

K / 99040609

State of South Dakota

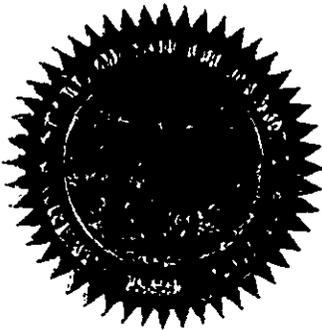


OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of CITY SERVICE INCORPORATED, OF KALISPELL (MT) to transact business in this state 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 Authority and attach hereto a duplicate of the application to transact business in this state.



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 February 3, 1999.

Joyce Hazeltine

JOYCE HAZELTINE
Secretary of State

SECRETARY OF STATE
 STATE CAPITOL
 500 E. CAPITOL
 PIERRE, S.D. 57501-5077
 605-773-4845
 FAX (605) 773-4550

FILE NO. _____
 RECEIPT NO. _____

APPLICATION FOR CERTIFICATE OF AUTHORITY

In pursuance of the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is CITY SERVICE INCORPORATED KALISPELL
 (Exact corporate name)

RECEIVED
 FEB 3 1999

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it effects to add thereto for use in this state is

(3) State where incorporated MONTANA Federal Taxpayer

(4) The date of its incorporation is 10-1-69 and the period of its duration, which may be perpetual, is UNTIL REVOKED OR CANCELED PERPETUAL

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 1645 HWY 93 SOUTH KALISPELL, MT Zip Code 59901

mailing address if different from above is P.O. BOX 1
KALISPELL MT Zip Code 59903

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 503 S. PIERRE STREET, PIERRE, SD Zip 57501

and the name of its proposed registered agent in the State of South Dakota at that address is BRENT A. WILBUR

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose) IMPORTING AVIATION GASOLINE, JET FUEL
from the STATE OF MONTANA.

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
DAVID R. Waathi	PRESIDENT	2854 Airport Road	KALISPELL	MT	59901
Edward J. Croymans	Vice President	2215 TEAL DRIVE	KALISPELL	MT	59901
MATHEW J. Waathi	Vice President	98 DERNS ROAD	KALISPELL	MT	59901
Richard A. DASEN, SR.	Chairman	400 WEST Volley Drive	KALISPELL	MT	59901
DAVID A. Tonjum	DIRECTOR	1310 THREE MILE DRIVE	KALISPELL	MT	59901

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>168,000</u>	<u>Common</u>		<u>\$1 PAR</u>

7702247

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
168,000	Common		\$ / PAR

(11) The amount of its stated capital is \$ 168,000.00
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the secretary of state or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS TRUE AND CORRECT.

Dated JANUARY 27 19 99

[Signature]
(Signature)
PRESIDENT
(Title)

State of MONTANA
County of FLATHEAD

On this 27 day of JANUARY, 19 99, before me Cynthia L. Holm personally appeared DAVID R. Waatt, known to me, or proved to me, to be the PRESIDENT of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed same.

My Commission Expires: 2-13-01
Cynthia L. Holm
(Notary Public)

Notarial Seal

The Consent of Appointment below must be signed by the registered agent listed in number six.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Brent A. Wilbur of May, Adam, Gerdes & Thompson, hereby give my consent to serve as the
(name of registered agent)

registered agent for City Service Inc. of Kalispell
(corporate name)

Dated February 2 19 99

[Signature]
(signature of registered agent)

SECRETARY OF STATE
STATE OF MONTANA

RECEIVED
FEB 3 1999
S.B. SEC. OF STATE

CERTIFICATE OF EXISTENCE

I, Mike Cooney, Secretary of State of the State of Montana, do hereby certify that

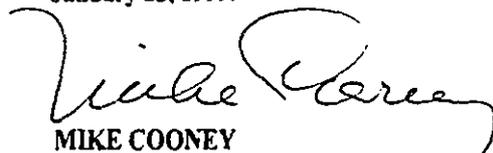
CITY SERVICE INCORPORATED, OF KALISPELL

duly filed its Articles of Incorporation in this office on July 7, 1969, and on that date was created a body politic and corporate.

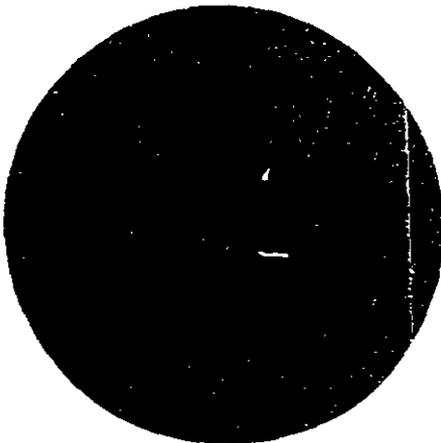
I further certify that all taxes, fees and penalties owed to this state have been paid by said corporation and that the most recent annual report has been filed with this office.

I further certify that no articles of dissolution have been placed on record in this office by said corporation and my records indicate the corporation is in good standing under the laws of the State of Montana and authorized to transact in business and conduct its affairs in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana, at Helena, the Capital, this January 23, 1999.



MIKE COONEY
Secretary of State



Receipt No: 7-235

199:293.0260
1/3/99

File Number: FB022247

CERT OF AUTHORITY

For

CITY SERVICE INCORPORATED, OF KALISPELL (MT)

File at the request of:

MAY ADAM GERDES & THOMPSON
BENT WILBUR
PO BOX 160
PIERRE SD 57501

STATE OF SOUTH DAKOTA

OFFICE OF THE SECRETARY OF STATE

SS.

Filed in the office of Secretary of State on

Date February 3, 1999

Joyce Hazeltine
Secretary of State

Fee Received \$130 168,000 CM @ \$1.

SOS CRP 491 10/93

RETURN TO
 SECRETARY OF STATE
 STATE CAPITOL
 500 E. CAPITOL
 PIERRE, S.D. 57501-5077
 605-773-4845
 FAX (605) 773-4550

ANNUAL REPORT

FOREIGN
 PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
 ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-1-00
 RECEIPT NO. 859725
RECEIVED
 JAN 24 '00
 S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB-022247 FEB/0000
 CITY SERVICE INCORPORATED, OF KALISPELL
 PO BOX 1
 KALISPELL MT 59903

Telephone # (406) 755-4321
 FAX # (406) 751-8591
 Federal Taxpayer ID [REDACTED]
 FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

******* ATTENTION - FILING INSTRUCTIONS *******

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of MONTANA and the address of its principal office or registered office in the state of Incorporation is P.O. BOX 1 KALISPELL, MT Zip + 4 59903-0001

3. The address of its registered office in South Dakota is MAY, ADAM GERDES & THOMPSON LLP
503 S. PIERRE ST. PIERRE, S.D. Zip + 4 57501
 and the name of its registered agent at such address is _____

4. The character of the business in which it is actually engaged in South Dakota IMPORTING AVIATION GASOLINE
AND JET FUEL FROM MONTANA

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
<u>RICHARD A. DASEN SR.</u>	Director	<u>400 WEST VALLEY DR.</u>	<u>KALISPELL</u>	<u>MT</u>	<u>59901</u>
<u>DAVID A. TONTUM</u>	Director	<u>1310 THREE MILE DR.</u>	<u>KALISPELL</u>	<u>MT</u>	<u>59901</u>
<u>DAVID R. WAATTI</u>	President	<u>2854 AIRPORT RD.</u>	<u>KALISPELL</u>	<u>MT</u>	<u>59901</u>
<u>EDWARD J. CROUMANS</u>	Vice President	<u>2215 TEAL DR.</u>	<u>KALISPELL</u>	<u>MT</u>	<u>59901</u>
<u>MATHEW J. WAATTI</u>	Secretary	<u>99 DERNS RD.</u>	<u>KALISPELL</u>	<u>MT</u>	<u>59901</u>
Treasurer: _____					

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class

NUMBER OF SHARES CAN ISSUE	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>168000</u>	<u>COMMON</u>		<u>\$1</u>

7. NUMBER OF SHARES ISSUED 148000 CLASS COMMON SERIES \$1

8. The amount of its stated capital is 148000

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated January 20 2000 By [Signature]
 (Signature)
 Its PRESIDENT
 (Title)

STATE OF MONTANA
 COUNTY OF FLATHEAD ss

I, Cynthia L. Holm, a notary public, do hereby certify that on this 20 day of January 2000, personally appeared before me DAVID R. WAATTI who, being by me first duly sworn, declared that he/she is the President of City Service Inc of Kalispell that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 2-13-01
Cynthia L. Holm
 Notary Public

(Notarial Seal)

SOS CRP 410 6/97

1943

1943

MINUTA-N-NNNN

2002

ANNUAL REPORT FOREIGN

PLEASE TYPE OR USE BLACK INK

FILE DATE 2-1-02 RECEIPT NO. 1003257 RECEIVED

JAN 22 02

S.D. SEC. OF STATE

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. Corporate Name and Mailing Address:

FB-022247 FEB/2001 CITY SERVICE INCORPORATED, OF KALISPELL PO BOX 1 KALISPELL MT 59903

Telephone # (406) 755-4321 FAX # (406)

Federal Taxpayer ID FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

ATTENTION - FILING INSTRUCTIONS

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of MONTANA and the address of its principal office or registered office in the state of incorporation is P.O. BOX 1 KALISPELL, MONTANA Zip + 4 59903-0001
3. The address of its registered office in South Dakota is 503 S. PIERRE ST PIERRE, SD Zip + 4 57501
and the name of its registered agent at such address is MAY, ADAM, GERDES & THOMPSON, LLP
4. The character of the business in which it is actually engaged in South Dakota GASOLINE AND JET FUEL IMPORTING AVIATION

Table with columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows include Richard A. Dasen (Director), David A. Tonjum (Director), David A. Waatti (President), Edward J. Croumans (Vice President), and Mathew J. Waatti (Secretary).

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class: NUMBER OF SHARES CAN ISSUE (authorized) 16500 CLASS COMMON SERIES PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE \$ 1

7. NUMBER OF SHARES ISSUED 15150 CLASS COMMON SERIES PAR VALUE \$ 1

8. The amount of its stated capital is \$ 151500

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 1/14/02

By [Signature] its Vice President

STATE OF Montana COUNTY OF Flathead ss

On this 14th day of January 2002, personally appeared Edward J. Croumans, known to me, or proved to me, to be the Vice President, of the Corporation that is described in and that executed the within instrument and acknowledged to me that such corporation is the Corporation that is described in and that executed the within instrument.

My Commission Expires June 21, 2003



[Signature] Notary Public

RETURN TO: SECRETARY OF STATE, 500 E. ... PHONE: 605-773-4845 FAX: ... S.D. 57501-5077

10/10/10

10/10/10



2003 ANNUAL REPORT

2003

ANNUAL REPORT

FOREIGN PLEASE TYPE OR USE BLACK INK

6305221.1679 5/20/03

FILE DATE 3/24/03 RECEIPT NO. 1097041 RECEIVED MAR 24 03 RECEIVED MAR 13 03

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. Corporate Name and Mailing Address:



FB022247 FES/2002 CITY SERVICE INCORPORATED, OF KALISPELL PO BOX 1 KALISPELL MT 59903

S.D. SEC. OF STATE Telephone # (406) 755-4321 FAX # (406) 751-5501 FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

ATTENTION - FILING INSTRUCTIONS

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

- 2. It is incorporated under the laws of MONTANA and the address of its principal office or registered office in the state of incorporation is PO BOX 1 KALISPELL MONTANA Zip + 4 59903-0001
3. The address of its registered office in South Dakota is MAN ADAM GERDES & THOMPSON LLP 203 S. PIERRE ST. PIERRE S.D. Zip + 4 57501 and the name of its registered agent at such address is BRENT WILBUR
4. The character of the business in which it is actually engaged in South Dakota GASOLINE AND JET FUEL IMPORTING AVIATION

Table with 6 columns: NAME, OFFICE, STREET ADDRESS, CITY, STATE, ZIP+4. Rows include DAVID A. TONTUM, DAVID R. WAHRT, KARY W. TONTUM, EDWARD J. CROUMAN, THURNTON NEAL, and KURT A. TONTUM.

- 6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class.
7. NUMBER OF SHARES ISSUED 16500 COMMON CLASS \$1
8. The amount of its stated capital is \$ 151500 COMMON

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public. Dated 3-10-03 By Kurt Tontum VP Finance

STATE OF Montana COUNTY OF Flathead On this the 10th day of March 20 03, before me, Nancy K. Miller personally appeared KURT TONTUM known to me, or proved to me, to be the VP FINANCE of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same. My Commission Expires June 21st 2003

Nancy K. Miller Notary Public



RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077 PHONE: 605-773-4945 FAX (605) 773-4550 www.state.sd.us/sos/sos.htm

Receipt Number: 1359923

File Number **FB022247**



APPLICATION_FOR_WITHDRAWAL

For

CITY SERVICE INCORPORATED OF KALISPELL (MT)

Filed at the request of:

MAY ADAM GERDES & THOMPSON
PO Box 160
Pierre SD 57501

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Tuesday, September 21, 2004**



Secretary of State

Fee Received: \$10.00

334 3199 09/23/2004

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

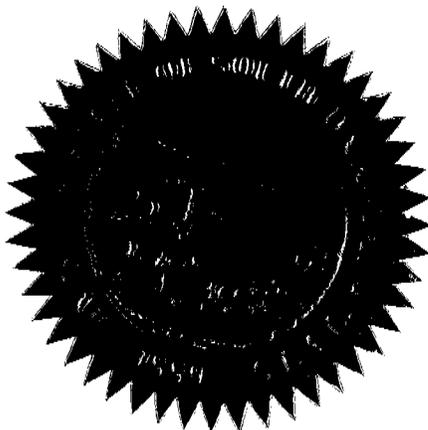
Certificate of Withdrawal

ORGANIZATIONAL ID #: FB022247

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the application for Withdrawal from South Dakota for **CITY SERVICE INCORPORATED OF KALISPELL (MT)** 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 Withdrawal and attach hereto a duplicate of the Application for Withdrawal.

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 September 21, 2004.



Chris Nelson
Chris Nelson
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

RECEIVED

SEP 23 04

S.D. SEC. OF STATE

334 3200

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Withdrawal from your State, and for that purpose submits the following statement:

- 1. The name and address of the corporation is CITY SERVICE INCORPORATED OF KALISPELL
- 2. It is incorporated under the laws of the state of MONTANA 76022247
- 3. That this corporation is not doing or engaging in any business in this state, and hereby surrenders its authority to transact business in South Dakota.
- 4. It revokes the authority of its registered agent in your State to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in your State during the time the corporation was authorized to transact business in your State may thereafter be made on the corporation by service thereof on the Secretary of State of your State.
- 5. The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is _____

P.O. Box 1
KALISPELL, MT 59903

6. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000,000	Common		\$1.00

Filed this 21st day of Sept 2004

7. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
151,000	Common		\$1.00

Ch. Nelson
SECRETARY OF STATE

(8) The amount of its stated capital as of this date is \$ _____

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated 9-14-04

(Signature) [Handwritten Signature]

(Title) PRESIDENT

STATE OF Montana

COUNTY OF Flathead

I, Marcey K. Miller, a notary public, do hereby certify that on this 14th day of Sept., 2004, personally appeared before me Karey Johnson who, being by me first duly sworn, declared that he/she is the President of City Service Valcon, LLC, that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

June 21st, 2007
My Commission Expires

Marcey K. Miller
(Notary Public)

Filing Fee: \$10

*** An Original and one exact or conformed copy must be submitted. ***

