



**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

***CARBONIT HOUSTON, INC.***

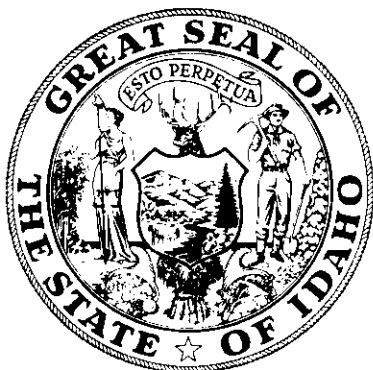
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of an Application of ***CARBONIT HOUSTON, INC.***

\_\_\_\_\_ 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 ***CARBONIT HOUSTON, INC.***

to transact business in this State under the name ***CARBONIT HOUSTON, INC.***  
\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated ***August 18***, 19 ***80***.



*Pete T. Cenarrusa*

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 CARBONIT HOUSTON, 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 April 9, 1976 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 2190 North Loop West Suite 401, Houston, Texas 77018
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:

Purchase and sale of petroleum products from refiners to resellers  
retailers, ultimate consumers.

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

Name	Office	Address
<u>Richard W. Johnson</u>	<u>President</u>	<u>2190 N. Loop W. #401, Houston, TX</u>
<u>William M. Reid</u>	<u>Sec. &amp; Gen. Csl.</u>	<u>2190 N. Loop W. #401 Houston, TX</u>
<u>T. Zuurmond</u>	<u>Director</u>	<u>2190 N. Loop W. #401, Houston, TX</u>
<u>Andrew P. Zinzi</u>	<u>Director</u>	<u>2190 N. Loop W. #401, Houston, TX</u>
<u>Thomas F. Boyd</u>	<u>Director</u>	<u>2190 N. Loop W. #401, Houston, TX</u>

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 August 12, 1980

CARBONIT HOUSTON, INC.  
By [Signature]  
Richard W. Johnson  
Its President  
and [Signature]  
William M. Reid  
Its Secretary

STATE OF TEXAS )  
COUNTY OF HARRIS ) ss:

I, Joan W. Robison, a notary public, do hereby certify that on this 12<sup>th</sup> day of August, 19 80, personally appeared before me Richard W. Johnson, who being by me first duly sworn, declared that he is the President of CARBONIT HOUSTON, INC.

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

[Signature]  
Notary Public  
JOAN W. ROBISON 462-60-7147  
Notary Public in and for Harris County, Texas  
My Commission Expires 2-28-81

\*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.



RECEIVED  
'80 AUG 18 AM 8 59  
SECRETARY OF  
STATE

# 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:

CARBONIT HOUSTON, INC.

Articles of Incorporation

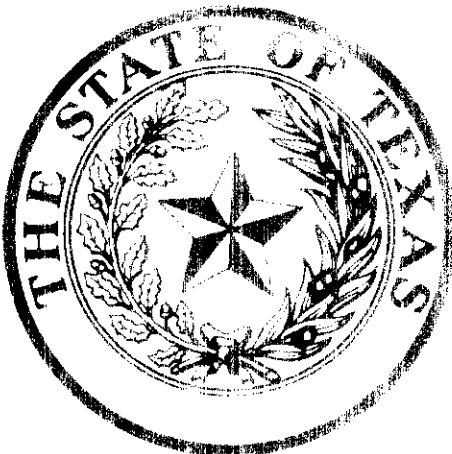
April 9, 1976

Statement of Change of Registered  
Office and Registered Agent

September 24, 1979

Statement of Change of Registered Agent

February 14, 1980



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

12th day of August A. D. 19 80

  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
CARBONIT HOUSTON, INC.

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**

**APR 09 1978**

*James L. Nelson*

Deputy Director, Corporation Division

We, the undersigned, all being natural persons above the age of eighteen (18) years, at least two (2) of whom are resident citizens of Texas and of the United States, do hereby make, publish, and declare this the Articles of Incorporation of CARBONIT HOUSTON, INC.

ARTICLE ONE

The name of the corporation is CARBONIT HOUSTON, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

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

To buy, sell, broker, transport and ship, and store and to wholesale, retail, refine and finance the sale of various products, not including land or real estate, but primarily petroleum products, petrochemicals and hydrocarbons; and to explore, develop and produce petroleum and other energy resources; and to arrange for the refining and to refine the same into useable products; and to own, lease and control real property in connection with the foregoing purposes, and to own stock in itself and other corporations; and further, to do any and all acts not prohibited by the Texas Business Corporation Act which any individual or corporation may or can do, and in general to carry on any other business and do any other acts in connection with the foregoing, and to have and exercise all powers conferred by the laws of the State of Texas upon corporations formed under the Texas Business Corporation Act, and to do any and all things thereinabove set forth to the same extent as natural persons might or could do.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Thousand of the par value of One Dollar (\$1.00) per share; and there shall be only one class of stock.

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.

which sum is not less than One Thousand Dollars (\$1,000.00).

#### ARTICLE SIX

The post office address of its initial registered office is 1770 St. James Place, Suite 505, Houston, Texas 77056, and the name of its initial registered agent at such address is Richard W. Johnson.

#### ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
B. R. Pollner	1770 St. James Place, Suite 505 Houston, Texas 77056
H. R. Tepper	1770 St. James Place, Suite 505 Houston, Texas 77056
J. R. Crocco	1770 St. James Place, Suite 505 Houston, Texas 77056
T. Zuurmond	1770 St. James Place, Suite 505 Houston, Texas 77056
R. W. Johnson	1770 St. James Place, Suite 505 Houston, Texas 77056

#### ARTICLE EIGHT

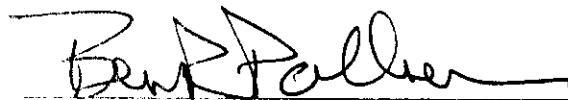
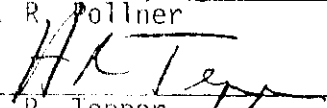
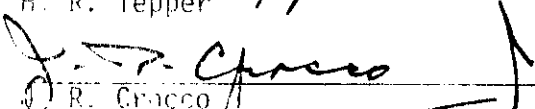
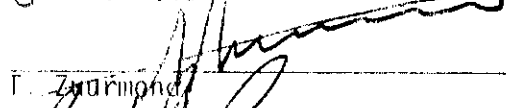
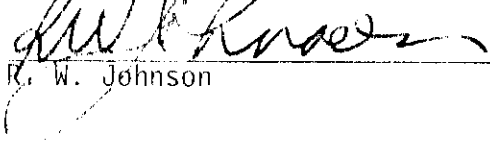
There will be pre-emptive rights in this corporation, and each shareholder shall have the right, in any subsequent issuance of stock, to purchase the same percentage of that new issue as he owns in the company at the time the new issue is announced, provided that his purchase be made reasonably and under such terms and conditions as may be established in the By-Laws of the corporation. Cumulative voting will not be allowed.

#### ARTICLE NINE

The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
B. R. Pollner	1770 St. James Place, Suite 505 Houston, Texas 77056
H. R. Tepper	1770 St. James Place, Suite 505 Houston, Texas 77056
J. R. Crocco	1770 St. James Place, Suite 505 Houston, Texas 77056
T. Zuurmond	1770 St. James Place, Suite 505 Houston, Texas 77056
R. W. Johnson	1770 St. James Place, Suite 505 Houston, Texas 77056

IN WITNESS WHEREOF, we hereunto set our hands this 1<sup>st</sup> day of  
April 1976.

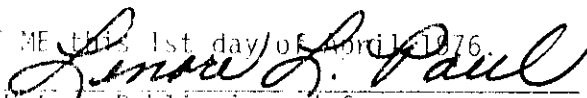
  
B. R. Pollner  
  
H. R. Tepper  
  
J. R. Crocco  
  
T. Zuromond  
  
R. W. Johnson

THE STATE OF TEXAS :

COUNTY OF HARRIS :

BEFORE ME, the undersigned authority, on this day personally appeared B. R. Pollner, H. R. Tepper, J. R. Crocco, T. Zuromond and R. W. Johnson, 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 contained therein are true.

SWORN and SUBSCRIBED TO BEFORE ME this 1st day of April 1976.

  
Notary Public in and for  
Harris County, T e x a s

My Commission Expires:  
June 1, 1977

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT, OR BOTH,  
BY A TEXAS DOMESTIC CORPORATION

Filed in the Office of the Secretary of State of Texas	
This	day of 19
SEP 24 1979	
<i>John J. Martinez</i>	
By	Administrative Assistant

1. The name of the corporation is Carbonit Houston, Inc.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 1770 St. James Place, #505, Houston, Texas, 77056
3. The address, including street and number, to which its registered office is to be changed is 2190 N. Loop West, #401, Houston, Texas, 77018  
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is Richard W. Johnson
5. The name of its new registered agent is Andrew P. Zinzi  
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

*Richard W. Johnson*  
Richard W. Johnson President ~~or Vice President~~

Sworn to May 21, 1979  
(date)

*Danney D. Schoedder*  
Notary Public

*Danney D. Schoedder*  
Danney D. Schoedder  
Notary Public, Harris County, Texas

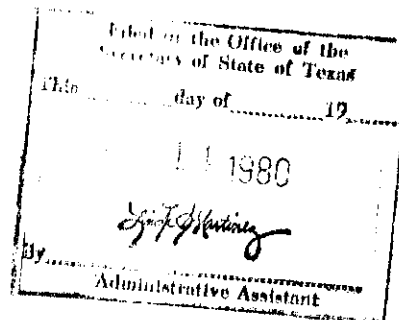
INSTRUCTIONS:

Submit two (2) copies with genuine signatures and notary seals on each. Filing fee for a business (for profit) corporation is \$10.00. Filing fee for a non profit corporation is \$5.00.

My Comm. Exp. March 2, 1981  
Notary Public, Harris County, Texas  
Notary Public, Harris County, Texas



STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT, OR BOTH,  
BY A TEXAS DOMESTIC CORPORATION



1. The name of the corporation is Carbonit Houston, Inc.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 2190 North Loop West Suite 401 Houston, Texas 77018
3. The address, including street and number, to which its registered office is to be changed is No change  
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is Andrew P. Zinzi
5. The name of its new registered agent is Theodore S. Russell  
(Give new name or state ("no change"))
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

Sworn to

January 30, 1980  
(date)

Richard W. Johnson, President

Notary Public

County, Texas