning to account oil or all kinds and grades, petroleum, gas, gasoline, carbon and hydrocarbon products of all kinds, and the elements, constituents, products and by-products, mixtures, combinations, compounds and blends thereof.
- (f) To purchase, take, hold, own, lease, exchange or otherwise acquire, develop, sell, mortgage, let and deal in gas-bearing, oil-bearing, and other mineral-bearing properties, leases, mines, wells and rights, and any and all interests therein or thereto; to engage in the business of searching, prospecting, exploring for minerals, gas, oil and other liquid or liquefiable hydrocarbons and the producing, mining, and selling gas, oil, minerals and all products and by-products thereof.

- (g) To purchase, obtain by contract or concession, or otherwise acquire, take, hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, deal in, convey, or otherwise dispose of, any and all lands, real estate, leases, concessions, licenses, immunities, powers, privileges, grants, rights, land patents, franchises, deposits, wells, mines, quarries, locations, claims, easements, tenements, hereditaments and interests, of every description and nature whatsoever.
- (h) In connection with and incidental to any of the foregoing, to purchase or otherwise acquire, take, own, hold, mortgage, pledge, create liens upon, convey, sell, lease, enjoy, or otherwise turn to account, assign, and transfer, and to invest, trade and deal in goods, wares, and merchandise and real and personal property, and to exercise any and all powers connected with or relating to each and every of the foregoing businesses.
- (i) To construct, build, purchase, lease, or otherwise acquire, take, own, hold, equip, improve, develop, maintain, manage, operate, control, mortgage, create liens upon, deal in, and otherwise dispose of and turn to account, any and all kinds of plants, works, factories, buildings, structures, stores, storehouses, warehouses, houses, extracting plants, waterworks and plants, tanks, reservoirs, containers, pumps, stills, condensers, absorbers, tubes, engines, boilers, turbines, generators,



converters, machines, and machinery of all kinds, electrical and otherwise, switchboards, meters and all kinds of measuring devices, tools, implements, equipment, apparatus and things or property, real or personal, of every kind and description, cars, tank cars, tanks, pipelines, transmission lines, distribution lines and plants, mains, pipes, conduits, ducts, services, pumping and compressing stations, terminals, storage plants and equipment, systems, vehicles, however propelled, ships, docks, boats, barges, floats, vessels and craft of any and all kinds, however operated or propelled, docks, wharves, drydocks, repair shops, elevators, piers and any and all facilities, connections, installations, appliances, apparatus, appurtenances, things or property, real and personal, of every kind and description connected with, incidental to, necessary, suitable, useful, convenient or appertaining to the producing, drilling for, mining, manufacturing, buying, acquiring, securing, transporting, refining, reducing, condensing, evaporating, vaporizing, blending, analyzing, compressing, liquifying, absorbing, cracking, extracting, separating, purifying, combining, mixing, marketing, utilizing, dealing in, storing, or otherwise disposing of and turning to account, oil of any and all kinds and grades, gas, either natural or artificial, gasoline, naphtha, alcohol,

benzine, kerosene, carbon and hydrocarbon products, nitrates, petroleum, asphalt, bitumen and bituminous substances, of all kinds, and the elements, constituents, products and by-products, mixtures, combinations and blends thereof, and for any of the purposes enumerated in this certificate.

- (j) To apply for, obtain, register, purchase, lease, acquire, secure, own, hold, use, operate, contract or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in and turn to account letters patent, patents, patent rights, patents applied for or to be applied for, trade marks, trade names and symbols, distinction marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, processes, data, formulae of any and all kinds granted by or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever.
- (k) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation, heretofore or hereafter engaged in any business similar to the business of this corporation, and to pay for the same in cash or in stock or bonds of

this corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole, or any part of the rights and property so acquired, and to assume in connection therewith, any liabilities of any such person, firm, association or corporation, and to conduct in any lawful manner and in any country, state or locality herein enumerated, the whole or any part of the business thus acquired, provided such business is within the authorization of the General Corporation Laws of the State of Delaware.

- (1) To purchase, own, hold, sell, assign, transfer, mortgage, pledge, create liens upon, or otherwise dispose of, so far as may be done under the laws of the State of Delaware, any of the shares of the capital stock of, or any bonds, debentures, notes, securities or other evidences of indebtedness, created, issued or incurred by any public, municipal, quasi-public or private corporations or associations, wherever organized or created, and as owner thereof to exercise all rights, powers and privileges of ownership, including the right to vote upon any stock thus owned; and to aid in any manner which shall be lawful any corporation or association of which any bonds, stocks, or other securities or evidences of indebtedness shall be held by this corporation, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds,

stocks or other securities or evidences of indebtedness.

- (m) To have one or more offices and to carry on any and all of its businesses and operations without restriction or limit as to amount, either within or without the State of Delaware, in the other states, the District of Columbia, the territories, colonies and dependencies of the United States of America, and in all or any foreign countries or in any part of the world.
- (n) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects or exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, both in this state and throughout the United States and elsewhere, and to do any other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with said businesses or powers, or any part thereof, if not inconsistent with the laws under which this corporation is organized.

FOURTH:

The provisions of Article Three of this Certificate of Incorporation shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers

therein specified shall be in nowise limited or restricted by reference to or inference from, the terms of any provision of this or any other Article of this Certificate of Incorporation.

FIFTH: The Corporation shall have authority to issue a total of One Hundred Fifty Thousand (150,000) shares of capital stock, all of which shares shall be without par value and be of one class designated as Common Stock. The minimum amount of capital with which the Corporation will commence business is \$1,000.00.

SIXTH: The name and place of residence of each of the incorporators is as follows:

<u>NAME</u>	<u>RESIDENCE</u>
THOMAS A. MC CARTHY	50 BROAD STREET, NEW YORK, N.Y.
RAY A. BARR	50 BROAD STREET, NEW YORK, N.Y.
ARTHUR V. RICHARDS	50 BROAD STREET, NEW YORK, N.Y.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of this Corporation, and for further definition, limitation and regulation of the powers of this Corporation and of its directors and stockholders:

- (a) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws, but shall not be

less than three. Election of directors need not be by ballot unless the by-laws so provide.

(b) The Board of Directors shall have power

- (1) Without the assent or vote of the stockholders, to make, alter, amend, change, add to, or repeal the by-laws of this Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon any part of the property of the Corporation provided it be less than substantially all; to determine the use and disposition of any surplus or net profits and to fix the times for the declaration and payment of dividends.
- (2) To determine from time to time whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(c) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and

entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders, as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

- (d) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this Certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

TENTH:

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is

interested; and no contract, act or transaction of this Corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any director or directors of this Corporation is a party, or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

ELEVENTH: Any person made a party of any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of this Corporation or of any corporation which he served as such at the request of this Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled by law.



IN WITNESS WHEREOF, we have hereunto set our hands and seals, the  
1 day of November, 1965.

Thomas Mc Carthy (L.S.)  
Jas T. Barr (L.S.)  
H. H. V. Richards (L.S.)

BE IT REMEMBERED that on this 12th day of November, A.D., 1965,  
personally came before me, **Catherine E. McNealy**, a Notary Public in and  
for the County and State aforesaid, THOMAS A. MC CARTHY, RAY A. BARR and  
ARTHUR V. RICHARDS, parties to the foregoing Certificate of Incorporation,  
known to me personally to be such, and severally acknowledged the said

Certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



*Catherine E. McNealy*

CATHERINE E. McNEALY  
Notary Public, State of New York  
No. 41-7871450  
Qualified in Queens County  
Cert. filed with New York Co. Clk.  
Term Expires March 30, 1966



JAN 11 1972  
C. C. H. 1972

# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on June 7, 1972.



Glenn C. Kenton  
Glenn C. Kenton, Secretary of State  
BY: B. Aker  
DATE: December 12, 1983

JUNE 7, 1972 9:00 A.M.

CERTIFICATE OF AMENDMENT

OF  
CERTIFICATE OF INCORPORATION  
OF

HUDSON OIL COMPANY OF DELAWARE, INC.

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Adopted in accordance with the provisions of Section 242  
of the General Corporation Law of the State of Delaware

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We, J. W. McPartland, Vice President and Treasurer, and Oliver  
A. Witterman, Secretary, of Hudson Oil Company of Delaware, Inc., a corpor-  
ation existing under the laws of the State of Delaware, do hereby certify  
under the seal of said corporation as follows:

FIRST: That the Certificate of Incorporation of said Corporation  
has been amended as follows:

By striking out the whole of Article First thereof as it now  
exists and inserting in lieu and instead thereof a new Article First  
reading as follows:

"FIRST: The name of this Corporation is:

KOCH MARKETING COMPANY."

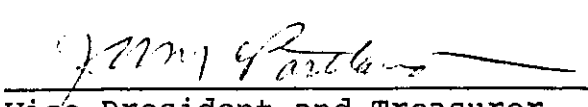
SECOND: That such Amendment has been duly adopted in accordance  
with the provisions of the General Corporation Law of the State of Delaware  
by the unanimous written consent of all of the stockholders entitled to vote  
in accordance with the provisions of Section 228 of the General Corporation  
Law of the State of Delaware.

THIRD: This instrument and the Amendment changing the name of  
Hudson Oil Company of Delaware, Inc. to Koch Marketing Company shall be  
effective as of July 1, 1972.

IN WITNESS WHEREOF, we have signed this Certificate and caused the  
corporate seal of the Corporation to be hereunto affixed this 1st day of  
June, 1972.

ATTEST:

  
Secretary

  
Vice President and Treasurer

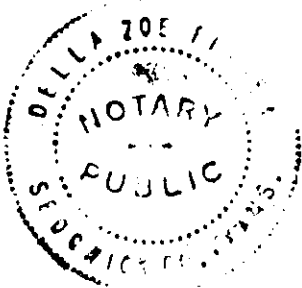
STATE OF KANSAS                    )  
  ) SS:  
COUNTY OF SEDGWICK            )

BE IT REMEMBERED that on this 1st day of June, 1972, personally came before me, Della Zoe Fisher, a Notary Public in and for the County and State aforesaid, J. W. McPartland, party to the foregoing Certificate, known to me personally to be such, and duly acknowledged the said Certificate to be his act and deed, and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.

My commission expires:  
April 25, 1974

Della Zoe Fisher  
Notary Public



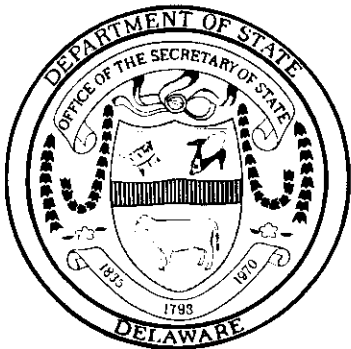


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Change of Agent and Location of Registered Office  
filed in this office on May 24, 1979.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY:

*B. Ahles*

DATE: December 12, 1983

CERTIFICATE OF CHANGE OF REGISTERED AGENT

AND

REGISTERED OFFICE

★ ★ ★ ★ ★

KOCH MARKETING COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

The present registered agent of the corporation is United States Corporation Company and the present registered office of the corporation is in the county of Kent

The Board of Directors of KOCH MARKETING COMPANY adopted the following resolution on the 10th day of May, 1979.

Resolved, that the registered office of KOCH MARKETING COMPANY in the state of Delaware be and it hereby is changed to No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, KOCH MARKETING COMPANY has caused this statement to be signed by J.W. McPartland, its Vice President and attested by Frederick J. Hansen, its Secretary this 10th day of May, 1979.

By J.W. McPartland  
Vice President  
J.W. McPartland

ATTEST:

By Frederick J. Hansen  
Secretary  
Frederick J. Hansen

State of Delaware



Jan 10 10 44 AM '84  
DELAWARE

## Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "KOCH FUELS, INC." MERGING WITH AND INTO "KOCH MARKETING COMPANY" UNDER THE NAME OF "KOCH FUELS, INC." AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1983, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION:

10150009

730040015

DATE:

01/04/1984



## AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 27 day of December 1983, pursuant to Section 251 of the General Corporation Law of the State of Delaware, between KOCH MARKETING COMPANY, a Delaware corporation and KOCH FUELS, INC., a Delaware corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge a single corporation, as hereinafter specified; and

WHEREAS, said KOCH MARKETING COMPANY, had its certificate of incorporation filed in the office of the Secretary of State on November 15, 1965 under the name of HUDSON OIL COMPANY OF DELAWARE, INC. The company changed its name to KOCH MARKETING COMPANY by amendment filed with the Secretary of State on June 7, 1972 to be effective July 1, 1972. The corporation has an authorized capital stock consisting of one hundred fifty thousand (150,000) shares of common stock without nominal or par value, of which capital stock, one hundred thousand (100,000) shares of such common stock are now issued and outstanding and such shares shall remain issued and outstanding; and

WHEREAS, said KOCH FUELS, INC. had its certificate of incorporation filed in the office of said Secretary of State on May 19, 1959 under the name of HAGERUP OIL COMPANY. On May 20, 1959 a plan and agreement of merger was filed with HAGERUP OIL COMPANY being the surviving corporation and changing its name to GUSTOFSON OIL COMPANY. The company changed its name to KOCH FUELS, INC. by amendment filed with the Secretary of State on October 15, 1976. The corporation has an authorized capital stock consisting of thirty

thousand (30,000) shares of the par value of Ten Dollars (\$10.00) each divided into twenty five thousand (25,000) shares of Class A Common and five thousand (5,000) shares of Class B Common, of which stock fifteen thousand eight hundred sixty four (15,864) shares of Class A Common and fifty (50) shares of Class B Common are now issued and outstanding.

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: KOCH MARKETING COMPANY hereby merges into itself KOCH FUELS, INC. and said KOCH FUELS, INC. shall be and hereby is merged into KOCH MARKETING COMPANY, which shall be the surviving corporation.

SECOND: Article "FIRST" of the Certificate of Incorporation is amended to read as follows:

"FIRST. The name of the corporation is:

KOCH FUELS, INC."

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) The 15,914 issued shares of common stock of the merged corporation which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be changed and converted into one (1) share of common stock of the surviving corporation.

(b) After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving

corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided therein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this agreement each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on January 1, 1984.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merging corporation shall be as effectively the property of the surviving corporation as they were of

the surviving corporation and the merging corporation respectively. The merging corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merging corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merging corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merging corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective board of directors, and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, have caused these presents to be executed by the President and attested by the Secretary of each party hereto as the

respective act, deed and agreement of each of said corporations, on this 27 day of December, 1983.

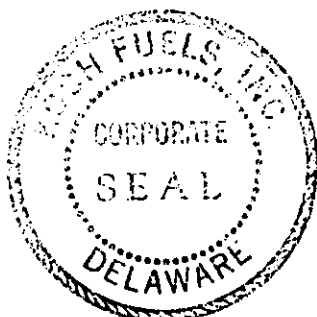


KOCH MARKETING COMPANY

By C. J. Nelson  
C. J. Nelson, Vice President

ATTEST:

By Frederick J. Hansen  
Frederick J. Hansen,  
Secretary



KOCH FUELS, INC.

By R. W. Howell  
R. W. Howell, President

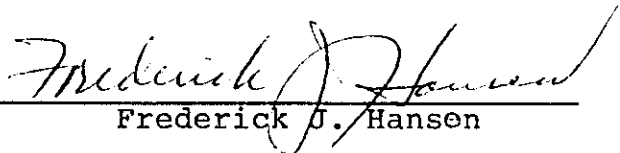
ATTEST:

By Frederick J. Hansen  
Frederick J. Hansen,  
Secretary

I, Frederick J. Hansen Secretary of KOCH MARKETING COMPANY, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of KOCH FUELS, INC., a corporation of the State of Delaware was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding 100,000 shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said KOCH MARKETING COMPANY and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 27 day of December, 1983.

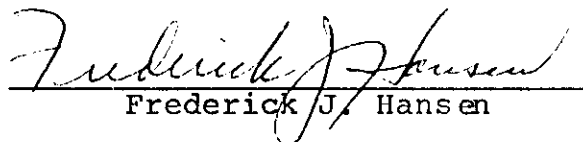


  
Frederick J. Hansen

I, Frederick J. Hansen Secretary of KOCH FUELS, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of KOCH MARKETING COMPANY, a corporation of the State of Delaware was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding 15,914 shares of the capital stock of the corporation same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said KOCH FUELS, INC., and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 27 day of December, 1983.



  
Frederick J. Hansen