



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

**CARIBOU FOUR CORNERS, INC.**

a corporation duly organized and existing under the laws of **WYOMING** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **13th** day of **December**

19<sup>71</sup>, a properly authenticated copy of its articles of incorporation, and on the **13th** day of **December** 19<sup>71</sup>, a designation of **MRS. JANICE CALL** in the County of **CARIBOU** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **December**,  
A.D., 19<sup>71</sup>.

Pete T. Cenarrusa  
Secretary of State

Asst.  
Corporation Clerk

State of Wyoming



OFFICE OF THE  
SECRETARY OF STATE

United States of America, }  
State of Wyoming } ss.

I, THYRA THOMSON, Secretary of the State of Wyoming do hereby certify

that the annexed is a true and correct copy of the Articles  
of Incorporation and the Amendments thereto of CARIBOU FOUR  
CORNERS, INC. as filed in this office and admitted to record.

IN TESTIMONY WHEREOF, I have hereunto set my hand and  
affixed the Great Seal of the State of Wyoming. Done at Cheyenne,

the Capital, this ..... tenth ..... day of

November

A. D. 19 71

By *Thyra Thomson* Secretary of State

Deputy

STATE OF WYOMING } ss

Office of the Secretary

Filed the 19 day of April

1968, at 3:45 P.M.

102663

WYOMING  
Secretary of State

ARTICLES OF MERGER

of

CARIBOU FOUR CORNERS OIL COMPANY, INC.

into

CALL OIL COMPANY, INC.

With the Surviving Corporation to be known as

CARIBOU FOUR CORNERS, INC.

ARTICLES OF MERGER OF CARIBOU FOUR CORNERS OIL COMPANY, INC., a corporation duly organized and existing under the Laws of the State of Wyoming, into CALL OIL COMPANY, INC., a corporation duly organized and existing under the Laws of the State of Wyoming, WITNESSETH:

1. The Board of Directors of each of the Corporations involved in this merger duly adopted and approved a contract and plan of merger by resolution, and directed that a copy of said plan be submitted to the shareholders of each of said corporations for vote at the next annual meeting of the shareholders of each of said corporations, a copy of which is annexed hereto as exhibit "A".

2. That the annual meeting of the shareholders of both corporations held at Afton, Wyoming, on the 3rd day of January, 1968, at which meetings the contract and plan of merger, a copy of which is annexed hereto as exhibit "A", copies of which were submitted in writing to all shareholders more than 20 days prior to the date of each such meeting, was considered by the stockholders and approved unanimously by the affirmative vote of 10,000 share of the capital stock of Caribou Four Corners Oil Company, Inc., and approved unanimously by the affirmative vote of 238,980 shares of the capital stock of Call Oil Company, Inc., representing all of the issued and outstanding stock of each corporation, voted in person or by proxy. No votes were cast against the said contract and plan of merger, which merger is effective as of April 1, 1968.

3. JOE THOMSON, in accordance with the laws of

the State of Wyoming and the contract and plan of merger, a copy of which is annexed hereto as exhibit "A", Caribou Four Corners Oil Company, Inc., does hereby merge into Call Oil Company, Inc., the surviving Corporation, as provided by law, and on the following terms and conditions:

(a) The surviving corporation hereby receives, absorbs and is the owner of all of the assets, rights, powers and privileges of Caribou Four Corners Oil Company, Inc., and assumes, is liable for and subject to all of the debts, liabilities and obligations of that corporation.

(b) All of the authorized, issued and outstanding capital stock of Caribou Four Corners Oil Company, Inc., is cancelled and surrendered.

(c) No additional capital stock or securities of Call Oil Company, Inc., the surviving corporation, shall be issued in connection with this merger for the reason that said corporation is the owner of all of the issued and outstanding capital stock of Caribou Four Corners Oil Company, Inc..

(d) The surviving corporation shall be known as CARIBOU FOUR CORNERS, INC., and may also be known as CALLS, INC..

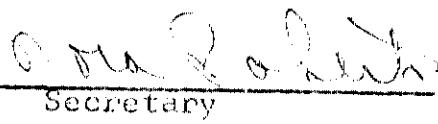
(e) The articles of incorporation of the surviving corporation shall not be changed, modified or affected in any manner by this merger except for the change in the corporate name as provided herein.

IN WITNESS WHEREOF, the parties hereto have caused the signatures of duly authorized officers to be affixed.

CARIBOU FOUR CORNERS OIL COMPANY, INC.

  
President

ATTEST:

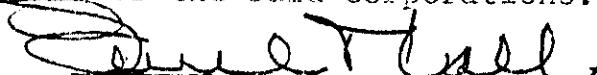
  
Secretary

CALL OIL COMPANY, INC.

  
Secretary

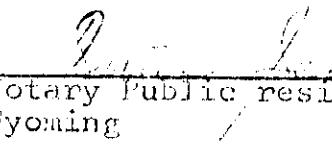
STATE OF WYOMING )  
: ss.  
County of Lincoln)

REUEL T. CALL and NORA ROBERTS, being each first  
duly sworn, each on his oath deposes and says that Reuel T.  
Call is the President and Nora Roberts is the Secretary of  
Caribou Four Corners Oil Company, Inc., a Wyoming Corporation,  
and of Call Oil Company, Inc., a Wyoming Corporation; that  
each executed the foregoing articles of merger for the purposes  
set forth therein pursuant to authorization from the Board of  
Directors and Stockholders of the said corporations.

  
Reuel T. Call, President

  
Nora Roberts, Secretary

Subscribed and sworn to before me this 13 day of  
April, 1968.

  
Notary Public residing at Alton,  
Wyoming

My commission expires: 12-31-78.

STATE OF WYOMING

Office of the Secretary

Filed the 11 day of April  
1968 at 3:45 P.M.

CONTRACT AND PLAN OF MERGER THYRA THOMSON  
Secretary of State

THIS AGREEMENT, made and entered into this 10th  
day of July, 1967, by and between CARIBOU FOUR CORNERS OIL  
COMPANY, INC., a Wyoming Corporation, first party and CALL  
OIL COMPANY, INC., a Wyoming Corporation, second party,  
WITNESSETH:

WHEREAS, second party is the owner of all of the  
issued and outstanding capital stock of first party, and

WHEREAS, the parties hereto desire to merge the  
first party into the second party in accordance with section  
17-36.63 and related provisions of the Wyoming Statutes, and

WHEREAS, the board of directors of first and of  
second party duly approved this contract and plan of merger  
at a meeting of the directors of each of said corporations  
which was duly called and noticed and at which a quorum of  
the directors of each of said corporations was present to  
transact business.

NOW THEREFORE, in consideration of the foregoing which  
is a part of this agreement and not mere recitals, and of the  
mutual covenants contained herein, the parties covenant and  
agree as follows:

1. First and second parties agree to the following  
plan of merger, subject to ratification and approval by the  
affirmative vote of not less than 2/3 of the issued and out-  
standing capital stock of first and second party at the next  
annual meeting of the stockholders of each of the parties hereto,  
which plan shall be submitted by each of the parties hereto to  
the stockholders of each of said corporations not less than 20  
days prior to the meeting of the stockholder of each of said  
corporations:

(a) First party shall merge into second party as  
of April 1, 1968, at which time second party shall receive  
and absorb all of the assets, rights, powers and privileges  
of first party and shall assume, be liable for and be subject  
to all of the debts, liabilities and obligations of first  
party.

(b) Second party shall be the surviving corporation in the said merger. Second party shall thereafter be known as CARIBOU FOUR CORNERS, INC., and may also be known as CALLS,

(c) All capital stock of first party shall be surrendered and cancelled in connection with said merger. Additional capital stock of second party shall be issued to any person or organization by reason of and/or in connection with the said merger.

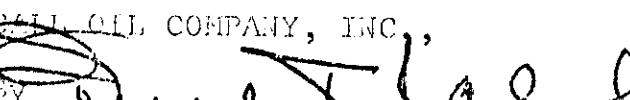
(d) The articles of incorporation of second party, by-laws, officers and directors of second party shall not be changed, modified or affected in any manner by this merger except for the change in corporate name as provided herein.

IN WITNESS WHEREOF, the parties hereto have caused the signatures of duly authorized officers to be affixed.

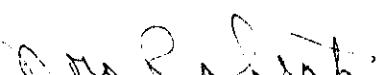
CARIBOU FOUR CORNERS OIL COMPANY, INC.  
By   
President

ATTEST:

  
Secretary

CALL OIL COMPANY, INC.  
By   
President

ATTEST:

  
Secretary

2/26/67 3:00 P.M.

101431

ARTICLES OF AMENDMENT  
of the Certificate of Incorporation of  
CALL OIL COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the annual meeting of the stockholders of Call Oil Company, Inc., a Wyoming Corporation, was held at Afton, Wyoming on the 1st day of January, 1966; that said meeting was regularly called by written notice to all stockholders of record more than 15 days before the date of that meeting; that said notice included notice as to the time, place and purpose of that meeting; that at said meeting 20,000 shares of capital stock of the corporation were present in person or by proxy out of a total capital stock issued and outstanding of 20,000 shares as of that date; that the portion present at said meeting constituted a quorum for the transaction of business and for purposes of voting on a proposed amendment to the Articles of Incorporation.

A motion was duly made, seconded and unanimously carried that Article "V" of the Articles and Certificate of Incorporation of Call Oil Company, Inc. be, and said Articles and Certificate are hereby amended to change Article "V" thereof to read as follows:

"ARTICLE V

AMOUNT OF CAPITAL STOCK

The amount of authorized Capital Stock of Call Oil Company, Inc. is FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) divided into FIVE HUNDRED THOUSAND (500,000) shares of common voting stock with a par value of ONE DOLLAR (\$1.00) per share. All stock shall have equal rights and powers. Certificates of stock shall be signed by the President or Vice-President and by the Secretary or Assistant Secretary."

IN WITNESS WHEREOF, REUEL T. CALL and NORA ROBERTS, President and Secretary of Call Oil Company, Inc. have affixed their hands and the seal of the Corporation March 1, 1966.

CALL OIL COMPANY, INC.

By Reuel T. Call, President



ATTEST:

Call Oil Company  
Secretary

STATE OF UTAH )  
: ss.  
County of Lincoln)

REUEL T. CALL and NORA ROBERTS, being each first duly sworn, each on his oath deposes and says that Reuel T. Call is the President and Nora Roberts is the Secretary of Call Oil Company, Inc., a Wyoming Corporation; that the statements contained in the foregoing instrument are true according to the best of their knowledge, information and belief and do hereby acknowledge that they executed said instrument for the purposes specified therein.

Reuel T. Call

Nora Roberts

I, Orrin Jenkins, a notary public, in and for the State of Wyoming, hereby certify that on the 15th day of March, 1966, personally appeared before me Reuel T. Call and Nora Roberts, who being by me first duly sworn, severally declare that they are the persons who signed the foregoing instrument as officers of Call Oil Company, Inc., and that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of March, 1966.

Orrin Jenkins  
Notary Public residing at Afton, Wyoming

My commission expires: Oct 20 1968.

CERTIFICATE OF INCORPORATION

OF THE

CALL OIL COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation, under the laws of the state of Wyoming, and to that end we hereby agree as follows:

ARTICLE I

The name of this corporation shall be CALL OIL COMPANY, INC.

ARTICLE II

The said Corporation is organized, and the principal office and place of business shall be at Afton, in the County of Lincoln, State of Wyoming. The Corporation may do business in any place within or without the State of Wyoming, and may establish branch places of business, transfer and registry offices, or other activities, in such place or places, as the Board of Directors may deem advisable.

ARTICLE III

The names of the Incorporators, and their respective places of residence, are as follows:

Reuel T. Call	Afton, Wyoming
Larry A. Call	Afton, Wyoming
Nora Roberts	Afton, Wyoming

ARTICLE IV

PURSUIT AND BUSINESS OF CORPORATION

The object, business, and pursuit of this Corporation agreed upon, in general terms, are as follows:

1. To engage in any lawful activities.
2. To buy and sell gasoline, oil, batteries and all products connected therewith at wholesale or retail, and to sell motor vehicles of all kinds, to maintain and operate garages for

the care and safety of motor vehicles. To wash, clean, polish, paint, lubricate and serve motor vehicles of every description and to maintain services for the care and repair of all kinds of motor vehicles. To engage in the general business of purchasing, selling, and distributing petroleum products and all other products of any nature whatsoever in any manner related to, associated with, or used in relation with motor vehicles both wholesale and retail or in any other manner, as well as automobile service stations, garages, repair shops and organizations that in any manner service or supply motor vehicles; to buy, sell, acquire, lease and deal in automobile service stations, repair shops, garages and facilities of any nature whatsoever used in connection with service, repair, purchase, sale, manufacture or use of motor vehicles of any nature whatsoever, and to borrow and lend money in connection therewith.

3. To engage in the business of merchandising, both retail and wholesale, and as principal, agent or broker, and all kinds of personal property, and buying, acquiring, handling, dealing in and disposing of the same in any manner not prohibited by law.

4. To conduct and carry on the business of manufacturing or acquiring, by purchase or otherwise, and the disposition, by sale or otherwise, in any and all manner, real property and any and all manner of interest therein, and to hold and operate the same in any manner not prohibited by law.

5. To purchase, lease, or otherwise acquire, lands and buildings, wherever situated, for the erection and establishment of a manufactory or manufactories, plants, buildings and/or workshops for the manufacture, storage, distribution, and sale, directly or indirectly, of any of the products handled by this Corporation.

6. To enter into, make, perform, and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

7. To act as broker, factor, or agent, in any matter, business or transaction and for any person, association, firm, or

8. To enter into any, and all kinds of, contracts and arrangements involving and kind of property, thing or activity not prohibited by law, and to perform undertakings entered into.

9. To carry on its business and have offices and agencies therefor in all parts of the world.

10. To borrow and lend money, with or without security, and to endorse, or otherwise guarantee, the obligations of others.

11. To act as principal or agent for others and receive compensation for all services which it may render in the performance of the duties of an agency character.

12. To issue its own bond, notes, debentures and other forms and evidences of indebtedness; and to issue stock of this corporation in payment and cancellation of indebtedness of this corporation.

13. To purchase, or acquire, by gift or otherwise, any and all of the capital stock of this or any other corporation and the stock thus acquired, may be sold, used, or disposed of as the Board of Directors may determine by resolution; to issue the shares of capital stock of this Corporation in payment of or for any debt or obligation of the Corporation, or for the purpose of acquiring or paying for any real or personal property as the Board of Directors may determine.

14. In general, to do any and all things which it may legally do and to have and exercise all of the powers conferred by the laws of Wyoming upon Corporations formed under the Laws thereof, even though not directly connected with or incident to the objects hereinbefore set forth, and the foregoing shall not be held to limit or restrict in any manner, the powers of this Corporation, and this Certificate of Incorporation shall be construed liberally, both as to objects and purposes.

15. The several clauses contained in this statement of purposes shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in nowise, limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded

AS INDEPENDENT PURPOSES AND POWERS. THE BUSINESS OR PURPOSE OF THIS CORPORATION IS, FROM TIME TO TIME, TO DO ANY ONE OR MORE OF THE ACTS AND THINGS HEREIN SET FORTH, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATION OF PURPOSES AND POWERS SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER, THE POWERS OF THIS CORPORATION, BUT IS HEREBY EXPRESSLY DECLARED THAT OTHER LAWFUL POWERS, NOT INCONSISTENT HEREWITH, ARE HEREBY INCLUDED.

#### ARTICLE V

##### AMOUNT OF CAPITAL STOCK

THE AMOUNT OF AUTHORIZED STOCK OF THIS CORPORATION IS FIFTY THOUSAND DOLLARS (\$50,000.00) DIVIDED INTO 50,000 (FIFTY THOUSAND) SHARES OF COMMON, VOTING STOCK OF THE PAR VALUE OF ONE AND NO/100 DOLLARS (\$1.00) EACH. ALL SHARES OF STOCK SHALL HAVE EQUAL RIGHTS AND POWERS. THE CERTIFICATES OF STOCK SHALL BE SIGNED BY THE PRESIDENT AND SECRETARY, IN THE ABSENCE OF THE PRESIDENT, BY THE VICE-PRESIDENT AND SECRETARY.

ALL OF THE UNISSUED CAPITAL STOCK OF THIS CORPORATION, NOT SUBSCRIBED OR OTHERWISE PROVIDED FOR IN THIS CERTIFICATE OF INCORPORATION, MAY BE ISSUED OR SOLD AT SUCH TIMES, IN SUCH AMOUNTS AND FOR SUCH PRICES, NOT LESS THAN PAR, AS THE BOARD OF DIRECTORS MAY DETERMINE; PROVIDED THAT SUCH STOCK MAY BE ISSUED OR SOLD FOR PROPERTY, SERVICES OR CASH AS THE BOARD OF DIRECTORS MAY DETERMINE.

THE BOARD OF DIRECTORS MAY CLOSE THE STOCK BOOKS OF THE CORPORATION NOT MORE THAN FIFTEEN (15) DAYS BEFORE THE DATE OF PAYMENTS OF ANY REGULAR OR SPECIAL DIVIDEND; AND THE STOCKHOLDERS ON RECORD, AT THE TIME OF SUCH CLOSING, SHALL BE REGARDED BY THE CORPORATION AS THE STOCKHOLDERS, IN FACT, FOR THE PURPOSES OF RECEIVING DIVIDENDS.

#### ARTICLE VI

##### SUBSCRIPTIONS

THE AMOUNT OF STOCK EACH PARTY HAS SUBSCRIBED IS AS FOLLOWS:

<u>NAME</u>	<u>NO. OF SHARES</u>
REUEL T. CALL	9,996
LARRY A. CALL	1
NORA ROBERTS	1
LA VAL CALL	1
WILLIAM A. CALL	1

## ARTICLE VII

### OFFICERS OF THE CORPORATION, QUALIFICATIONS AND POWERS

The general management of this Corporation shall rest with the Board of Directors as it may be constituted from time to time; and the Board of Directors is, and shall be, authorized to transact the business and exercise the corporate powers of this Corporation.

The officers of this Corporation shall consist of a Board of not less than three, nor more than seven Directors; including, also, a President, and Secretary, who shall be members of the Board of Directors; each of whom shall perform such duties and have such authority as usually appertain to such officers in similar associations, or as may be prescribed by the Board of Directors; and any officer may hold two or more offices at one time.

To be qualified, each officer must have, standing in his own name upon the books of the Corporation, at least one (1) share of the capital stock. Upon the transfer of all of the stock of any officer, so that such officer becomes ineligible, and upon a tender of such stock to the proper officer for transfer, to the name of another, the officer shall thereupon instantly cease to be an officer and shall have no further power to bind this Corporation by his acts or oacts.

The Directors shall be elected by secret ballot, and the persons receiving the highest number of votes (provided such number shall represent a majority of all outstanding stock) shall be declared duly elected. Voting shall be non-cumulative.

Except as provided by statute for the filling of vacancies, which may occur during the year, the Directors shall hold office until the first annual meeting of stockholders and until their successors are elected and qualified. Officers of the Corporation shall be elected by the Board of Directors at the first meeting after election of Directors.

Any officer may resign by filing his written resignation with the Secretary of the Company, or, in case of the resignation of the Secretary, with the President or Vice-President of the

COMPANY; AND UPON ACCEPTANCE THEREOF, BY THE BOARD OF DIRECTORS, THE RESIGNATION SHALL BECOME EFFECTIVE. IN CASE THE BOARD OF DIRECTORS SHALL NEGLECT TO ACT UPON SUCH RESIGNATION, WITHIN TWENTY (20) DAYS AFTER ITS RECEIPT, THE RESIGNATION SHALL BECOME EFFECTIVE, AND THE OFFICE SHALL BE DEEMED VACANT.

OFFICERS OR DIRECTORS OF THIS CORPORATION MAY BE REMOVED AT ANY TIME, WITHOUT CAUSE, IN THE MANNER PROVIDED BY THE LAWS OF THE STATE OF WYOMING FOR THE REMOVAL OF SUCH OFFICERS, BY A VOTE OF SIXTY-FIVE PER CENT (65%) OF THE OUTSTANDING CAPITAL STOCK OF THE CORPORATION, IN PERSON OR BY PROXY, AT AN ANNUAL MEETING OR AT A MEETING DULY CALLED FOR THAT PURPOSE, AS HEREINABOVE SPECIFICALLY PROVIDED.

IN CASE OF THE DEATH, DISABILITY, OR RESIGNATION OF ONE OR MORE OF THE OFFICERS OR DIRECTORS OF THE CORPORATION, THE REMAINING DIRECTORS, ALTHOUGH LESS THAN A QUORUM, SHALL FILL THE VACANCIES FOR THE UNEXPIRED TERM.

THE BOARD OF DIRECTORS, BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE WHOLE BOARD, MAY APPOINT SUCH OTHER OFFICERS OR COMMITTEES AS THEY DEEM ADVISABLE, WHO SHALL HAVE SUCH POWERS AND EXERCISE SUCH DISCRETION AS MAY BE CONFERRED UPON THEM.

THE NAMES OF THE OFFICERS AND DIRECTORS, UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS OF THE CORPORATION, AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED, ARE AS FOLLOWS:

<u>NAME</u>	<u>OFFICES</u>
REUEL T. CALL	PRESIDENT AND DIRECTOR
LARRY A. CALL	VICE-PRESIDENT AND DIRECTOR
LA VAL. CALL	VICE-PRESIDENT AND DIRECTOR
WILLIAM A. CALL	VICE-PRESIDENT AND DIRECTOR
NORA ROBERTS	SECRETARY AND DIRECTOR

#### ARTICLE VIII

##### MEETINGS OF BOARD OF DIRECTORS

MEETINGS OF THE BOARD OF DIRECTORS, FOR THE TRANSACTION OF ANY BUSINESS OF THE CORPORATION, MAY BE HELD AT SUCH PLACES OUTSIDE OF THIS STATE OR ELSEWHERE WITHIN THE STATE, OTHER THAN AT ITS PRINCIPAL PLACE OF BUSINESS, AS THE DIRECTORS MAY, BY RESOLUTION OR BY-LAWS, PROVIDE.

The Board of Directors may establish stated meetings, to be held in Afton, Wyoming, or elsewhere, at such times and at such places as it may determine and, after due notice to each member of the Board of Directors, of the establishment of the time and place of such stated meetings, no further notice need be given of such meeting.

At least a majority of the members of the Board of Directors shall constitute a quorum, and such quorum, by majority vote, is authorized to transact the business and exercise the corporate powers of the Corporation.

A resolution in writing, signed by all the members of the Board of Directors, shall be and constitute action by said Board of Directors to the effect therein expressed, with the same force and effect as though such resolution has been passed at a duly convened meeting, and it shall be the duty of the Secretary to record every such resolution in the Minute Book under its proper date.

#### ARTICLE IX

##### MEETINGS OF STOCKHOLDERS

At all meetings of the stockholders, each share of the stock shall be entitled to one vote, either in person or by proxy. Fifty-one per cent (51%) of the outstanding capital stock shall be necessary to hold a stockholder's meeting. Should such fifty-one percent (51%) not be represented at any regular, stated, or special stockholders' meeting, adjournments may be taken from time to time without further notice, until a sufficient number of shares is represented to hold such meeting. A majority of the stock represented thereat shall govern.

The first annual meeting of the stockholders, for the election of officers and transaction of such other business as may properly come before said meeting, shall be held at the office of the Corporation, in Afton, Wyoming, on the 2nd Thursday of March, 1960, at the hour of 10:00 o'clock A. M. and annually thereafter at the same time and place; provided that the time and place, within the State of Wyoming, may be changed at any annual meeting of the stockholders. No notice need be given of this stated annual meeting.

Special meetings of the stockholders may be called by the President or Secretary, by a majority of the Directors, or by any number of stockholders, whose holdings shall not be less than sixty-five per cent (65%) of the outstanding stock of the Corporation, upon personal notice, thereof, to each stockholder, or by mailing notice of meetings to the stockholders' addresses, as shown on the stock record books, at least twenty days prior to the date of such meetings.

Failure to hold any annual stockholders' meeting at the time appointed for the same, shall not forfeit, impair, or in any manner, interfere with the rights of the Corporation, and any such meeting may be held at any subsequent time, by giving notice thereof as herein provided, relating to special stockholder's meetings.

Any notice required to be given any stockholder, director, or officer of the Corporation, may be waived by stockholder, director, or officer, in writing.

## ARTICLE X

### BY-LAWS AND CONTRACTS

The Directors shall have the power to make and alter the By-Laws of the Corporation, By-Laws made by the Directors, under the power so conferred, may be altered, amended or repealed by the Directors or by the stockholders, at any meeting called, and held for that purpose. By-Laws, made by the stockholders, may not be amended by the Directors.

No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any director or officer of such other Corporation, and any Director or Directors individually or jointly, may be a party or parties, to, or may be interested in any contract or transaction of this Corporation, or, in which this Corporation is interested, and no contract, act, or transaction of this Corporation, with any person, firm, or corporation shall be affected or invalidated by the fact that any Director of this Corporation is a party to, or interested in,

such contract, act, or transaction, or in any way connected with such person, firm, or corporation, is hereby relieved from any liability that might otherwise exist, from contracting with the Corporation for the benefit of himself or any firm, association, or Corporation in which he may be in anyways interested.

Each Director, or Officer, of the Corporation, shall be indemnified by the Corporation against expenses actually and necessarily incurred, by him, in connection with the defense of any action, suit or proceeding in which he is made a party, by reason of his being or having been a Director of the Corporation, or Officer of the Corporation, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct, in the performance of his duties as such Director or officer, such right of indemnification shall not be deemed exclusive of any other rights to which he may be entitled, under any By-Laws, agreement, vote of stockholders, or otherwise.

#### ARTICLE XI

##### POWER TO DISPOSE OF PROPERTY

The Board of Directors shall have the power to sell, mortgage, hypothecate, or otherwise dispose of, any of the property of the Corporation, without the ratification or consenting vote or other action of the stockholders.

#### ARTICLE XII

##### PRIVATE PROPERTY NOT LIABLE FOR DEBTS

The private property of the stockholders of this Corporation shall not be liable for the debts or obligations of the Corporation.

#### ARTICLE XIII

##### STOCK NOT ASSESSABLE

Stock is not assessable without the unanimous consent of all of the holders of the stock of this Corporation. All shares of stock shall have full pre-emptive rights as to future issued stock.

#### ARTICLE XIV

##### PAYMENT FOR SUBSCRIBED STOCK

The capital stock of this Corporation subscribed for, herein, is to be paid for in cash.

## ARTICLE XV

### ENTERING OF AGREEMENTS

The Corporation may enter into any kind of contract, or agreement, cooperative, or profit-sharing plan, with its officers or employees, that the Corporation may deem advantageous or expedient, or otherwise, to reward or pay persons for their services, as the Director may deem fit.

## ARTICLE XVI

### INTERPRETATION OF ARTICLES

Should any Court of the State of Wyoming declare any section, line, word, or part hereof, to be unconstitutional or contrary to the laws of the State of Wyoming, then such decision shall affect only the section, line, word, or provision of this Certificate of Incorporation, declared to be unlawful or unconstitutional, and shall not affect any other section, line, word, or provision of these articles in this Certificate of Incorporation.

## ARTICLE XVII

### PURCHASE OF STOCK

Unless otherwise determined, by the Board of Directors, no holder of stock of the Corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class, which the Corporation may issue or sell, whether or not exchangeable for the stock of the Corporation of any class, or classes, and whether out of unissued shares, authorized by the Certificate of Incorporation of the Corporation, as originally filed, or by and amendment, thereof, or out of shares of stock of the Corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of capital stock of the Corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the Corporation may issue or sell, it shall be convertible into, or exchangeable for any shares of the stock of the Corporation, of any

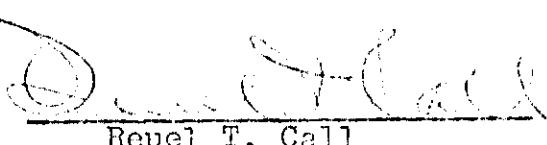
class or classes, or to which shall be attached, or appurtenant, any warrant or warrants, any instrument or instruments that shall confer upon the holder or holders of such obligation, the right to subscribe for or purchase from the Corporation, any shares of its capital stock of any class or classes.

ARTICLE XVIII

TERM OF EXISTENCE

The Term of Existence of this Corporation shall be FIFTY (50) YEARS.

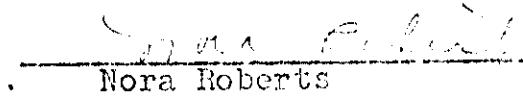
IN WITNESS WHEREOF, The parties to this Agreement have hereunto set their hands this 29<sup>th</sup> day of May, 1959, A. D., 1959.



Reuel T. Call



Larry A. Call



Nora Roberts

STATE OF WYOMING )  
: SS.  
COUNTY OF LINCOLN )

Reuel T. Call, Larry A. Call, Nora Roberts, each being duly sworn, upon oath, deposes and says: That they are three of the incorporators of the proposed Corporation entitled CALL OIL COMPANY, INC., whose foregoing Certificate of Incorporation are attached hereto and made a part hereof; that it is their bonafide intention to commence and carry on this business mentioned in the foregoing Certificate of Incorporation; and the affiants believe that each party, to said Certificate, has paid, or is able to pay, and will pay the amount of capital stock subscribed for by him; that at least ten (10%) per cent of the capital stock of the Corporation subscribed by each stockholder has been paid in, and that not less than ten (10%) per cent of the total corporate capital stock has been paid in; and that they duly acknowledge that they executed the same.

Reuel T. Call

Larry A. Call

Nora Roberts

SUBSCRIBED AND SWORN TO BEFORE ME, THIS 29<sup>th</sup> day  
of MAY, A. D., 1959

Howard C. Roberts  
Notary Public

My Commission Expires:

Notary  
Public

12-26-60

80053

ARTICLES OF INCORPORATION

*John C. Gage*

*L. C. G.*

*J. C. G.*

STATE OF NEW YORK

Office of the Secretary of State

This instrument was filed  
the *15th day of September*  
A. D. 1925, at the *Secretary of State*  
and is on file for *reference* at  
Corporations, page *10*.

JACK R. GAGE  
Secretary of State

*John C. Gage*