



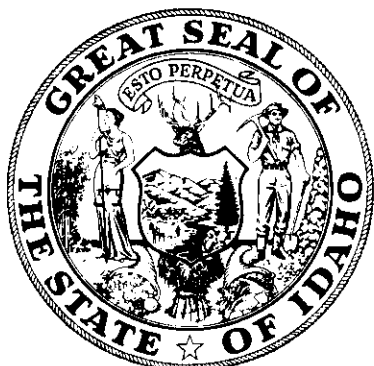
CERTIFICATE OF AUTHORITY
OF

McCALL OIL AND CHEMICAL CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **McCALL OIL AND CHEMICAL CORPORATION** 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 **McCALL OIL AND CHEMICAL CORPORATION** to transact business in this State under the name **McCALL OIL AND CHEMICAL CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 30**, 19 **82**



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 McCall Oil and Chemical Corporation
2. *The name which it shall use in Idaho is McCall Oil and Chemical Corporation
3. It is incorporated under the laws of Washington
4. The date of its incorporation is March 31, 1958 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 _____
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:
Sale of petroleum products
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>R. H. McCall</u>	<u>President/Director</u>	<u>808 S.W. 15th Ave., Portland, OR</u>
<u>Ernest H. McCall</u>	<u>V. President/Director</u>	<u>" " "</u>
<u>Edward A. Foehl</u>	<u>Sec/Treas/Director</u>	<u>" " "</u>
<u>W. C. McCall</u>	<u>Director</u>	<u>" " "</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>5,000</u>	<u>Common</u>	<u>\$10.00</u>
<u>5,000</u>	<u>Common A</u>	<u>\$10.00</u>
<u>5,000</u>	<u>Preferred</u>	<u>\$1,000.00</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
2,145	Common	\$10.00
2,145	Common A	\$10.00
4,826.25	Preferred	\$1,000.00

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 JUNE 16, 19 82

McCall Oil and Chemical Corporation

By [Signature]
R. H. McCall
Its President
and [Signature]
Edward A. Foehl
Its Secretary

STATE OF Oregon)
) ss:
COUNTY OF Multnomah)

I, JANE S. MEYERS, a notary public, do hereby certify that on this 16TH day of JUNE, 19 82, personally appeared before me R. H. McCall, who being by me first duly sworn, declared that he is the President of McCall Oil and Chemical Corporation

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

[Signature]
Notary Public
Comm. exp. 4-5-86

*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.

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

40,30
8 52 AM '82
SECRET STATE

MAR 11 1930

ARTICLE OF INCORPORATION

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Ray J. Feoman*
ASSISTANT SECRETARY OF STATE

McCALL OIL COMPANY OF OREGON

KNOW ALL MEN BY THESE PRESENTS that we, W. C. McCALL, MARIAN H. McCALL, citizens and residents of the State of Oregon, and JOHN V. SAUNDERS, citizen and resident of the State of Washington and of the United States of America, do hereby associate ourselves together for the purpose of forming a private corporation under and pursuant to the Laws of the State of Washington, and to that end we do hereby execute in triplicate the following Articles of Incorporation:

ARTICLE I

The name of this corporation and the style by which it shall be known and designated is McCALL OIL COMPANY OF OREGON.

ARTICLE II

The duration of this corporation shall be unlimited.

ARTICLE III

The location and post office address of the corporation's registered office in the State of Washington shall be 1208 Main Street, Vancouver, Washington.

ARTICLE IV

The enterprises, business pursuits and occupations in which the corporation proposes to engage are:

1. To buy, sell, manufacture, deal in and with, either at retail, wholesale or as a jobber, factor or manufacturer's agent, of every kind or type of petroleum, oil or chemical products or by-products, including but not limited to heating and fuel oils, gasoline and all types or kinds of petroleum, propane, butane or any other type or kind of liquified gas, agricultural and industrial chemicals and raw materials and all types or kinds of chemicals or by-products required or used in domestic homes and in retail, wholesale, industrial and agricultural businesses and to engage in trucking or transporting petroleum, oil or chemical products of any type or kind.

2. To conduct any of the merchandising activities authorized hereby through dealers, distributors, retailers or direct sale or service to consumers and to buy, own, maintain and operate trucks and other

delivery or service facilities and tanks or other types of storage facilities.

3. To buy, construct, lease or otherwise acquire and to manage, handle and operate, and to sell, lease or otherwise dispose of factories and manufacturing establishments of any kind or character, making or manufacturing any and all products capable of manufacture, and stores, merchandise establishments, warehouses, or other structures suitable for carrying on a wholesale or retail business.

4. To engage in the general merchandise business, either wholesale or retail, and to buy and sell and otherwise handle and to act as agent for the purchase, sale or otherwise handling of merchandise of any kind or character; to buy, sell, hold, own, use, occupy, deal with, convey, mortgage or otherwise encumber, lease or dispose of all and every class and kind of real, personal or mixed property.

5. To buy, lease, or otherwise acquire, to maintain, manage, operate and otherwise handle, and to sell, lease or otherwise dispose of, real estate and real property of every kind or character, both improved and unimproved.

6. To buy, lease, or otherwise acquire, to own, operate and otherwise dispose of patents, trade marks, secret formulae, licenses, rights and intangible rights of any other kind or character, and to deal in and operate under such rights in any manner.

7. To license, lease or contract for the manufacture or sale of any products covered by patents, trade marks, formulae or other similar rights belonging to this corporation.

8. To erect buildings, or structures of any kind, and to sell, lease, occupy, use or otherwise manage the same.

9. To borrow and lend money and to purchase, sell, dispose of, hold, use, pledge, hypothecate, assign and otherwise deal in stocks, bonds, warrants and any and all other kinds of securities, choses in action, promissory notes and other evidences or indebtedness.

10. To mortgage, hypothecate or pledge any or all of the property and assets of the company, real, personal and mixed. To execute

trust, deed, mortgages and other instruments for securing the payment of money and indebtedness incurred by this company or guaranteed by it.

11. To underwrite the stock and bond issue of other corporations and to guarantee the payment of bonds, promissory notes and other evidences of debt of other persons or corporations, and to endorse or rediscount the same, and to mortgage, pledge or hypothecate any or all of the property of this corporation as security therefor.

12. To designate persons to act as trustees of the property of this company in any trust deeds, mortgages or other instruments of encumbrance upon the property of this company to secure its indebtedness, and to confer authority upon such persons as this corporation may designate to release such property from encumbrance, and to sell or dispose of such property from encumbrance, and to sell or dispose of such property or any portion thereof under the direction of this company, without foreclosure.

13. To issue negotiable bonds, or other forms of evidences of debt, secured by mortgage, pledge or hypothecation of the property of this corporation.

14. To subscribe for, own, hold, manage, use, buy, sell and otherwise dispose of, direct and control shares of stock in other corporations.

15. To acquire and pay for, to own, vote, re-sell and re-issue shares of stock in this corporation.

16. In general to engage in the business of buying, selling and handling heating oils, petroleum and chemical products and any supplies, equipment, accessories, tanks or other types of merchandise which may be desirable or incidental to such business, and to transport the same in trucks, trailers and the like, any and all of which means of transportation may be owned and operated by the company.

17. To transact business in the manner authorized by these Articles either in the States of Washington, Oregon or Idaho, or such other places as may be designated by the Board of Directors, and to hold stockholders meetings and directors meetings in such places as may be

fixed by the by-laws of this corporation or by resolution of the stockholders or by resolution of the directors.

18. To make contracts and sign other documents for the purpose of carrying out any of the corporate powers above mentioned, and to do and perform any and all things necessary or incidental to the carrying out of the purposes enumerated above.

ARTICLE V

The authorized capital stock of this corporation will be \$5,000.00 consisting of 500 shares of stock with a par value of \$10.00 per share.

ARTICLE VI

The amount of paid in capital with which the corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

ARTICLE VII

The Board of Directors shall consist of at least 3 and not more than 7 members as may be determined by the company by-laws from time to time. The First Board of Directors shall be three in number and they shall serve until the third Wednesday in September, 1958, at 10:00 A. M. Such Directors with their post office addresses are as follows:

W. C. McCall	2710 S. E. 50th Avenue, Portland 6, Oregon
Marian H. McCall	2501 S. W. Ravensview Drive, Portland 1, Oregon
John V. Saunders	2308 Harney Street, Vancouver, Washington

ARTICLE VIII

The names and the post office addresses of the incorporators and the number of shares subscribed by each are as follows:

John V. Saunders	2308 Harney Street, Vancouver, Washington	1 share
W. C. McCall	2710 S. E. 50th Avenue, Portland, Oregon	48 shares
Marian H. McCall	2501 S. W. Ravensview Dr., Portland, Oregon	1 share

ARTICLE IX

The Directors of this corporation shall have authority to make By-laws necessary for the conduct and operation of the corporation not inconsistent with these Articles of Incorporation or the general laws of the State of Washington; provided however, that any By-laws adopted

by the Directors may be altered, amended or repealed in whole or in part by the stockholders entitled to vote thereon.

IN WITNESS WHEREOF we have hereunto set our hands this 27th day of March, 1958.

W. C. McCall
Marian H. McCall
J. V. Saunders

STATE OF OREGON)
) ss
County of Multnomah)

This CERTIFIES that before me, the undersigned, a Notary Public in and for the State of Oregon, on this 27th day of March, 1958, personally appeared W. C. McCall, Marian H. McCall and John V. Saunders, within named, to me known to be identical persons described in and who signed the foregoing Articles of Incorporation, and severally and each for himself acknowledged to me that they executed the same as the free and voluntary act and deed of them and each of them.

Helen Lunderson
Notary Public for Oregon

My Commission Expires: Aug. 5, 1960

No 139908

Articles of Incorporation
OF THE

McCall Oil Company of Oregon

Place of business Vancouver

Time of existence Perpetual years

Capital stock, \$ 5,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State March 31, 1958

at 11:25 o'clock A. M.

Microfilmed, Roll No. 173

Page 1303 - 1313,

Domestic Corporations

Joe Stanger
Secretary of State.

Filed at request of

McCall Oil Company

2710 S. E. 50th Avenue

Portland 6, Oregon

Filing and recording fee, \$ 50.00

License to June 30, 1958 \$ 30.00

Certificate mailed APR 15 1958

Indexed to above address
Photographed

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
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JUL 10 8 52 AM '82
SECRETARY OF STATE

JUN 6 - 1960

AMENDMENT OF ARTICLES OF INCORPORATION

VICTOR A. MEYERS
SECRETARY OF STATE

of

BY *[Signature]*
ASSISTANT SECRETARY OF STATE

McCALL OIL COMPANY OF OREGON

W. C. McCALL, President, and MARIAN H. McCALL, Secretary,
of McCALL OIL COMPANY OF OREGON respectfully show that:

The above named corporation was organized under the laws of the State of Washington on the 31st day of March, 1958, and was duly issued a corporation license by the Secretary of the State of Washington.

Pursuant to the Bylaws of the corporation, notice was given to all stockholders of a special meeting of stockholders to be held at the offices of the corporation in Vancouver, Washington, on the 16th day May, 1960, the purpose of which was to consider the adoption of an amendment to the Articles of Incorporation whereby the authorized capital stock of the corporation be increased from five hundred (500) shares with a par value of Ten Dollars (\$10.00) per share to one thousand five hundred (1,500) shares with a par value of Ten Dollars (\$10.00) per share. Pursuant to such notice the meeting was held at the offices of the corporation in Vancouver, Washington, on the 16th day of May, 1960, and there was present at this meeting, in person or by proxy, the holders of all the authorized, issued and outstanding stock of all classes.

At the said stockholders meeting all of the holders of the common stock of the corporation, being the holders of all the issued stock of the corporation, did thereupon by unanimous vote adopt the following resolution:

"RESOLVED that Article V of the Articles of Incorporation be amended to read as follows:

ARTICLE V

"The authorized capital stock of this corporation will be Fifteen Thousand Dollars (\$15,000.00) consisting of one thousand five hundred (1,500) shares of stock with a par value of Ten Dollars (\$10.00) per share."

The amendment will increase the authorized capital of the corporation from Five Thousand Dollars (\$5,000.00) to Fifteen Thousand Dollars (\$15,000.00) and will increased the number of shares of authorized stock of this corporation and hereafter:

(a) The total number of shares including those previously authorized which the corporation will henceforth be authorized to have will be one thousand five hundred shares (1,500) of common stock.

(b) There will be no shares without par value. Each share of common stock shall have a par value of Ten Dollars (\$10.00)

(c) There shall be only one class of stock, namely common stock which shall consist of one thousand five hundred shares (1,500) of a par value of Ten Dollars (\$10.00) each.

IN WITNESS WHEREOF we have affixed our signatures this
16th day of May, 1960.

W. C. McCall
Marian H. McCall

STATE OF OREGON }
County of Multnomah } ss.

This certifies that before me, the undersigned, Notary Public in and for the State of Oregon, on this 16th day of May, 1960, personally appeared W. C. McCALL and MARIAN H. McCALL, within named, to me known to be the identical persons described in and who signed the foregoing Amendment of Articles of Incorporation, and severally and each for himself acknowledged to me that they executed the same as the free and voluntary act and deed of them and each of them.

Edith L. Kasse
Notary Public for Oregon

My Commission expires: 9-10-60

AMENDED

Articles of Incorporation

OF THE

McCall Oil Company of Oregon

(Increasing authorized capital to

\$15,000.00)

Place of business Vancouver

Time of existence Perpetual years

Capital stock, \$ 15,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State June 6, 1960

at 10:50 o'clock A. M.

Microfilmed, Roll No. 195

Page 911-913

Domestic Corporations

Robert A. Meyer

Secretary of State.

Filed at request of

Patullo & Gleason, Attorneys

Public Service Building

Portland 4, Oregon

Filing and recording fee, \$ 10.00

Certified Copy, \$

License to June 30, 19, \$

Certificate mailed to above address

JUN 22 1960



MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

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JUL 5 - 1960

AMENDMENT OF ARTICLES OF INCORPORATION

of

McCALL OIL COMPANY OF OREGON

VICTOR A. MEYERS
SECRETARY OF STATE
BY *[Signature]*
ASSISTANT SECRETARY OF STATE

W. C. McCALL, President, and MARIAN H. McCALL, Secretary,
of McCALL OIL COMPANY OF OREGON respectfully show that:

The above named corporation was organized under the laws of the State of Washington on the 31st day of March, 1958, and was duly issued a corporation license by the Secretary of the State of Washington.

Pursuant to the Bylaws of the corporation, notice was given to all stockholders of a special meeting of stockholders to be held at the offices of the corporation in Vancouver, Washington, on the 16th day of June, 1960, the purpose of which was to consider the adoption of an amendment to the Articles of Incorporation whereby the authorized capital stock of the corporation be increased from One Thousand Five Hundred (1,500) shares with a par value of Ten Dollars (\$10.00) per share to Five Thousand (5,000) shares with a par value of Ten Dollars (\$10.00) per share. Pursuant to such notice the meeting was held at the offices of the corporation in Vancouver, Washington, on the 16th day of June, 1960, and there was present at this meeting, in person or by proxy, the holders of all the authorized, issued and outstanding stock of all classes.

At the said stockholders meeting all of the holders of the common stock of the corporation, being the holders of all the issued stock of the corporation, did thereupon by unanimous vote adopt the following resolution:

"RESOLVED that Article V of the Articles of Incorporation be amended to read as follows:

ARTICLE V

"The authorized capital stock of this corporation will be Fifty Thousand Dollars (\$50,000.00) consisting of Five Thousand (5,000) shares of stock with a par value of Ten Dollars (\$10.00) per share."

The amendment will increase the authorized capital of the corporation from Fifteen Thousand Dollars (\$15,000.00) to Fifty Thousand Dollars (\$50,000.00) and will increase the number of shares of authorized stock of this corporation and hereafter:

(a) The total number of shares including those previously authorized which the corporation will henceforth be authorized to have will be Five Thousand (5,000) shares of common stock.

(b) There will be no shares without par value. Each share of common stock shall have a par value of Ten Dollars (\$10.00).

(c) There shall be only one class of stock, namely common stock which shall consist of Five Thousand (5,000) shares of a par value of Ten Dollars (\$10.00) each.

IN WITNESS WHEREOF we have affixed our signatures this
16th day of June, 1960.

W. C. McCall
Marian H. McCall

STATE OF OREGON }
County of Multnomah } ss.

This certifies that before me, the undersigned, Notary Public in and for the State of Oregon, on this 16th day of June, 1960, personally appeared W. C. McCALL and MARIAN H. McCALL, within named, to me known to be the identical persons described in and who signed the foregoing Amendment of Articles of Incorporation, and severally and each for himself acknowledged to me that they executed the same as the free and voluntary act and deed of them and each of them.

John J. Johnson
Notary Public for Oregon

My Commission expires My Commission Expires Aug. 5, 1969

AMENDED

Articles of Incorporation
OF THE

McCall Oil Company of Oregon

(Increasing capital to \$50,000.00)

Place of business..... Vancouver

Time of existence..... Perpetual years

Capital stock, \$..... 50,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Sec-

retary of State..... July 5, 1960

at..... 10:50 o'clock..... A. M.

Microfilmed, Roll No. 198

Page 646-1042

Domestic Corporations

Robert A. Meyer
Secretary of State.

Filed at request of.....

Patullo & Gleason

Public Service Building

Portland 4, Oregon

Filing and recording fee, \$..... 35.00

Certified Copy, \$.....

License to June 30, 19....., \$.....

Certificate mailed to above address

JUL 26 1960

1042

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

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THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

AMENDMENT OF ARTICLES OF INCORPORATION

of

McCALL OIL COMPANY OF OREGON

APPROVED
AS TO FORM AND FILED

NOV 9 - 1960

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Elizabeth Coffman*
SUPERVISOR OF CORPORATIONS

W. C. McCALL, President, and MARIAN H. McCALL, Secretary,
of McCALL OIL COMPANY OF OREGON respectfully show that:

The above named corporation was organized under the laws of the State of Washington on the 31st day of March, 1958, and was duly issued a corporation license by the Secretary of the State of Washington.

Pursuant to the Bylaws of the corporation, notice was given to all of the stockholders of a special meeting of stockholders to be held at the offices of the corporation, in Vancouver, Washington, on the 4th day of November, 1960, the purpose of which was to consider the adoption of an amendment to the Articles of Incorporation changing the name of the corporation. Pursuant to such notice, the meeting was held at the offices of the corporation in Vancouver, Washington, on the 4th day of November, 1960, and there was present at this meeting, in person, the holders of all the authorized, issued and outstanding stock of all classes.

At the said stockholders meeting, all of the holders of the common stock of the corporation, being the holders of all the issued stock of the corporation, did thereupon by unanimous vote, adopt the following resolution:

"RESOLVED that Article I of the Articles of Incorporation be amended to read as follows:

ARTICLE I

"The name of this corporation and the style by which it shall be known and designated is McCALL OIL CORPORATION."

IN WITNESS WHEREOF we have affixed our signatures this 5th
day of November, 1960.

W. C. McCall

W. C. McCall

Marian H. McCall

Marian H. McCall

STATE OF OREGON

County of Multnomah

} ss.

This certifies that before me, the undersigned, notary public in and for the State of Oregon, on this 5th day of November, 1960, personally appeared W. C. McCALL and MARIAN H. McCALL, within named, to me known to be the identical persons described in and who signed the foregoing Amendment of Articles of Incorporation, and severally and each for himself acknowledged to me that they executed the same as the free and voluntary act and deed of them and each of them.

Helen Lunderson

Notary Public for Oregon

My Commission expires: My Commission Expires Aug. 5, 1964

AMENDED

Articles of Incorporation
OF THE

McCall Oil Company of Oregon

(Changing name to McCall Oil Corporation)

Place of business Vancouver

Time of existence Perpetual years

Capital stock, \$ 50,000.00

STATE OF WASHINGTON, ss.

Filed for record in the office of the Secretary of State November 9, 1960

at 9:45 o'clock A. M.

Microfilmed, Roll No. 207

Page 22-23,

Domestic Corporations

Secretary of State.

Filed at request of

McCall Oil

2710 S. E. 50th Avenue

Portland 6, Oregon

Filing and recording fee, \$ 10.00

Certified Copy, \$

License to June 30, 19, \$

Certificate mailed to above address



MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
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THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

United States of America
State of Washington

DEPARTMENT



OF STATE

I, VICTOR A. MEYERS, Secretary of State of the State of Washington, do hereby certify that

AMENDED

ARTICLES OF INCORPORATION

OF THE

McCALL OIL CORPORATION

(Changing name to McCall Oil and Chemical Corporation)

a Domestic Corporation, of Vancouver, Washington, was, on
the 20th day of November, A. D. 1963, at 10:23 o'clock A.M.,
filed for record in this office and now remains on file herein.

Filed at request of

Pattullo, Gleason, Griswold & Hinson
Public Service Bldg.
Portland 4, Oregon

IN TESTIMONY WHEREOF, I have hereunto set

my hand and affixed hereto the Seal of the
State of Washington. Done at the Capitol, at
Olympia, this 20th day of November,
A. D. 1963.

Filing and recording fee \$ 10.00

License to June 30, 1964 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1057

Page 1017 - 1019

Victor A. Meyers
VICTOR A. MEYERS, Secretary of State

APPROVED
AS TO FORM AND FILED

NOV 20 1963

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Jean C. Dunker*
(MRS.) JEAN C. DUNKER
ASSISTANT SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

of

McCALL OIL CORPORATION

W. C. McCALL, President, and MARIAN H. McCALL, Secretary,
of McCALL OIL CORPORATION respectfully show that:

McCALL OIL COMPANY OF OREGON was organized under the laws of the State of Washington on the 31st day of March, 1958, and was duly issued a corporation license by the Secretary of the State of Washington. On November 9, 1960, the name of the corporation was amended under the laws of the State of Washington to McCALL OIL CORPORATION.

Pursuant to the Bylaws of the corporation, notice was given to all of the stockholders of a special meeting of stockholders to be held at the offices of the corporation in Vancouver, Washington, on the 8th day of November, 1963, the purpose of which was to consider the adoption of an amendment to the Articles of Incorporation changing the name of the corporation. Pursuant to such notice, the meeting was held at the offices of the corporation in Vancouver, Washington on the 8th day of November, 1963, and there was present at this meeting, in person, the holders of all the authorized, issued and outstanding stock of all classes.

At the said stockholders meeting, all of the holders of the common stock of the corporation, being the holders of all the issued stock of the corporation, did thereupon by unanimous vote, adopt the following resolution:

"RESOLVED that Article I of the Articles of Incorporation be amended to read as follows:

ARTICLE I

"The name of this corporation and the style by which it shall be known and designated is McCALL OIL AND CHEMICAL CORPORATION."

IN WITNESS WHEREOF we have affixed our signatures this 11th
day of November, 1963.

W. C. McCall
W. C. McCall
Marian H. McCall
Marian H. McCall

STATE OF California }
County of Merced } ss.

This certifies that before me, the undersigned,
Notary Public in and for the State of California, on
this 11th day of November, 1963, personally appeared
W. C. McCALL and MARIAN H. McCALL, within named, to me known
to be the identical persons described in and who signed the
foregoing Amendment of Articles of Incorporation, and sever-
ally and each for himself acknowledged to me that they execu-
ted the same as the free and voluntary act and deed of them
and each of them.

[Signature]
Notary Public for California

My Commission Expires My Commission Expires Aug. 5, 1964

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of MCCALL OIL AND CHEMICAL CORPORATION
a domestic corporation of Vancouver, Washington,
(Increasing capital to \$5,100,000.00)

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of.....
McCall Oil & Chemical Corp.
% Bob Hendrickson
808 SW 15th
Portland, Oregon 97205

Filing and recording fee \$ 2,370.00

License to June 30, 19..... \$

..... Excess pages @ 25¢ \$

Microfilmed, Roll No. 1336

Page 257-340

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
December 29, 1975

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

DEC 29 1975

SECRETARY OF STATE
STATE OF WASHINGTON

AMENDMENT OF ARTICLES OF INCORPORATION
OF
MCCALL OIL AND CHEMICAL CORPORATION

R. H. McCALL, President and R. W. HENDRICKSON, Secretary, of McCALL OIL AND CHEMICAL CORPORATION, respectfully show that:

The above named corporation was organized under the laws of the State of Washington on the 31st day of March, 1958 under the name McCALL OIL COMPANY OF OREGON, and was duly issued a corporation license by the Secretary of the State of Washington.

Pursuant to the Bylaws of the corporation, notice was given to all stockholders of a special meeting of stockholders to be held in Portland, Oregon on the 26th day of December, 1975, the purpose of which was to consider the adoption of an Amendment to the Articles of Incorporation whereby the authorized capital stock of the corporation be increased from Five Thousand [5,000] shares Common Stock with a par value of Ten and No/100 Dollars [\$10.00] per share to Five Thousand [5,000] shares Common stock with a par value of Ten and No/100 Dollars [\$10] per share, Five Thousand [5,000] shares Class A Stock with a par value of Ten and No/100 Dollars [\$10] per share and Five Thousand [5,000] shares Preferred stock with a par value of One Thousand and No/100 Dollars [\$1,000] per share, including the presently authorized shares. Pursuant to such notice, the meeting was held in Portland, Oregon on the 26th day of December, 1975, and there was present at this meeting, in person or by proxy, the holders of all the authorized, issued and outstanding stock of the corporation.

At the said stockholders meeting all of the holders of all the issued stock of the corporation, being the holders of Two Thousand One Hundred Forty-Five [2,145] shares, Common Stock, each share being entitled to vote, did thereupon by unanimous vote adopt the following resolution:

"RESOLVED, that Article V of the Articles of Incorporation be amended to read as follows:

ARTICLE V

"This corporation is authorized to issue three [3] classes of stock to be designated as Common Stock, Class A Stock and Preferred Stock respectively. The total authorized stock shall be Fifteen Thousand [15,000] shares divided as follows:

Common Stock, \$10 par value	5,000 shares
Class A Stock, \$10 par value	5,000 shares
Preferred Stock, \$1,000 par value	5,000 shares

The rights, preferences, limitations or restrictions thereof are as follows:

Dividends - The holders of the Preferred shares, in preference and in priority to the holders of the Common shares and Class A shares, shall be entitled to receive when and as declared by the Board of Directors, non-cumulative dividends at the rate of Seven Percent [7%] per year and no more. Such dividend shall not be cumulative and the holders of Preferred shares shall have no right to such dividend even though the corporation has funds legally available for the payment of dividends, unless the same shall have been declared by the Board of Directors; but such dividend shall be paid or declared and set apart for the payment in any year before dividends for such year are declared and paid on the Common shares and Class A shares.

The holders of the Common shares and Class A shares shall be entitled to receive dividends as declared by the Board of Directors, provided that such dividends shall be paid equally to the holders of both Common shares and Class A shares.

Liquidation or Dissolution - In the event of liquidation or dissolution of the corporation, the holders of Preferred shares shall be entitled to receive from the assets of the corporation the sum of One Thousand and No/100 Dollars [\$1,000.00] per share and a further amount equal to any dividend thereon declared and unpaid at the time of such distribution, and no more, before the remaining assets of the corporation are distributed in equal amounts to the holders of Common shares and Class A shares.

Voting Rights - The holders of the Preferred shares and the Class A shares shall not be entitled to vote."

The Amendment will increase the authorized capital of the corporation from Fifty Thousand and No/100 Dollars [\$50,000] to Five Million One Hundred Thousand Dollars [\$5,100,000] and will increase the number of shares of authorized stock of this corporation and hereafter:

(a) There will be Five Thousand [5,000] shares Common Stock, with a par value of Ten and No/100 Dollars [\$10] per share.

(b) There will be Five Thousand [5,000] shares Class A Stock with a par value of Ten and No/100 Dollars [\$10] per share.

(c) There will be Five Thousand [5,000] shares Preferred Stock with a par value of One Thousand and No/100 Dollars [\$1,000] per share.

IN WITNESS WHEREOF we have affixed our signatures
this 27th day of December, 1975.

R. H. McCall
President

R. W. Hendrickson
Secretary

STATE OF OREGON)
) ss.
County of Multnomah)

On this 27th day of December, 1975, before me appeared R. H. McCALL and R. W. HENDRICKSON, both to me personally known, who being duly sworn, did say that he the said R. H. McCALL is the President and he, R. W. HENDRICKSON is the Secretary of McCALL OIL AND CHEMICAL CORPORATION, the within named corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that the said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and R. H. McCALL and R. W. HENDRICKSON acknowledged said instrument to be the free act and deed of said corporation.

Jane S. Meyer
Notary Public for Oregon
My Commission expires: Apr 5, 1978

I, R. W. HENDRICKSON, Secretary of McCALL OIL AND CHEMICAL CORPORATION, the within named corporation, declare under penalties of perjury, that I have read and examined the foregoing Amendment of Articles of Incorporation of McCALL OIL AND CHEMICAL CORPORATION, know the contents thereof, and the same is true, correct and complete, as I verily believe.

R. W. Hendrickson
Secretary

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

July 30
E 52 AM '82
OFFICE OF STATE



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

AMENDED
ARTICLES OF INCORPORATION

of MCCALL OIL AND CHEMICAL CORPORATION
a domestic corporation of Vancouver, Washington,
(Adding new Article X)

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of.....
McCall Oil & Chemical Corp.....
% Bob Hendrickson.....
808 SW 15th.....
Portland, Oregon 97205.....

Filing and recording fee ... \$ 10.00
License to June 30, 19..... \$
..... Excess pages @ 25¢ \$
Microfilmed, Roll No. 1337

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
December 30, 1975

AMENDMENT OF ARTICLES OF INCORPORATION

OF

McCALL OIL AND CHEMICAL CORPORATION

FILED

DEC 30 1975

SECRETARY OF STATE
STATE OF WASHINGTON

WILLIAM MOERSCH, Vice-President and R. W. HENDRICKSON, Secretary, of McCALL OIL AND CHEMICAL CORPORATION, respectfully show that:

The above named corporation was organized under the laws of the State of Washington on the 31st day of March, 1958 under the name McCALL OIL COMPANY OF OREGON, and was duly issued a corporation license by the Secretary of the State of Washington.

Pursuant to the Bylaws of the corporation, notice was given to all stockholders of a special meeting of stockholders to be held in Portland, Oregon on the 29th day of December, 1975, the purpose of which was to consider the adoption of an Amendment to the Articles of Incorporation whereby the Board of Directors of the corporation be authorized to declare and pay to the shareholders of record, on a pro rata basis, stock dividends consisting of other classes of stock of the corporation. Pursuant to such notice, the meeting was held in Portland, Oregon on the 29th day of December, 1975, and there was present at this meeting, in person or by proxy, the holders of all the authorized, issued and outstanding stock of the corporation.

At the said stockholders meeting all of the holders of all the issued and outstanding stock of the corporation, being the holders of Two Thousand One Hundred Forty-Five [2,145] shares, Common Stock, each share being entitled to vote, did thereupon by unanimous vote adopt the following resolution:

"RESOLVED, that the Articles of Incorporation be amended by adding thereto Article X to read as follows:

ARTICLE X

"The Directors of this corporation shall have authority to declare and pay to shareholders of record, on a pro rata basis, stock dividends consisting of other classes of stock of the corporation, as the Board in its sole discretion may determine from time to time."

The Amendment will permit the payment to holders of one class of stock of the corporation, on a pro rata basis, of stock dividends consisting of other classes of stock of the corporation.

IN WITNESS WHEREOF we have affixed our signatures
this 30th day of December, 1975.

William Moersch
Vice-President

R.W. Hendrickson
Secretary

STATE OF OREGON)
) ss.
County of Multnomah)

On this 30th day of December, 1975, before me appeared WILLIAM MOERSCH and R. W. HENDRICKSON, both to me personally known, who being duly sworn, did say that he, the said WILLIAM MOERSCH, is the Vice-President and he, R. W. HENDRICKSON, is the Secretary of McCALL OIL AND CHEMICAL CORPORATION, the within named corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that the said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and WILLIAM MOERSCH and R. W. HENDRICKSON acknowledged said instrument to be the free act and deed of said corporation.

Jane S. Meyer
Notary Public for Oregon
My Commission expires: Apr 5, 1978

I, R. W. HENDRICKSON, Secretary of McCALL OIL AND CHEMICAL CORPORATION, the within named corporation, declare under penalties of perjury, that I have read and examined the foregoing Amendment of Articles of Incorporation of McCALL OIL AND CHEMICAL CORPORATION, know the contents thereof, and the same is true, correct and complete, as I verily believe.

R.W. Hendrickson
Secretary

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE

CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

D-256181

FILE NUMBER



DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal,
hereby certify that

AMENDED

ARTICLES OF INCORPORATION

of MCCALL OIL AND CHEMICAL CORPORATION
a domestic corporation of Vancouver, Washington,
(Adding new Article XI)

was filed for record in this office on this date, and I further certify that such Articles remain
on file in this office.

Filed at request of
Pattullo, Gleason, Scarborough,
Trammell & Hannon, Attys. At Law
710 SW 3rd Ave.
Portland, Oregon 97204
Attn: H. W. Kretzmeier

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. 1348

Page 188-190

In witness whereof I have signed and have
affixed the seal of the State of Washington to
this certificate at Olympia, the State Capitol,
May 6, 1976

BRUCE K. CHAPMAN
SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION
OF
McCALL OIL AND CHEMICAL CORPORATION

FILED
MAY 6 1976
SECRETARY OF STATE
STATE - WASHINGTON

R. H. McCALL, President and R. W. HENDRICKSON, Secretary, of McCALL OIL AND CHEMICAL CORPORATION, respectfully show that:

The above named corporation was organized under the laws of the State of Washington on the 31st day of March, 1958 under the name McCALL OIL COMPANY OF OREGON, and was duly issued a corporation license by the Secretary of the State of Washington.

Pursuant to the Bylaws of the corporation, notice was given to all stockholders of a special meeting of stockholders to be held in Portland, Oregon on the 15th day of January, 1976, the purpose of which was to consider the adoption of an Amendment to the Articles of Incorporation whereby all shares of all authorized capital stock of the corporation shall be subject to certain restrictions on transfer. Pursuant to such notice, the meeting was held in Portland, Oregon on the 15th day of January, 1976, and there was present at this meeting, in person or by proxy, the holders of all the authorized, issued and outstanding stock of the corporation.

At the said stockholders meeting all of the holders of all the issued and outstanding voting stock of the corporation, being the holders of Two Thousand Sixty Two and 75/100 [2,062.75] shares Common Stock, each share being entitled to vote, did thereupon by unanimous vote adopt the following resolution:

"RESOLVED, that the Articles of Incorporation be amended by adding thereto Article XI to read as follows:

ARTICLE XI

"No shares of any class of authorized capital stock of the corporation shall be sold, assigned, transferred, pledged, encumbered, or in any other way disposed of to any person who is not already a stockholder unless the stock shall have been first offered in writing to the corporation at the same price and on the same terms offered by a bona fide prospective purchaser of such shares. The writing shall set forth the price and terms and shall be sent by registered or certified mail to the secretary of the corporation. The right to transfer the stock to a person not a stockholder shall not exist until the corporation refuses the offer made as provided above or until it fails for a period of sixty [60] days after receipt of the written offer to accept the same.

"All certificates for shares of the corporation owned by the shareholders shall be endorsed with the following statement:

"The shares represented by this Certificate are subject to certain restrictions on transfer set forth in the Articles of Incorporation of the corporation, a copy of which will be furnished by the corporation to any Shareholder upon request and without charge."

The Amendment will hereafter restrict the transfer of all shares of authorized capital stock of the corporation.

IN WITNESS WHEREOF, we have affixed our signatures this 15th day of January, 1976.

R H McCall
President

R W Hendrickson
Secretary

STATE OF OREGON)
) ss.
County of Multnomah)

On this 15th day of January, 1976, before me appeared R. H. McCALL, President, and R. W. HENDRICKSON, Secretary, both to me personally known, who being duly sworn, did say that he the said R. H. McCALL is the President and he, R. W. HENDRICKSON is the Secretary of McCALL OIL AND CHEMICAL CORPORATION, the within named corporation, and that the seal affixed to said instrument is the corporate seal of said corporation, and that the said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and R. H. McCALL and R. W. HENDRICKSON acknowledged said instrument to be the free act and deed of said corporation.

W. S. J. [Signature]
Notary Public for Oregon
My Commission expires: My Commission Expires April 5, 1978

I, R. W. HENDRICKSON, Secretary of McCALL OIL AND CHEMICAL CORPORATION, the within named corporation, declare under penalties of perjury, that I have read and examined the foregoing Amendment of Articles of Incorporation of McCALL OIL AND CHEMICAL CORPORATION, know the contents thereof, and the same is true, correct and complete, as I verily believe.

R W Hendrickson
Secretary