

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SUBEES, INC.

File number C 111899

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: August 31, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

SUBees, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT I, Galen W. Guthrie, am a resident of the State of Idaho, am a citizen of the United States and natural person of legal age, have this day voluntarily decided to form a corporation for profit under the laws of the State of Idaho, and I do hereby certify and state:

I.

The name of this corporation is:

SUBees, INC.

II.

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

III.

Said corporation is formed for the following purposes:

A. To carry on and conduct the general business of operating convenience store (s), buying and selling goods and services, selling petroleum products, operating sandwich deli(s).

ARTICLES OF INCORPORATION

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CORPORATION PROFIT

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B. To lend or advance money or give credit to such persons, firms, corporations or associations on such terms as may seem expedient;

C. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, or dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company;

D. To carry on other business, of any nature, whatsoever, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated, directly or indirectly, to enhance the value of any of the corporation's property or rights or generally to enhance the profitability of the corporation;

E. If deemed advisable by the corporation, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or co-employees of the corporation, the stockholders of the company or their heirs, to grant pensions to employees and stockholders and to make payments toward insurance;

F. The corporation shall have the power to buy its own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same.

G. To acquire the goodwill, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other securities of this corporation or otherwise; and to acquire and/or take all or any part of the business, assets, liabilities of any person, firm association or corporation;

H. To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objectives or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or any other lawful means with the property of the corporation;

I. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the attainment of any of the objectives, for the exercise of any of the powers herein set forth, whether specified herein or not;

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or interference from, the terms of any other clause, but shall be regarded as independent purposes

and powers; and no recitation, expression or declaration of specific or special powers or purposes not so declared, and that all other lawful powers not inconsistent herewith are hereby included.

IV.

There shall be one class of capital stock of the corporation and it shall be known as common stock. The aggregate number of shares which the corporation shall have authority to issue is five hundred thousand (500,000) shares, no par value, non-assessable.

V.

The registered office of the corporation is located at 64 North Blackcat Road, Meridian, Idaho, 83642 The registered Agent shall be Galen W. Guthrie.

VI.

The number of directors of this corporation shall not be less than three directors, except that in cases where all shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three, but not more than the number of stockholders.

VII.

The name and address of the person who is to serve as director until the first annual meeting of shareholders or untill

her successors are elected and qualify, is as follows:

Galen W. Guthrie
64 North Black Cat Road
Meridian, Id., 83642
Phone 208-887-6443

VIII.

Power to write the By-laws shall be in the stockholders and the By-laws may be amended, adopted or repealed by a majority vote of the stockholders.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the registered agent.

This 31 day of August, 1995.



Galen W. Guthrie
Registered Agent