



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

BALDUCCI OIL COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BALDUCCI OIL COMPANY, INC.**

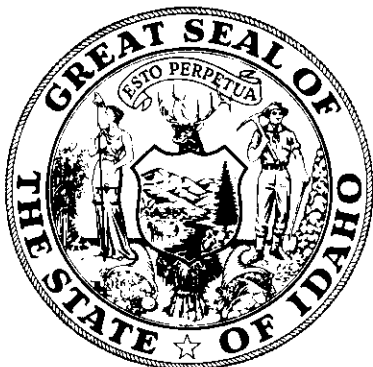
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **BALDUCCI OIL COMPANY, INC.**

to transact business in this State under the name **BALDUCCI OIL COMPANY, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated October 5, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Balducci Oil Company, Inc.
2. *The name which it shall use in Idaho is Balducci Oil Company, Inc.
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is March 17-1980 and the period of its duration is til dissolved
5. The address of its principal office in the state or country under the laws of which it is incorporated is P.O. Box 517 Montrose, Co. 81402
6. The street address of its proposed registered office in Idaho is CT CORP SYSTEMS
300 N. 6th St. Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is _____
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Retailing of fuel products
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Curtis G. Balducci</u>	<u>President</u>	<u>17478 Hwy 550 S. Montrose, Co. 81401</u>
<u>J.R. Cleveland</u>	<u>Vice-President</u>	<u>670 Atlanta Country Club Dr. Marietta GA.</u>
<u>Frank Spadafora</u>	<u>Treas/Sect'y</u>	<u>11991 Menokan Rd. Montrose, Co. 81401</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common</u>	<u>\$10.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
3000	Common	\$10.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 8, 1981, 19 81.

By Curtis Baldacci

Its President
and Frank Spindler
Its Secretary

STATE OF Colorado,
COUNTY OF Montrose) ss:

I, Abraham J. Smith, a notary public, do hereby certify that on this 8th day of June, 19 81, personally appeared before me Curtis Baldacci, who being by me first duly sworn, declared that he is the President of Baldacci Oil Co, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

MY COMMISSION EXPIRES: 10-6-84 Abraham J. Smith
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

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ARTICLES OF INCORPORATION
OF

17 MAR '80

BALDUCCI OIL COMPANY, INC. STATE OF COLORADO
DEPT. OF STATE

KNOW ALL MEN BY THESE PRESENTS that Curtis G. Balducci, Cindy M. Balducci, and Amelio Balducci, the undersigned natural persons over the age of twenty-one years, acting as incorporators of the corporation under the provisions of the "Colorado Corporation Act" adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be:

BALDUCCI OIL COMPANY, INC.

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. The purposes for which the corporation is organized are as follows:

- (a) To own and operate a petroleum business.
- (b) To acquire, own and operate a gasoline distribution business.
- (c) To purchase, acquire, own, hold, improve, mortgage, lease, transfer and sell real and personal property or any interest or rights therein.
- (d) To own, hold, and sell or otherwise dispose of investment property.
- (e) To invest and reinvest its funds and other assets.

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(f) To borrow or otherwise procure money by the issuance of bonds, debentures, bills of exchange, promissory notes or other obligations, and to secure any loan by mortgage, financing statement, or other encumbrance upon all or any part of its property.

(g) To purchase, acquire, hold, sell, or reissue the shares of its own capital stock.

(h) To purchase, acquire, hold, transfer and sell the shares of any other corporation.

(i) To purchase, acquire, transfer, hold, sell and reissue evidences of ownership or interests in any general or limited partnership.

(j) To have and to exercise all general and incidental powers and to perform all acts and things which may be necessary or expedient and to the best interests of the corporation in the transaction of its business and the carrying out of its objects and purposes.

Section 2. Powers. Subject to any specific limitations imposed by the Articles of Incorporation, the powers of the corporation are as follows:

(a) All those powers specified in the Colorado Corporation Act;

(b) The power to carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or any foreign country, to the extent that such purposes are not forbidden by the laws of such state, territory, district or possession of the United States, or by such foreign countries; and in the case of any state, territory, district or possession of the United States, or foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes for which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the laws thereof and in the Certificate of application to do business in such state, territory, district or possession of the United States, or foreign country.

ARTICLE IV

Authorized Shares

The authorized capital stock of the corporation shall be One Hundred Thousand (100,000) shares of Ten Dollar (\$10.00) par value each.

ARTICLE V

Classes of Shares and Shareholders' Rights

Section 1. All One Hundred Thousand (100,000) shares of said authorized shares shall be capital stock.

Section 2. Dividends. The holders of the capital stock shall be entitled to receive and the corporation shall pay, from the funds legal for the payment thereof, dividends when and as declared by the Board of Directors at a rate fixed by such Board.

Section 3. Distribution of Assets. In the event of the liquidation or dissolution of the corporation, the holders of the capital stock shall receive, after payment to creditors, the remaining assets in proportion to the number of shares of stock held by each.

Section 4. Voting Rights. Every holder of capital stock of the corporation shall be entitled to one (1) vote for each share of stock outstanding in his name on the books of the corporation, and there shall be no cumulative voting allowed.

ARTICLE VI

Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by the Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, or repeal the By-laws but any By-law so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the outstanding stock at any annual or special meeting.

ARTICLE VII

Registered Office and Agent

The address of the initial registered office of the corporation is 341 North Townsend Avenue, Montrose, Colorado 81401 and the name of the initial registered agent at such office is Curtis G. Balducci.

ARTICLE VIII

Directors

The Board of Directors shall consist of not less than three (3) and not more than five (5) persons and the names and addresses of the initial Board of Directors who shall serve until the initial annual meeting of the shareholders or until their successors be elected and qualified are:

Curtis G. Balducci, 341 North Townsend Avenue, Montrose, CO 81401

Cindy M. Balducci, 341 North Townsend Avenue, Montrose, CO 81401

Amelio Balducci, 329 Fifth Street, Stambaugh, Michigan 49966

ARTICLE IX

Incorporators

The names and addresses of the incorporators of the corporation are:

Curtis C. Balducci, 141 North Townsend Avenue, Montrose, CO 81401
Cindy M. Balducci, 141 North Townsend Avenue, Montrose, CO 81401
Amelio Balducci, 329 Fifth Street, Stambaugh, Michigan 49964

EXECUTED this 11th day of March, 1980, by the undersigned incorporators.

Curtis C. Balducci
Curtis C. Balducci

Cindy M. Balducci
Cindy M. Balducci

Amelio Balducci
Amelio Balducci

STATE OF COLORADO)
COUNTY OF MONTROSE) ss.

I, Shirley L. Viny, a notary public in and for the County and State aforesaid, do hereby certify that Curtis C. Balducci, Cindy M. Balducci, and Amelio Balducci, who are personally known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, appeared before me this day in person and upon oath sworn to the truth of the facts therein stated and acknowledged that they signed and delivered said instrument in writing as their free and voluntary act.

Given under my hand and official seal this 11th day of March, 1980.

My commission expires: March 11, 1982

(Seal)

Shirley L. Viny
Notary Public