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# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PANHANDLE PETROLEUM CO., INC.

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 18, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Sheryl Perkins*

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ARTICLES OF INCORPORATION  
OF

PANHANDLE PETROLEUM CO., INC.

THE UNDERSIGNED, a natural person over the age of twenty-one (21) years, acting as incorporator of Panhandle Petroleum Co., Inc. under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: Panhandle Petroleum Co., Inc.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The purpose of this corporation is to run a fuel dealership along with the business activities typical to this type of venture.

ARTICLE IV

POWERS OF THE CORPORATION

This corporation shall have all of the powers granted or allowed by the Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE V

COMMON STOCK

This corporation shall have authority to issue 100,000 shares of Common Stock, no par value. The authorized and treasury stock of this corporation may be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

## ARTICLE VI

### INDEMNIFICATION

This corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho law.

## ARTICLE VII

### SHAREHOLDER RIGHTS

The shareholders of New Idaho Petroleum Co., Inc. shall have preemptive rights to acquire shares of New Idaho Petroleum Co., Inc. The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

## ARTICLE VIII

### COMMENCING BUSINESS

This corporation shall commence business upon the receipt from the Secretary of State of a valid Certificate of Incorporation.

## ARTICLE IX

### INITIAL OFFICE AND AGENT

The name and address of the initial registered agent of New Idaho Petroleum Co., Inc. is:

John B. Geddes  
111 N. 2nd Street Suite 303  
Coeur d'Alene, ID 83814

## ARTICLE X

### DIRECTORS

The number of Directors shall be not less than one (1). The number of Directors constituting the initial Board of Directors is three (3). Thereafter, the number of Directors shall be determined by the By-laws. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
John Staley	P.O. Box 10 Greenacres, WA 99016
Joy Staley	P.O. Box 10 Greenacres, WA 99016
Anne Staley	P.O. Box 10 Greenacres, WA 99016

## ARTICLE XI

### INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John Staley	P.O. Box 10 Greenacres, WA 99016

## ARTICLE XII

### COMMON DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 21th day of January, 1992.

INCORPORATOR:

John Staley

STATE OF IDAHO

County of Kootenai

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) ss.  
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On this 21st day of January, 1992, before me, a notary public, in and for the State of Idaho, County of Kootenai, personally appeared JOHN STALEY, known 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 affixed my official seal this day and year in this certificated first above written.

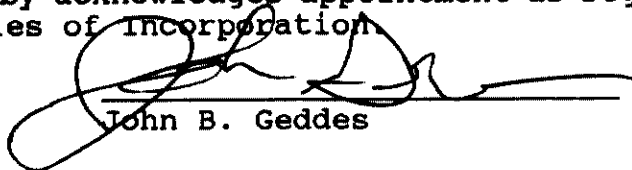
Charles M. Stone

Notary Public For Idaho

Commission Expires: 9-26-96

**ACKNOWLEDGMENT OF REGISTERED AGENT**

The undersigned hereby acknowledges appointment as registered agent in the above Articles of Incorporation.



John B. Geddes