



Department of State.

CERTIFICATE OF INCORPORATION

IRA H. MASTERS

I, ~~IRVING MASTERS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

WESTCOTT OIL CORPORATION

was filed in the office of the Secretary of State on the **Ninth** day
of **June** A.D. One Thousand Nine Hundred **Fifty-Two** and
duly recorded on Film No. **75** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 29-103, Idaho Code,
Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
~~perpetual existence~~ from the date hereof, with its registered office in this State located at

Boise in the County of **Ada**

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 **9th** day
of **June**, in the year of our Lord
one thousand nine hundred **fifty-two**,
and of the Independence of the United States of
America the One Hundred **Seventy-Sixth**.

Secretary of State.

A F F I D A V I T

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

C. J. WESTCOTT, Being first duly sworn on oath
deposes and says:

That he is the President of Westcott Oil Company,
an Idaho corporation, with its office and principal place
of business in Boise, Ada County, Idaho, and that he makes
this affidavit for and on behalf of said corporation, being
authorized so to do.

That Westcott Oil Company will cease to do business
effective June 16, 1952, by reason of the fact that its af-
fairs are being wound up, and the said Westcott Oil Company
does hereby consent to the incorporation of an Idaho cor-
poration under the name of WESTCOTT OIL CORPORATION, and
does hereby consent to the use by said corporation of the
name of Westcott Oil Corporation.

This affidavit is made by Affiant in compliance
with the provisions of Section 30-107, Idaho Code.

DATED This 9 day of June, 1952.



SUBSCRIBED AND SWORN To before me this 9 day
of June, 1952.



Notary Public for the State of Idaho
My Commission expires Jan. 2, 1956

ARTICLES OF INCORPORATION
OF
WESTCOTT OIL CORPORATION

-ooOoo-

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are of full age, and at least two of whom are citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho.

AND WE HEREBY CERTIFY:

FIRST: That the name of the corporation shall be
WESTCOTT OIL CORPORATION

SECOND: That the purposes for which it is formed shall be:

To carry on the business of marketing, buying, selling, or otherwise acquiring, taking, owning, holding, developing, leasing, managing, manufacturing, importing and exporting, utilizing, trading, dealing in and otherwise turning to account, any and all kinds and grades of oil and gas, petroleum, asphalt, bitumen and bituminous substances of all kinds, carbon and hydrocarbon products, and any and all elements, constituents, products, by-products, compounds, blends, and combinations thereof.

To purchase, take, lease as lessee or otherwise acquire, to own, use, improve and maintain, and to sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of oil, gas and mineral lands, lands and real estate of all kinds, and the oil, gas and mineral rights and interests in lands; to produce therefrom oil, gas,

minerals, elements, deposits and substances of all kinds, including solids, liquids and gases and to develop and exploit said lands, rights and interests; to develop such lands, rights and interests by, and to enter into and execute contracts for the drilling of wells and the installation of plants, machinery and equipment, and to dispose of the products therefrom either as a raw product or otherwise; to refine and reduce said products, to prepare said products for market and to manufacture from said products any and all marketable commodities and to market and sell, either at wholesale or retail, all such marketable commodities.

To search, prospect and explore for petroleum and other oils, gas and any other useful or valuable substances or products; to drill for, remove, produce, acquire by purchase or otherwise, own, use, store, transport, refine, distill, manufacture, process, prepare for market, sell and otherwise dispose of petroleum and other oils, bitumens, bituminous substances of all kinds, vegetable substances, minerals and gases and all products, by-products and residual products thereof or therefrom; to drill, purchase, take, lease as lessee and otherwise acquire, to own, use, maintain, develop, improve and operate, and to sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of oil, gas and other wells and any articles, materials, machinery, equipment, structures or property used therefor or in connection therewith; and to engage in any trades, businesses and occupations necessary or convenient in connection with any business of the corporation or incidental, related or contributory thereto.

To build, purchase, take, lease as lessee or otherwise acquire, to own, use, maintain, improve and operate, and to sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of or encumber, wells, refineries, bulk plants, stations, tanks, tank cars, pipelines, gas mains, conduits, equipment, facilities and properties of all kinds for manufacturing, treating, processing, preparing, concentrating, distilling, purifying, generating, producing, using, storing, handling, transporting, marketing, distributing, and in any manner dealing in and with, petroleum and other oils, gas and other volatile substances, vegetable substances, minerals, asphalt, bitumen and bituminous substances and any refined products manufactured from any of the foregoing, and other similar products of every kind and character for any and all purposes whatsoever.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions,

improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To conduct business in this state, other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred

by the laws of Idaho upon corporations formed under the laws of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD: That this corporation is to have perpetual existence.

FOURTH: That the location and post office address of its registered office in the State of Idaho shall be 309 Idaho Building, Boise, Ada County, Idaho.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be Three Thousand Five Hundred (3,500); all of such shares shall be without par value.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the board of directors thereof.

SIXTH: The names and post office addresses of the subscribers and the number of shares and class of stock subscribed for by each, are as follows:

NAMES	POST OFFICE ADDRESS	NUMBER OF SHARES Common
C. J. Westcott	819 N 17th, Boise, Idaho	1
Paul B. Ennis	2512 Pleasonton Ave. Boise, Idaho	1
Mary M. Koger	Rt 2, Meridian, Idaho	1

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To repeal and amend the by-laws of the corporation and to adopt new by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the board of directors in the management of the business of the corporation.

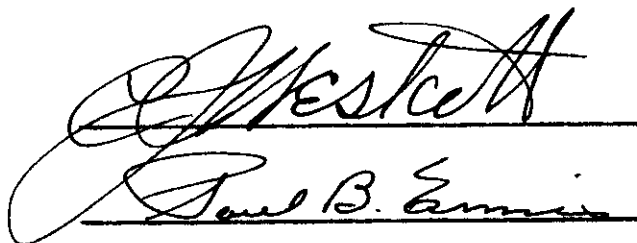
When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the board of directors

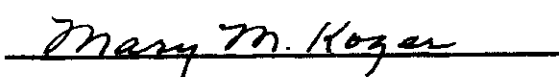
shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

NINTH: This corporation reserves the right to amend, alter, change, or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we do make and execute this certificate in triplicate, this 9th day of June, A. D. 1952.



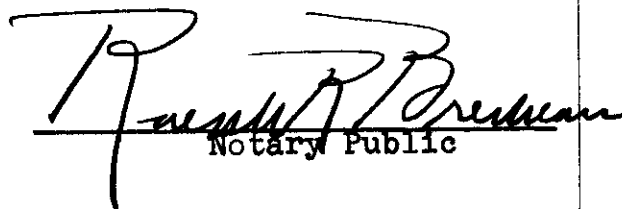
Paul B. Emmer


STATE OF IDAHO }
COUNTY OF ADA } SS:

On this 9th day of June, A. D. 1952, before me,
the undersigned , a Notary Public,
personally appeared C. J. Westcott, Paul B. Ennis and Mary
M. Koger, known to me to be the persons whose names are
subscribed to the within instrument and acknowledged to
me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this
certificate first above written.

(SEAL)


Notary Public

My commission expires: 11-27-55