

95158



Department of State

**CERTIFICATE OF INCORPORATION
OF**

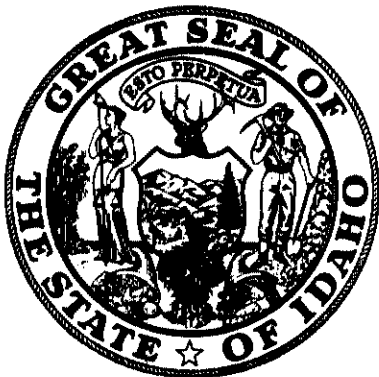
REWINING-ON-EMPTY, INC.

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:

April 29, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

[Signature]

ORIGINAL

ARTICLES OF INCORPORATION
OF
RUNNING-ON-EMPTY, INC.

RECEIVED
SEC. OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following articles of Incorporation for such corporation:

I.

The name of the corporation is Running-On-Empty, Inc.

II.

The purpose for which the corporation is formed is to engage in any lawful acts or activity for which a corporation may be organized under the Idaho Business Corporation Act.

III.

The period of existence of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of the corporation in the State of Idaho is 508 Northwest Boulevard, Couer d'Alene, ID 83814. The name of the registered agent at that address is Gary L. Adams.

V.

The total authorized number of par value shares of stock is 10,000. The par value of each authorized share shall be \$1.00 and the aggregate par value of the total authorized number of par value shares is therefore \$10,000.00. There are no shares without par value.

VI.

The name and post office address of the incorporator is:

Gary L. Adams

404 Vista Drive
Coeur d'Alene, ID 83814

Jackie L. Adams

404 Vista Drive
Coeur d'Alene, ID 83814

VII.

The business of the corporation shall be managed and conducted by a board of directors of not less than TWO (2) nor more than SEVEN (7) directors. The board of directors shall be elected in the manner set forth in the bylaws.

The board of directors shall have authority to issue bonds, debentures, or other obligations of the corporation from time-to-time for any of the objects or purposes of the corporation and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the board of directors may deem proper.

The corporation shall have the power to purchase, receive, redeem, or otherwise acquire, own, hold, sell, mortgage, pledge, or otherwise acquire or dispose of and otherwise use and deal in and with its own shares of stock.

VIII.

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the board of directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty, such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

IX.

In addition to the powers and authority granted to the directors in the Articles of Incorporation and in addition to the

powers and authority expressly conferred upon them by statute, the board of directors of the corporation shall have additional powers and authority not inconsistent with the laws as may be set forth in the Bylaws.

X.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation. in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

XI.

The initial board of directors is composed of the following persons whose addresses are specified opposite their names:

N A M E

A D D R E S S

Gary L. Adams

404 Vista Drive
Coeur d'Alene, ID 83814

Jackie L. Adams

404 Vista Drive
Coeur d'Alene, ID 83814

IN WITNESS WHEREOF we have hereunto set our hands and seals this 17th day of April, 1991.


GARY L. ADAMS


JACKIE L. ADAMS

STATE OF IDAHO)

ss.

County of Kootenai)

On this 17th day of April, 1991, before me, KARISA E. HARDY, a Notary Public for the State of Idaho, personally appeared Gary L. Adams, known or identified to me to be the person whose name is subscribed to the foregoing 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 in this certificate first above written.


Notary Public for Idaho

Residing in Bozeman, Montana
Commission Expires: 6/26/95

3. ARTICLES OF INCORPORATION

Running.art/4952.01

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 17th day of April, 1991, before me,
Vanita E. Hardy, a Notary Public for the State of
Idaho, personally appeared Jackie L. Adams, known or identified to
me to be the person whose name is subscribed to the foregoing
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 in this certificate first above written.

Vanita E. Hardy
Notary Public for Idaho
Residing in Hayden Lake
Commission Expires: 6/26/95