



**CERTIFICATE OF INCORPORATION  
OF**

**ST. JOE SPORT STOP, 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: **April 7, 1986**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION  
OF  
ST. JOE SPORT STOP, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I

Name. The name of the corporation is St. Joe Sport Stop, Inc.

ARTICLE II

Purposes. The purpose of the corporation is to maintain, operate and control a business for the retail sale of gasoline and other petroleum products used for motor fuel or lubrication and for the retail sale of sporting goods and outdoor equipment and accessories and to conduct such other business as is usual, proper and necessary in such business enterprise. The corporation may further engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

Duration. The period of duration of this corporation is perpetual.

ARTICLE IV

Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 1040 Second Street, City of St. Maries,

County of Benewah, State of Idaho, 83861. The name of the corporation's initial registered agent at such address is Irwin G. Applegate.

#### ARTICLE V

Stock. The total authorized number of par value shares of stock is Ten Thousand (10,000). The aggregate par value of the total authorized number of par value shares is One Million and no/100 Dollars (\$1,000,000.00).

#### ARTICLE VI

Transfer of Stock. In case a stockholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in this purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

#### ARTICLE VII

Directors. The number of directors constituting the initial board of directors is two (2), 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 qualify are:

NAME	ADDRESS
1. Irwin G. Applegate	1040 Second Street St. Maries, Idaho 83861

2. Sandra R. Lapp

P.O. Box 95  
Silverpeak, Nevada 89047

ARTICLE VIII

Incorporator. The name and address of the  
incorporator for this corporation is:

NAME

ADDRESS

Irwin G. Applegate

1040 Second Street  
St. Maries, Idaho 83861

EXECUTED in duplicate this 3rd day of April,  
1986.

Irwin G. Applegate  
Irwin G. Applegate  
Incorporator