



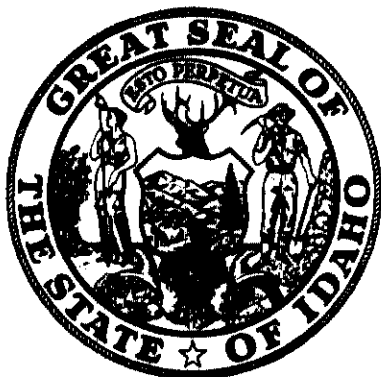
**CERTIFICATE OF INCORPORATION
OF**

MAVERIK DISTRIBUTORS, INC.

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: December 5, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
MAVERIK DISTRIBUTORS, INC.

DEC 5 2 58 PM '89
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

I

The name of the Corporation is **MAVERIK DISTRIBUTORS, INC.**

II

The period of duration of this Corporation shall be perpetual.

III

The purpose or purposes for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV

The aggregate number of shares which the Corporation shall have authority to issue is **TEN (10)** shares, all of which are to be No Par Value shares.

V

No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth.

Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the Corporation.

VI

The address of the initial registered office of the Corporation is Route 4, Highway 2, Box 89, Oldtown, Idaho, 83822, and the name of its initial registered agent at such address is Dorothy G. Kohne.

VII

The fiscal year of the corporation shall begin on the first day of January, and end on the last day of December in each year, unless a different fiscal year shall be hereafter designated in accordance with the by-laws of the corporation.

VIII

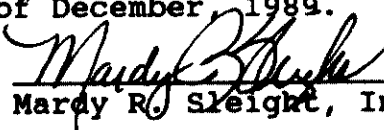
The Corporation shall have no Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the shareholder or shareholders and officer or officers of the Corporation, as elected by the shareholder(s), according to procedures outlined in the By-Laws of the Corporation. The name and address of the person who shall serve as the principal officer of the Corporation until other person or officers shall be elected or nominated in accordance with the By-laws of the Corporation is

MARDY R. SLEIGHT, President

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
MARDY R. SLEIGHT	Highway 2, P. O. Box 1696 Newport, WA 99156

DATED this 4th day of December, 1989.


Mardy R. Sleight, Incorporator

STATE OF IDAHO)
 (ss.
County of Kootenai)

On this 4th day of December, 1989, before me, the undersigned Notary Public in and for the said State, personally appeared Mardy R. Sleight, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at: Hayden Lake
Commission Expires: 6-1-92