

# State of Idaho

## Department of State.

### CERTIFICATE OF AUTHORITY OF

MOYLE PETROLEUM COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of an Application of MOYLE PETROLEUM COMPANY

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 MOYLE PETROLEUM COMPANY  
to transact business in this State under the name MOYLE PETROLEUM COMPANY  
and attach hereto a duplicate original of the Application  
for such Certificate.

Dated **February 7, 1984**



*Pete T. Cenarrusa*  
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR  
CERTIFICATE OF AUTHORITY

1. The name of the corporation incorporated under the law of the State of South Dakota is ~~Moyle Petroleum Company~~ **Moyle Petroleum Company**

2. The Date of the corporation is January 1, 1983 for a period of thirty years. **SECRETARY OF STATE**

3. The address of the principle office of the corporation, Rapid City, Pennington County, South Dakota.  
2519 So. Hwy 79, P.O. Box 2860

4. Name and address of registered agent in Idaho  
Tom Rensch  
1222 Freeman Lane Apt. 108  
Pocatello, Idaho 83201-0883

5. Purpose of corporation which intends to pursue the business transactions within this state.  
Petroleum products, Wholesale and retail, Convenience Stores

6. The names and addresses of the directors and officers of corporation.

Gilbert D. Moyle Director 2519 So. Hwy. 79 Rapid City, SD 57709

Gilbert D. Moyle III Dir. 2519 So. Hwy. 79 Rapid City, SD 57709

Leo E. Marsh Director 2420 Buena Vista Rapid City, SD 57701

Gilbert D Moyle President Same as above

Gilbert D. Moyle III V.Pres. Same as above

Leo E. Marsh Secretary Same as above

7. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value.

Number of shares	Class	Par value
5,000	Common	No par

8. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value.

Number of shares issued	Class	Par value per share
1,639	Common	No par

9. The corporation accepts the provisions the constitution of the state of Idaho.

Signed Gilbert D. Moyle  
President

STATE OF South Dakota  
COUNTY OF Pennington ss

My commission Expires 2-5-89

William C. Stark  
Notary public

State of South Dakota *M 9 03*  
Office of The Secretary ~~SECRETARY OF STATE~~  
STATE



DEPARTMENT

United States of America,  
State of South Dakota

} SECRETARY'S OFFICE

This is to certify that the attached instrument of writing is a true, correct, and examined  
copy of the Articles of Incorporation and all Amendments  
thereto for

MOYLE PETROLEUM COMPANY

filed January 5, 1957;

and the whole thereof, and has been carefully compared with the original now on file in this  
office and found correct.

IN TESTIMONY WHEREOF, I have hereunto set my  
hand and affixed the Great Seal of the State of South  
Dakota at the City of Pierre, the Capital, on  
this 3rd day  
of February 19 84  
A large, dark, cursive signature that appears to read "Clark Funder".  
\_\_\_\_\_  
By \_\_\_\_\_  
Deputy Secretary of State

FEES, \$ 12.00

004501.24

OK  
WOK

ARTICLES OF INCORPORATION OF  
MOYLE PETROLEUM COMPANY.

BE IT REMEMBERED that Gilbert D. Moyle, Jr., Tommie Louise Moyle, Geo. A. Bangs and W. A. McCullen of Rapid City, Pennington County, South Dakota, have associated themselves together with the purpose of forming a corporation and do acknowledge and agree that:

I.

The name of this corporation shall be Moyle Petroleum Company.

II.

The principal place of business of this corporation shall be Rapid City, Pennington County, South Dakota.

III.

The term of this corporation shall be for a period of thirty years.

IV.

The purposes for which this corporation shall be formed are:

To conduct the business of wholesaling and retailing gasoline and all other petroleum products, including all kinds of oils and products used for motor fuel or lubrication; all kinds of oils and petroleum products used for heat or generation of power, lighting or any use to which such products may be put; all manner of accessories and appliances to be used on motor vehicles of every description.

To engage in the transportation of oil, gas, salt, sulphur, or other minerals, either produced by this corporation or other persons or corporations, by means of pipe lines, tramways, railroads, boats, barges or other conveyances or to lease or sublease all or any part thereof to other persons or corporations for the like purpose, and, in order to fully carry out said objects and purposes, to purchase, lease, or otherwise acquire, pipe lines, tramways, railroads, boats, barges, tank cars, locomotives, pumping stations, steam plants, air plants and all other machinery, apparatus and paraphernalia necessary or incidental thereto.

To build, construct, lease, purchase or otherwise acquire buildings,

Page 2

machinery and other apparatus for refining, smelting, manufacturing or otherwise working up the products of mineral lands, either produced by this corporation or other persons or corporations, and to refine, smelt, manufacture or otherwise work up the by-products of said minerals and to operate the said plant and market the products or by-products as manufactured to the best advantage.

To engage in a general oil or mineral brokerage business by buying, selling or otherwise trading in mineral lands or the products or by-products of mineral lands.

To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of, or to invest, trade or deal in real and personal property of every kind and description or any interest therein.

To acquire by purchase or exchange, or in any other manner, in the United States or in foreign countries, mining claims, grounds or lode mining and mineral rights, concessions or grants, or any interest therein, and to sell, exchange, lease or in any other manner to dispose of the whole or any part thereof or any interest therein when desirable.

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to buy for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To acquire or undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this company is authorized to carry on, or possessed of property suitable for the purposes of this company.

To raise and assist in raising money for, and to aid, by the way of bonus, loan, promise, endorsement, guaranty of bonds, debentures or other securities or otherwise, any other company or corporation, and to guarantee the performance of contracts by any such company, corporation, or by any other person or persons with whom the company may have business relations.

To hold for investment, or otherwise to use, sell or dispose of, any stock, bonds or other obligations of any such other corporation; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by the company, and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for that purpose.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or bonds of, securities or evidences of indebtedness created by any other corporation or corporations of this or any other state, territory or country, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon. To guarantee any dividends, bonds, stocks, contracts or other obligations of any corporation in which this corporation is an owner or has an interest; to aid in any lawful manner such corporations, and to do all legal acts and things designed for the preservation, protection, improvement, development or enhancement of the value of any such corporation or of its stock, bonds, securities, evidences of indebtedness, contracts or other obligations.

To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company (or its predecessors in the business) or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments toward insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful order.

In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants and all other things of whatsoever kind and nature, within and without the state of South Dakota, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

To enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company; and to lend money to, guarantee the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guaranty, or otherwise deal with the same.

The said corporation may perform any part of its business outside the state of South Dakota, in the other states, territories or possessions of the United States, and in foreign countries.

To have offices, conduct its business and promote its objects within and without the state of South Dakota, in other states, the District of

Page 5

Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

This company may conduct its business in other states and in the territories and in foreign countries, and may have one office or more than one office, and keep the books of the company outside of the state of South Dakota, except as otherwise may be provided by law; and may hold, purchase, mortgage and convey real and personal property either in or out of the state of South Dakota.

This corporation shall also have power to conduct its business in all its branches, have one or more offices, and hold, purchase, mortgage and convey real and personal property outside of this state in any of the several states, territories, possessions or dependencies of the United States, and in any foreign country or place.

The company may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property, and to purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its board of directors shall determine; and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the board of directors, or by a majority of the stockholders.

To use the surplus profits of said corporation for the purchase of an portion of the preferred shares of its capital stock, but only for the purpose of canceling and retiring the same. Such proposed reduction of the capital stock to be effected in accordance with the requirements of the South Dakota Corporation Law.

To hold meetings of the stockholders and directors outside of the state of South Dakota at such places as from time to time may be designated by the by-laws or resolutions of the Board.

V.

The number of directors of this corporation shall be four. The names and residences of the persons who are to serve until the election of directors

and their qualification are:

Gilbert D. Moyle, Jr., Rapid City, South Dakota  
Tommi Louise Moyle, Rapid City, South Dakota  
Geo. A. Bangs, Rapid City, South Dakota  
J. A. McCullen, Rapid City, South Dakota

V1.

The capital stock of this corporation shall have no nominal or par value and shall consist of five thousand (5000) shares.

The amount of stated capital with which this corporation will begin business shall be Five Hundred Dollars (\$500.00); and the corporation will carry on business with a stated capital consisting of the aggregate of the amounts received by it as consideration for the issuance of its shares, and such additional amounts as may from time to time, by resolution of the board of directors, be transferred thereto, subject to the action of the stockholders pursuant to law in such case provided that the consideration for which the stock of the corporation will be issued shall be One Hundred Dollars (\$100.00) per share.

VII.

The liability of each stockholder shall be limited to the amount unpaid on his capital stock. All rights and liabilities of this corporation, its directors and stockholders generally, shall be determined and limited as provided by Chapter 11.04 South Dakota Code 1939.

Dated at Rapid City, South Dakota, this 4th day of January, 1957.

Gilbert D. Moyle  
Tommi Louise Moyle  
Geo. A. Bangs  
J. A. McCullen

State of South Dakota :  
ss  
County of Pennington :  
ss

BE IT REMEMBERED that on this 4th day of January, 1957, before me the

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the undersigned, personally appeared the above named Gilbert D. Moyle, Jr., Tommie Louise Moyle, Geo. A. Bangs and W. A. McCullen, well and personally known to me to be the persons described in and who executed the foregoing instrument and severally acknowledged to me that they executed the same.

In witness whereof I have hereunto set my hand and affixed my official seal at said county the day and year last above written.

Pete Hargrave  
Notary Public

State of South Dakota :  
ss  
County of Pennington :

Gilbert D. Moyle, Jr., Tommie Louise Moyle, Geo. A. Bangs and W. A. McCullen each being duly sworn for himself deposes and says; that the signatures affixed herein are genuine and it is intended in good faith by each of them to maintain and operate the business set forth in the Articles of Incorporation; that he is one of the persons described in and who signed the foregoing Articles of Incorporation as an incorporator therein; that he has read said articles of incorporation and knows the contents thereof; that the incorporators intend in good faith to form a corporation for the promotion of a lawful business as set forth in said Articles of Incorporation and not for the purpose of enabling any corporation or corporations to avoid the provisions of Section 13.18 of the South Dakota Code, relating to unlawful trusts and combinations and laws amendatory thereto.

Gilbert Moyle  
Tommie Louise Moyle  
W. A. McCullen  
Geo. A. Bangs

Subscribed and sworn to before me this 4th day of January, 1957.

Pete Hargrave  
Notary Public

Receipt No. 303570

File No. 12345678

Box No. 123

ARTICLES OF INCORPORATION

of

MOYLE PETROLEUM COMPANY

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R. C. C. C.

State of South Dakota }  
Office of Secretary of State }

I hereby certify that the within instrument  
was filed for record on the 5th  
day of January, A. D. 1957  
at 10 o'clock A.M., and recorded in  
Vol. 149 on Page 270 Record

Domestic Corporations of this office.

Leahdine C. C.  
Secretary of State.

Assistant Secretary of State.

# State of South Dakota



## Office of The Secretary of State

### CERTIFICATE OF MERGER

I, LORNA B. HERSETH, Secretary of State of the State of South Dakota, hereby certify that duplicate originals of the Articles of Merger of MOYLE INVESTMENT COMPANY and SUPER G OIL COMPANY, both South Dakota corporations, merging into MOYLE PETROLEUM COMPANY, a South Dakota corporation, duly signed and verified, pursuant to the provisions of the South Dakota corporation acts, 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 hereby issue this Certificate of Merger of MOYLE INVESTMENT COMPANY and SUPER G OIL COMPANY, both South Dakota corporations, merging into MOYLE PETROLEUM COMPANY, a South Dakota corporation, and attach hereto a duplicate original of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this 16th day of September, 1974.

A handwritten signature in cursive script that appears to read "Lorna B. Herseth".

LORNA B. HERSETH  
Secretary of State

A handwritten signature in cursive script that appears to read "Jean Johnson".

JEAN JOHNSON  
Assistant Secretary

ARTICLES OF MERGER

I

PARTIES:

The parties to these Articles are MOYLE PETROLEUM COMPANY, a South Dakota corporation having its principal place of business in Rapid City, South Dakota, hereinafter called Survivor, MOYLE INVESTMENT COMPANY, a South Dakota corporation having its principal place of business in Rapid City, South Dakota, hereinafter called Moyle Investment, and SUPER G OIL COMPANY, a South Dakota corporation having its principal place of business in Rapid City, South Dakota, hereinafter called Super G.

II

PURPOSE:

The purpose of these Articles is to set forth the terms and conditions under which Moyle Investment Company and Super G Oil Company be and they are hereby merged into Moyle Petroleum Company.

III

Filed this 16 day of  
September, 1974

*James B. Hatch*

PLAN OF MERGER:

The plan of merger is as follows:

SECRETARY OF STATE

1. That Moyle Investment Company and Super G Oil Company merge into Moyle Petroleum Company, Moyle Petroleum Company being designated as the surviving corporation and hereinafter called the Survivor.

2. The terms and conditions of the merger are that the stockholders of Moyle Investment Company and Super G Oil Company shall deliver to the Survivor all stock held by them in Moyle Investment Company and Super G Oil Company respectively in exchange for stock in the Survivor, on the basis of 1.83 shares of the stock of the Survivor for each share of the stock of Moyle Investment Company and 79 shares of the stock of the Survivor for each share of the stock of Super G Oil Company, such exchange ratio being based upon the relative estimated book values of each company as of August 31, 1974; that such merger shall be effective as of the close of business on August 31, 1974; that upon completion of such exchange Moyle Investment Company and Super G Oil Company shall cease to exist as provided in the

laws of South Dakota; that the president of the Survivor, namely Gilbert D. Moyle and the Secretary of the Survivor, namely, Clover Marsh, be and the same are hereby authorized to sign Articles of Merger on behalf of the Survivor; that the vice-president of Moyle Investment Company, namely Tommie Louise Moyle, and the Secretary of Moyle Investment Company, namely Robert Calhoon, be and the same are hereby authorized to sign Articles of Merger on behalf of Moyle Investment Company; that the president of Super G Oil Company, namely, Gilbert D. Moyle, and the Secretary of Super G Oil Company, namely, Robert Calhoon, be and the same are hereby authorized to sign Articles of Merger on behalf of Super G Oil Company.

3. Upon surrender to the Survivor of the stock of Moyle Investment Company and of the stock of Super G Oil Company, the Survivor shall issue its shares to the former stockholders of Moyle Investment Company and Super G Oil Company respectively on the basis of 1.83 shares of the Survivor for each share of Moyle Investment Company and 79 shares of the Survivor for each share of the stock of Super G Oil Company, such stock to be surrendered on or before August 31, 1974.

4. That no changes in the Articles of Incorporation of the Survivor shall be effected by such merger.

IV

EXCHANGE OF SHARES:

The parties agree and understand that the number of shares outstanding in the Survivor as of August 31, 1974 is 630; that the number of shares outstanding in Moyle Investment as of August 31, 1974, is 422; and that the number of shares outstanding in Super G as of August 31, 1974, is 3. No such shares are entitled to vote as a class.

V

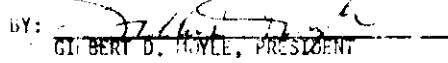
NUMBER OF SHARES VOTED:

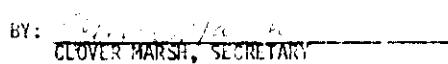
The parties agree and understand that at special meetings of the stockholders of the respective parties hereto held on August 21, 1974, there were 630 shares of the Survivor voted in favor of the foregoing plan and no shares voted against such plan; there were 422 shares of Moyle Investment

voted in favor of such plan and no shares voted against such plan; there were 3 shares of Super G voted in favor of the foregoing plan and no shares voted against such plan.

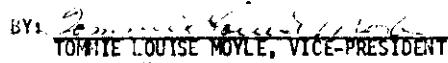
Dated this 30th day of August, 1974.

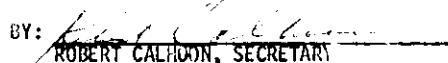
MOYLE PETROLEUM COMPANY

BY:   
GILBERT D. MOYLE, PRESIDENT

BY:   
CLOVER MARSH, SECRETARY

MOYLE INVESTMENT COMPANY

BY:   
TOMMIE LOUISE MOYLE, VICE-PRESIDENT

BY:   
ROBERT CALHOON, SECRETARY

SUPER G OIL COMPANY

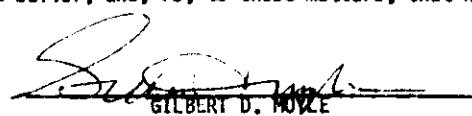
BY:   
GILBERT D. MOYLE, PRESIDENT

BY:   
ROBERT CALHOON, SECRETARY

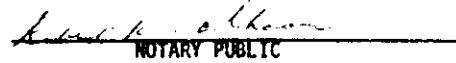
STATE OF SOUTH DAKOTA :  
SS  
COUNTY OF PENNINGTON :

GILBERT D. MOYLE, being duly sworn, says that:

He is the President of Moyle Petroleum Company; that he has read the foregoing Articles of Merger, and knows the contents thereof; and that the same is true of his own knowledge, except as to the matters that are therein stated on information and belief, and, as, to those matters, that he believes it to be true.

  
GILBERT D. MOYLE

Subscribed and sworn to before me this 30 day of August, 1974.

  
ROBERT CALHOON  
NOTARY PUBLIC

My Commission Expires: Aug 20

STATE OF SOUTH DAKOTA :  
COUNTY OF PENNINGTON : SS

**TOMMIE LOUISE HOYLE**, being duly sworn, says that:

She is the Vice-President of Moyle Investment Company; that she has read the foregoing Articles of Merger, and knows the contents thereof; and that the same is true of her own knowledge, except as to the matters that are therein stated on information and belief, and, as, to those matters, that she believes it to be true.

Subscribed and sworn to before me this 30 day of August, 1974

**NOTARY PUBLIC**

My Commission Expires:

STATE OF SOUTH DAKOTA :  
COUNTY OF PENNINGTON :  
SS

**GILBERT D. MOYLE**, being duly sworn, says that:

He is the President of Super G Oil Company; that he has read the foregoing Articles of Merger, and knows the contents thereof; and that the same is true of his own knowledge, except as to the matters that are therein stated on information and belief, and, as, to those matters, that he believes it to be true.

**ELBERT COLEMAN**

Subscribed and sworn to before me this 30 day of August, 1924.

NOTARY PUBLIC

My Commission Expires: 2/28/24

Receipt No. 137093

File No. D-6567

Articles of Merger

of

MOYLE INVESTMENT COMPANY  
D-6566

and

SUPER G OIL COMPANY  
D-2347

merging into

MOYLE PETROLEUM COMPANY  
survivor

Filed at Request of

Thomas H. Foye  
Bangs, McCullen, Butler,  
Foye & Simmons  
Lawyers  
P. O. Box 330  
Rapid City, S.D. 57701

State of South Dakota

Office of Secretary of State

}  
ss.

Filed in the office of the Secretary

State on the 16th day of September  
1974

Secretary of State

By Jean D Johnson  
Assistant Secretary of State

Fee received \$20.00