

# State of Idaho

## Department of State

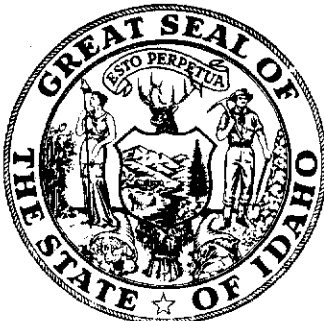
### CERTIFICATE OF INCORPORATION OF

RIPCO, INCORPORATED  
File number C 118229

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: February 10, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Natalie Lamb*

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DATE 02/10/1997  
IDaho SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

**RIPCO, INCORPORATED**

KNOW ALL MEN BY THESE PRESENTS, that HARRY FREDERICK "RICK" PHILBROOK and LYNETTE MARIE PHILBROOK, husband and wife, the undersigned, full-age citizens of the United States, State of Idaho, this day, for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

That the name of the corporation shall be **RIPCO, INCORPORATED**.

ARTICLE II.

The purposes for which the corporation is organized shall be, and include, the transaction of any and all lawful business for which a corporation may be incorporated under "The Idaho Business Corporation Act." The corporation will be a broad purpose corporation and, specifically, operate a vehicle service station and convenience store and to buy, sell, lease, transfer, and convey real and/or personal property and will do all things for which a corporation is authorized by law to do in the State of Idaho.

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and mailing address of the registered office in this State and principal place of business shall be **RICK AND LYNETTE PHILBROOK, P.O. BOX 903, BONNERS FERRY, ID**  
Physical address: 6787 BADGER AVE #3

83805, and the phone number is (208) 267-8075 the initial registered agent at such address is RICK PHILBROOK.

#### ARTICLE V.

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of ONE HUNDRED THOUSAND (100,000) shares with a par value of ONE AND NO/100 DOLLARS (\$1.00) totaling in the aggregate sum of ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$100,000.00).

#### ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation shall be two (2). The number of directors and officers may from time to time be fixed by the bylaws of the corporation at any number.

The names and addresses of the initial directors are:

RICK PHILBROOK  
P.O. BOX 903  
BONNERS FERRY, ID 83805

LYNETTE PHILBROOK  
P.O. BOX 903  
BONNERS FERRY, ID 83805

#### ARTICLE VII.

The address of the incorporators of the corporation in the State of Idaho is P.O. BOX 903, BONNERS FERRY, ID 83805; and the incorporators at such address are HARRY FREDERICK "RICK" PHILBROOK and LYNETTE MARIE PHILBROOK.

### ARTICLE VIII.

Subject to the power of the shareholders to amend, alter or repeal, the Board of Directors of this corporation shall have the power to amend such bylaws defining the powers and duties of the officers in the corporation and providing for such other matters regarding its affairs that they deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho, or these Articles of Incorporation.

### ARTICLE IX.

An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as law requires.

IN WITNESS WHEREOF, the incorporators have executed this instrument, in triplicate, at Coeur d'Alene, Idaho, on this 31 day of January, 1997.

  
HARRY FREDERICK "RICK" PHILBROOK

  
LYNETTE MARIE PHILBROOK

STATE OF IDAHO )  
 ) ss.  
County of Boundary )

On this 31st day of January, 1997, before me, a notary public in and for said State, personally appeared HARRY FREDERICK "RICK" PHILBROOK, known or identified 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 seal the day and year first above written.

Sharon McHain  
Notary Public in and for Idaho  
Residing at: Conners Ferry  
Commission Expires: 4-2-2000

STATE OF IDAHO )  
 ) ss.  
County of Boundary )

On this 31st day of January, 1997, before me, a notary public in and for said State, personally appeared LYNETTE MARIE PHILBROOK, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

Sharon McHain  
Notary Public in and for Idaho  
Residing at: Conners Ferry  
Commission Expires: 4-2-2000