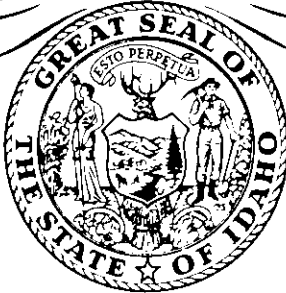


# State of Idaho



## Department of State

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MORRIS SERVICE, INC.

was filed in the office of the Secretary of State on the 13th day of January A.D., One Thousand Nine Hundred Twenty-seven and will be /duly recorded on Film No. microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 13th day of January, A.D., 1927.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
MORRIS SERVICE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are citizens and residents of the United States of America, and are over the age of twenty-one years, do hereby make and execute the following articles of incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of the corporation shall be MORRIS SERVICE, INC.

ARTICLE II

The purpose and objects for which said corporation is formed are as follows:

(a) To conduct the business of a filling and service station, which business shall include the dealing in gasoline and all other petroleum products; all kinds of oils and products used for motor fuel or lubrication; all manner of accessories and appliances to be used on motor vehicles of every description, and other articles and items of interest useful to or desirable for patrons of such a filling station; the washing, polishing, repairing and storing of motor vehicles; and such other business as is usual, proper and necessary in such enterprises;

(b) To purchase, take or lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges, either within or without the State of Idaho, suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the laws of the State of Idaho;

(c) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property may be so pledged, mortgaged or hypothecated;

(d) to enter into any contract, co-operative agreement or profit sharing plan with its officers or employees which the corporation may deem advantageous or expedient, or otherwise to reward or pay such person for their services as the directors may deem fit;

(e) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal;

(f) To have and use a corporate seal which may be altered by majority vote of the board of directors;

(g) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness in other corporations, domestic or foreign;

(h) To appoint such officers, employees and agents as the business of the corporation may require, and to allow them compensation;

(i) To make bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding Twenty Dollars (\$20.00) for any one offense;

(j) To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

(k) To wind up and dissolve itself, or to be wound up and dissolved;

(l) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation;

(m) To conduct business in the State of Idaho, other states, the District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of the State of Idaho;

(n) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation. The foregoing clauses, by reason of specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

### ARTICLE III

This corporation shall have perpetual existence.

### ARTICLE IV

The location and post office address of this corporation and its principal place of business shall be at 603 N. 8th Street, in Boise, County of Ada, State of Idaho.

## ARTICLE V

The total authorized capital stock of this corporation shall be FIVE THOUSAND DOLLARS (\$5,000.00), divided into five thousand (5,000) shares of common stock at a par value of ONE DOLLAR (\$1.00) each. Said capital stock shall be paid in at such times and upon such conditions as the board of directors may by resolution direct, either in cash, or by services rendered to the corporation, or by real and personal property transferred to it. Shares of stock, when issued in exchange for services or property, pursuant to resolution by the board of directors, shall thereupon become and be fully paid up, the same as though paid for in cash at par, and shall be non-assessable forever, and the determination by the board of directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

## ARTICLE VI

The name and post office address of each of the incorporators hereof, and the number of shares of common stock described in Article V herein subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Grace V. Morris	607 North 8th Street Boise, Idaho 83702	One (1)
Donald G. Black	824 E. Bannock Street Boise, Idaho 83702	One (1)
Verna L. Black	824 E. Bannock Street Boise, Idaho 83702	One (1)

#### ARTICLE VII

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

#### ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders, unless the common stock shall be first offered for sale to the corporation, and secondly to each of the other common stockholders of this corporation, at a price to be determined by the rules and procedures outlined in the bylaws of this corporation. The bylaws of this corporation shall further prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to anyone other than the common stockholder.

#### ARTICLE IX

The method and manner of holding directors' meetings and stockholders' meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the bylaws of this corporation and by the laws of the State of Idaho.

## ARTICLE X

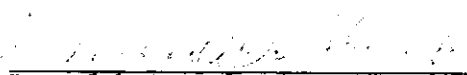
These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of a majority of the stockholders entitled to vote in a meeting of stockholders called for that purpose as prescribed by law.


## ARTICLE XI

At any special meeting called to consider the subject, the corporation, upon a unanimous recommendation of the board of directors, may dissolve the corporation, provided that at least three-fourths (3/4) of the members of the board are present at such meeting, and provided that at least two-thirds (2/3) of the stockholders, in person or by written notice, consent to such dissolution. A committee of three shall thereupon be elected to liquidate the assets of the corporation, and each share of capital stock, according to the amount thereon, shall be entitled to its proportion of the proceeds after all debts of the corporation have been paid. Application for approval and confirmation of dissolution of the corporation may be made in a court of appropriate jurisdiction, pursuant to the statutes of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands this 30th day of December, 1976.

  
Grace V. Morris

  
Donald G. Black

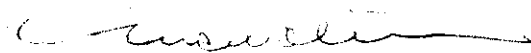
  
Verna L. Black



STATE OF IDAHO            )  
                              ) ss.  
County of Ada             )

On this 30th day of December, 1976, before me, a Notary Public in and for said state, personally appeared GRACE V. MORRIS, DONALD G. BLACK, and VERNA L. BLACK, known to me to be the persons whose names are subscribed to the attached and foregoing articles of incorporation, and acknowledged to me that they executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho  
Residence: Boise, Idaho