

PUREKA

OFFICE OF
JOHN KOONTZ
SECRETARY OF STATE

56753

THE STATE OF NEVADA



DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

PIT STOP, INC.

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 26TH day of SEPTEMBER A. D. 19 72



John Koontz
Secretary of State
By _____ Deputy

Form 1
533

ARTICLES OF INCORPORATION
OF
PIT STOP, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, PARK R. BLAIR, A.B. SIMPKINS and DALE MALONE, all over the age of majority, have and do voluntarily associate ourselves together with the purpose of forming a corporation under the laws of the State of Nevada, and we do hereby certify:

I.

The name of this Corporation is PIT STOP, INC.

II.

The principal office and place of business of said Corporation is 14th and Railroad Streets, Post Office Box 728, Elko, Nevada, County of Elko, State of Nevada.

III.

The nature of the business and the object and purposes proposed to be transacted, promoted and carried on by this Corporation are:

a. To carry on any lawful business, industry, enterprise or undertaking permitted under the laws of the State of Nevada.

b. To carry on and operate a general merchandise business; to buy and sell at retail or wholesale any and all manner of merchandise including gas, oil, fuel and other petroleum products and otherwise deal in any and all kinds of merchandise and any and all business connected therewith.

c. To acquire, own, hold, operate, mortgage, lease, sell, transfer, pledge, or hypothecate all kinds of real and personal property, necessary or incidental to carrying on any lawful business, industry, enterprise, or undertaking, to execute all deeds, documents or other instruments in connection with said business and to enter into contracts and to execute the same.

d. To 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 such persons for their services as the Directors may see fit.

e. To purchase, lease or otherwise acquire in the whole or in part of the business, goodwill, rights, franchises, and property of every kind permissible under the laws of the State of Nevada, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any

business authorized to be conducted by this Corporation, owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stocks or bonds of this company, or otherwise, to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

f. To borrow money for any and all purposes of the Corporation; to issue promissory notes, debentures, certificates, secured, or unsecured; to pledge, hypothecate, assign and otherwise encumber any of its property as collateral for the loans made to further the purpose of the Corporation. To discount and negotiate promissory notes, drafts, bills of exchange and other evidences of debt, and to collect for other money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidence of debt.

g. To buy, acquire, own, pledge, sell or hypothecate capital stocks, bonds, debentures, or other securities, issued by any other corporation, private or public; and to purchase, hold, sell, reissue or otherwise deal in the shares of its own capital stock, or other securities.

h. To do any and all such other acts, things business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the Corporation and in carrying on its purposes or for the purpose of attaining or furthering any of its businesses, to do any and all acts and things, and to exercise any and all other powers which a co-partner or natural person could do or exercise and which may now or hereafter be authorized by law.

i. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no wise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

IV.

The total authorized capital stock of said Corporation shall be SEVENTY FIVE THOUSAND AND NO/100 DOLLARS (\$75,000.00), and the number of shares into which the same is divided is 75,000 shares, of the par value of ONE DOLLAR (\$1.00) each, which stock shall be known as common stock and shall be only class of stock issued by the Corporation.

The said stock shall be non-assessable. The assets of the individual Director or Stockholder shall not be liable for the acts of the Corporation.

All of said stock shall be paid in as the Board of Directors shall designate and as provided by law in cash, real or personal property, services, or other valuable right or thing, for the use and purposes of the Corporation, and all shares of capital stock when issued in exchange therefor shall thereupon become fully paid for in cash at par. The judgment of the Directors as to the value of any property, right or thing acquired or purchased in exchange for capital stock shall be conclusive.

V.

The members of the governing board of said Corporation shall be styled "DIRECTORS" and shall be three (3) in number, the number of Directors may be increased by vote of the stockholders of said Corporation at any regular or special meeting of the stockholders of said Corporation called and held for the purpose, provided the numbers shall not be reduced to less than (3) Directors; in case of a vacancy in the Board of Directors the remaining Directors or Director may appoint a Director or Directors who shall serve as Director until the next election of Directors. The Directors shall be elected at each annual, or any special meeting called for that purpose, of the stockholders.

That the name and places of residence of the Directors who are appointed as Directors to serve until the first meeting of the Stockholders are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
PARK R. BLAIR	1276 Idaho St. Elko, Nevada 89801
A.B. SIMPKINS	601 Cedar Street, Carlin, Nevada
DALE MALONE	1276 Idaho St. Elko, Nevada 89801

VI.

The capital stock of the Corporation, after the subscription price of par value has been paid in, shall not be assessable to pay the debts

of the Corporation and no paid up stock issued as fully paid up, shall be assessable or assessed.

VII.

The names and post office addresses of each of the subscribers signing the Articles of Incorporation are as follows:

PARK R. BLAIR	1276 Idaho Street, Elko, Nevada 89801
A.B. SIMPKINS	601 Cedar Street, Carlin, Nevada
DALE MALONE	1276 Idaho Street, Elko, Nevada 89801

VIII.

The term of the existence of said Corporation shall be perpetual.

IX.

A resolution in writing, signed by all the members of the BOARD OF DIRECTORS, or a majority thereof, shall be and constitute action by the 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.

X.

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 a majority vote of the stockholders entitled to vote at any meeting called and held for that purpose.

XI.

At all elections of Directors of the Corporation, each holder of stock shall be entitled to as many votes as shall be equal to the number of his or her shares of stock, multiplied by the number of Directors to be elected, and he or she may cast all of such votes for a single Director or may distribute them among the number to be voted for, or may vote for two or more of them, as he or she may see fit.

XII.

All stock of the said Corporation may be sold by the Board of Directors of the Corporation at public or private sale or by offering the same for subscription on such terms, conditions and at such prices as the Board of Directors shall from time to time deem proper; provided, however, that before the sale of any STOCK of the Corporation to any member of the

public, that each of the Stockholders of the Corporation be given the option to purchase his or her pre-rata share of the new issue of Stock to be sold. The parties hereto incorporate Section 78.265 N.R.S. 1957, together with any amendments thereto.

XIII.

Before any shares of STOCK may be sold or otherwise transferred by a stockholder on the open market, said stockholder must first offer said Stock to the other existing stockholders at the price and on the terms at which the same is offered on the market. The other existing stockholders shall have a first right to purchase or acquire said Stock, and if more than one stockholder desires to purchase the same, the Stock shall be proportioned to the said stockholders on the basis of their respective interest in the Corporation. The STOCKHOLDERS shall have thirty (30) days after written notice thereof to accept or reject the offer of stock and if the same is not accepted within the said 30 days, said Stock may be sold or transferred on the open market to any other persons or person.

Nothing herein shall prevent gifts or other transfers of Stock to members of a Stockholder's immediate family.

XIV.

These Articles of Incorporation may be amended only by the vote of the Stockholders holding a majority of the outstanding shares of stock, at a regular meeting or at a special meeting called for that purpose; the Board of Directors shall not have the power to increase the CAPITAL STOCK or change the type of Stock, but such may be done only by the vote of Stockholders holding a majority of the outstanding shares of stock at a regular meeting of the Stockholders or at a Special meeting of the Stockholders called for that purpose.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and executed these present this 21st day of September, 1972.

Park R. Blair SEAL
PARK R. BLAIR

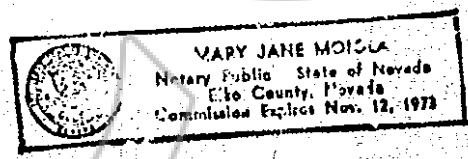
A.B. Simpkins SEAL
A.B. SIMPKINS

Dale Malone SEAL
DALE MALONE

STATE OF NEVADA,)
 : SS
COUNTY OF ELKO)

On this 21st day of September, 1972, personally appeared before me a Notary Public in and for said County and State, PARK. R. BLAIR, A.B. SIMPKINS and DALE MALONE, known to me to be the persons described in and who executed the foregoing instrument; who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year in this Certificate first above written.



Mary Jane Moisa
NOTARY PUBLIC

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

SEP 26 1972

JOHN KOONTZ - SECRETARY OF STATE

John Koontz
No. 3081-72

RECORDED AT THE REQUEST OF Park R. Blair
on Oct. 3, 19 72, at 50 mins. past 11 A. M. in
Book 43 of OFFICIAL RECORDS, page 497-503, RECORDS OF
EUREKA COUNTY, NEVADA. Shelley A. McFar Recorder.
File No. 56753 Fee 9.00