

State of Idaho

Department of State

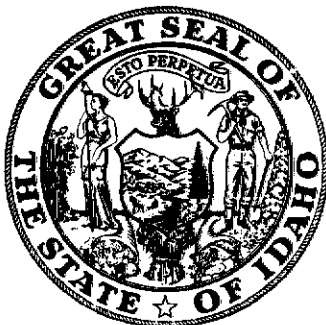
CERTIFICATE OF INCORPORATION OF

TONY'S AMOCO, INC.
File number C 109680

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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ARTICLES OF INCORPORATION

OF

TONY'S AMOCO, INC.

ARTICLE I

NAME

The name of the corporation (hereinafter called the Corporation) is TONY'S AMOCO, INC.

ARTICLE II

REGISTERED OFFICE AND AGENT

The initial registered office for the Corporation is P.O. Box 570, 4th and Main Street, Ashton, Idaho 83420. The initial registered agent is E. Sean Maupin, P.O. Box 331, 4th and Main Street, Ashton, Idaho 83420.

ARTICLE III

PROFIT CORPORATION

This Corporation is organized pursuant to the General Corporation Laws of the State of Idaho.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

The specific purpose for which this Corporation is formed is to transact a general wholesale and retail operation.

In furtherance of said purposes this Corporation shall have power to:

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(b) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(c) borrow money, mortgage, pledge, execute a deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred but only with the assent by vote or written assent of one-half (1/2) of the shares outstanding;

(d) to have and exercise any and all powers, rights, and privileges which the Corporation organized under the General Corporation Laws of the State of Idaho may now or hereafter have or exercise.

ARTICLE V

AUTHORIZED CAPITAL

This corporation is authorized to issue 1,000 shares of capital stock with no par value. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share shall be entitled to one vote.

The Corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock.

ARTICLE VI

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed and controlled by a board of four directors. The By-Laws of the Corporation shall provide for an increase or decrease in their number. The names and post office addresses of the incorporators and original members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
E. Sean Maupin	1353 N. 3350 E., Ashton, ID 83420
Shawna N. Maupin	1353 N. 3350 E., Ashton, ID 83420
William D. Maupin	3041 Highway 20, Ashton, ID 83420
Trenna R. Maupin	3041 Highway 20, Ashton, ID 83420

The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors is authorized to make, alter, or repeal the By-Laws of the Corporation.

ARTICLE VII

DISSOLUTION

If this Corporation is dissolved by lapse of renewal of the corporate license or if the Corporation is terminated for any reason, such assets shall be granted, conveyed and assigned to the stockholders of the Corporation in proportion to their stock ownership.

ARTICLE VIII

DURATION

This Corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

These Articles may be amended by assent by vote of the members representing fifty-one (51%) percent or more of the voting power at an annual meeting or a special meeting called for such purpose. These articles may also be amended by unanimous written assent of all of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, we, the undersigned constituting the incorporators of this Corporation, have executed these Articles of Incorporation this ____ day of January, 1995.


E. SEAN MAUPIN


WILLIAM D. MAUPIN


SHAWNA N. MAUPIN


TRENNNA R. MAUPIN