

FILED

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

WINN'S GAS & OIL, INC.

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

FIRST: The name of the corporation is WINN'S GAS & OIL, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to carry on all lawful business, as provided by the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) shares with no par value.

FIFTH: Provisions denying preemptive rights are: Those rights provided under Idaho law.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are contained in the By-laws of the corporation.

SEVENTH: The address of the initial registered office of the corporation is 9 West Ellis, P.O. Box 96, Paul, Idaho 83347, and the name of its initial registered agent at such address is Jim Winn.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3), and directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

James R. Winn

9 West Ellis, Paul, Idaho

JoAnn E. Winn

9 West Ellis, Paul, Idaho

Jeffrey R. Winn

9 West Ellis, Paul, Idaho.

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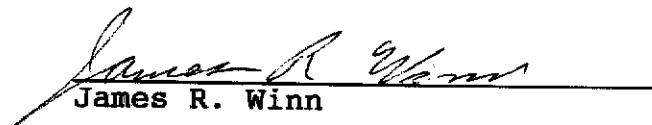
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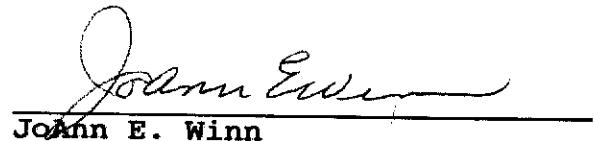
NINTH: The name and address of each incorporator and initial share(s) of stock issued are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
James R. Winn	9 West Ellis, Paul, Idaho	550
JoAnn E. Winn	9 West Ellis, Paul, Idaho	550
Jeffrey R. Winn	9 West Ellis, Paul, Idaho	900

DATED this 22nd day of December, 1997.



James R. Winn



JoAnn E. Winn



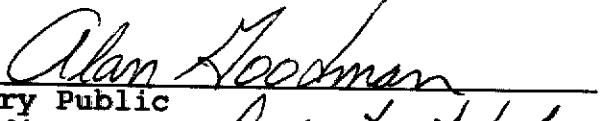
Jeffrey R. Winn

STATE OF IDAHO)
County of Minidoka) ss.
)

On this 22nd day of December, 1997, before me the undersigned notary public in and for said state, personally appeared Jim Winn, Jo Winn and Jeff Winn, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)



Alan Goodman
Notary Public
Residing at Rupert, Idaho
My Commission expires 10-6-03