



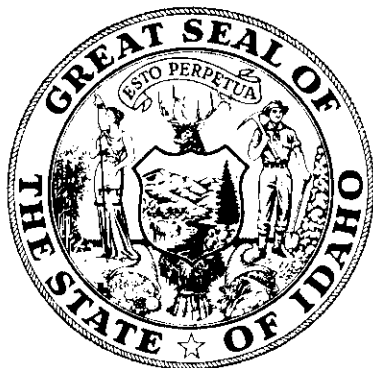
CERTIFICATE OF AUTHORITY
OF

FOREMOST PETROLEUM COMPANY OF TEXAS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FOREMOST PETROLEUM COMPANY OF TEXAS, 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 FOREMOST PETROLEUM COMPANY OF TEXAS, INC. to transact business in this State under the name FOREMOST PETROLEUM COMPANY OF TEXAS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated May 3, 19 82



Pete T. Cenarrusa

SECRETARY OF STATE

Penny Yursa

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 FOREMOST PETROLEUM COMPANY OF TEXAS, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Texas
4. The date of its incorporation is November 25, 1981 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 P. O. Box 719, Dallas, Texas 75221
6. The 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
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To transact any lawful business.

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

Name (See Attached Rider)	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. 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
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. 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
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. 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 April 20, 19 82.

FOREMOST PETROLEUM COMPANY OF TEXAS, INC.

By Carol Hilburn
Carol Hilburn

As VICE President

and Lon Williams

Its ASSISTANT Secretary

STATE OF TEXAS)
COUNTY OF DALLAS) ss:

I, Norma R. Martin, a notary public, do hereby certify that on this 20th day of April, 19 82, personally appeared before me Carol Hilburn, who being by me first duly sworn, declared that he is the Vice President of FOREMOST PETROLEUM COMPANY OF TEXAS, INC.

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

NORMA R. MARTIN, Notary Public
in and for the State of Texas
My Commission Expires December 20, 1985

Norma R. Martin
Norma R. Martin Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

FOREMOST PETROLEUM COMPANY OF TEXAS, INC.
Officers and Directors *

John P. Thompson	Director
Clark J. Matthews, II	Director
Walton Grayson, III	Director
Sam Susser	President
R. B. Grammer	Vice President
John P. Thompson	Vice President
Jere W. Thompson	Vice President
Joe C. Thompson, Jr.	Vice President
Walton Grayson, III	Vice President
Clark J. Matthews, II	Vice President
John H. Rodgers	& Assistant Secretary
	Vice President
	& Assistant Secretary
Henry T. Stanley	Vice President
M. T. Cochran, Jr.	Vice President
Vaughn R. Heady	Vice President
S. R. Dole	Vice President
James W. Parker	Vice President
Ben M. Holland.	Vice President
Carol S. Hilburn	Vice President
	& Assistant Secretary
Lon R. Williams, Jr.	Vice President
	& Assistant Secretary
E. J. Urbanus	Secretary
Frank J. Gangi	Treasurer
Eugene Pender	Controller
R G Smith	Assistant Secretary
Joe A. Winfield	Assistant Secretary
Michael R. Davis	Assistant Secretary
John W. Nassen	Assistant Secretary
Bryan F. Smith, Jr.	Assistant Secretary
B. R. Gilbreath	Assistant Secretary
Penny Hawkins	Assistant Secretary
David Holland	Assistant Secretary
Mary Lee Roberts	Assistant Secretary

* ADDRESS FOR ALL THE ABOVE IS: 2828 North Haskell Avenue
Dallas, Texas 75221



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

FOREMOST PETROLEUM COMPANY OF TEXAS, INC.

ARTICLES OF INCORPORATION

NOVEMBER 25, 1981

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

30 day of *March*, A. D. 19 *82*

David G. Lee

vbs

Secretary of State

NOV 25 1981

CLERK OF THE
Corporation Division

ARTICLES OF INCORPORATION

OF

FOREMOST PETROLEUM COMPANY OF TEXAS, INC.

-ooOoo-

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is

FOREMOST PETROLEUM COMPANY OF TEXAS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) of the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the

value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is Republic National Bank Building, c/o C T CORPORATION SYSTEM, Dallas, Texas 75201, and the name of its initial registered agent at such address is:

C T CORPORATION SYSTEM

ARTICLE SEVEN

The number of directors of the corporation may be fixed by the By-Laws.

The number of directors constituting the initial Board of Directors is three (3), and the name and address of each person who is to serve as director until the first annual meeting of the shareholders or until a successor is elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
B. I. Crenshaw	Republic National Bank Building Dallas, Texas 75201
G. P. Assed	Republic National Bank Building Dallas, Texas 75201
V. L. Turk	Republic National Bank Building Dallas, Texas 75201

ARTICLE EIGHT

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
B. I. Crenshaw	Republic National Bank Building Dallas, Texas 75201
G. P. Assed	Republic National Bank Building Dallas, Texas 75201
V. L. Turk	Republic National Bank Building Dallas, Texas 75201

IN WITNESS WHEREOF, we have hereunto set our hands,
this 17th day of November, 1981.

B. I. Crenshaw

B. I. Crenshaw

G. P. Assed

G. P. Assed

V. L. Turk

V. L. Turk

STATE OF TEXAS.

COUNTY OF DALLAS.

I, Harold C. Broadt, a Notary Public do hereby certify
that on this 17th day of November, 1981, personally appeared
before me, B. I. Crenshaw, G. P. Assed and V. L. Turk, who each
being by me first duly sworn, severally declared that they are the
persons who signed the foregoing document as incorporators, and
that the statements therein contained are true.

Harold C. Broadt
Notary Public

(NOTARIAL SEAL)

HAROLD C. BROADT, Notary Public
in and for the State of Texas
My commission expires June 30, 1984

CONSENT TO USE OF CORPORATE NAME

Foremost Petroleum Corporation, Inc., a corporation organized under the laws of the State of Texas, hereby consents to the organization of Foremost Petroleum Company of Texas, Inc. in the State of Texas and the use of the name Foremost Petroleum Company of Texas, Inc.

IN WITNESS WHEREOF, the said Foremost Petroleum Corporation, Inc., has caused this consent to be executed by its ~~Vice~~ President and attested by its Secretary, this 14th day of November, 1981.

FOREMOST PETROLEUM CORPORATION, INC.

BY

L. A. Leavitt
Vice President

ATTEST:

M. W. Williams
Secretary

(SEAL)