DOC ID ----> 6102_1476

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
12/18/97

CHARTER NUMBER: CP000183
ROLL AND FRAME: 6102-1476

06102-1476

| CORPORATION: | DOCUMENT NUMBER | CODE | FEE |
|---|---|---|---|
| OIL ETC., INC. | 97121801501 | ARF | 85. |
| | 97121801501 | MIS | 10. |

064107

RETURN TO: EMPIRE CORPORATE AND INFORMAT. SVCS
ATTN D DOOLEY
46 STATE ST
ALBANY NY 12207-2804

TOTAL : 95.00

0981

06102-1477

# The State of Ohio

## Bob Taft

Secretary of State

CP 183

# Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF MIS

of:

OIL ETC., INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 6102 at Frame 1478 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 17TH day of DEC ,

A.D. 19 97 .

Bob Taft

Bob Taft
Secretary of State

DOC ID ----> 6102_1476

06102-1478 97121801501

APPROVED
By
Date 12/17/97
$125.00

# ARTICLES OF INCORPORATION
of
Oil Etc., Inc.

The undersigned, desiring to form a corporation for profit (the "Corporation") under Chapter 1701, Ohio Revised Code, hereby certifies:

FIRST: The name of the Corporation is Oil Etc., Inc.

SECOND: The place within the State of Ohio where the principal office of the Corporation is to be located is 1001 Belvedere Drive, Lebanon, Ohio. Warren County

THIRD: The purpose or purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be formed under §§1701.01 to 1701.98, inclusive, of the Ohio Revised Code, and any amendments thereto.

FOURTH: The number of shares which the Corporation shall have authority to issue is 200 shares of common stock, which shares shall have no par value. Each holder of common stock shall have one vote in respect of each share of such stock held by the holder on all matters voted upon by the stockholders.

FIFTH: To the extent permitted by law, the Corporation may purchase or otherwise acquire shares of any class issued by it at such times, for such consideration, and upon such terms and conditions as its board of directors may determine.

SIXTH: A director or officer of the Corporation shall not be disqualified from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction, contract, or act of the Corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer, or any firm of which any director of officer is a shareholder, director, or trustee, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction, contract, or act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any transaction, contract, or act of the Corporation or for any gains or profits directly or indirectly realized by him or her by reason of the fact that he or she or any firm of which he or she is a member or any corporation of which he or she is a shareholder, director, or trustee, or any trust of which he or she is a trustee or beneficiary, is interested in such transaction, contract, or act;

provided the fact that such director or officer or such firm or corporation or such trust is so interested shall have been disclosed or shall have been known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon such transaction, contract, or act shall have taken. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors which shall authorize or take action in respect to any such transaction, contract, or act, and may vote thereat to authorize, ratify, or approve any such transaction, contract, or act, and any officer of the Corporation may take any action within the scope of his or her authority respecting such transaction, contract, or act with like force and affect as if he or she or any firm of which he or she is a member, or any corporation of which he or she is a shareholder, director, or trustee, or any trust of which he or she is a trustee or beneficiary, were not interested in such transaction, contract, or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his or her good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

SEVENTH: No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or pre-emptive right to subscribe for, purchase, or receive any shares of stock of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold, or offered for sale by the Corporation, except such rights of subscription or purchase if any, for such considerations and upon such terms and conditions as its board of directors from time to time may determine.

EIGHTH: Notwithstanding any provision of the Ohio Revised Code §§1701.01 to 1701.98, inclusive, now or hereafter in force, requiring for the authorization or taking of any action the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise

expressly required by law or these Articles of Incorporation, may be authorized or taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes of shares thereof.

NINTH: Each person who was or is made a party or is threatened to be a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee, or the incorporator of the Corporation or is or was serving at the request of the Corporation as a director, officer, or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent as set forth in but subject to the limitations of §1701.13, Ohio Revised Code, and any amendments thereto.

IN WITNESS WHEREOF, this Articles of Incorporation has been subscribed the 24th day of November, 1997.

STEWART WEISMAN

Prescribed by
BOB TAFT, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

06102-1481

# ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of

OIL ETC., INC.
(name of corporation)

hereby appoint

Stephen Beason
(name of agent)

to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

1001 Belvedere Drive
(street address)

Lebanon
(city), Ohio (zip code)

**NOTE:** P.O. Box addresses are not acceptable.

(Incorporator)

(Incorporator)

(Incorporator)

## ACCEPTANCE OF APPOINTMENT

The undersigned, Stephen Beason, named herein as the statutory agent for

Oil Etc., Inc.
(name of corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Stephen Beason
Statutory Agent

## INSTRUCTIONS

1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.07(B), 1702.06(B).

2) The statutory agent for a corporation may be (a) a natural person who is resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).

3) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B),1702.06(B).These signatures must be the same as the signatures on the articles of incorporation.

ISD STATAG

06102-1482

☐ **UNIFORM COMMERCIAL CODE FILING**

☒ **CORPORATIONS FILING**

**CORPORATIONS ONLY**

☒ EXPEDITE SERVICE ☐ PICK-UP ☒ MAIL

**CORRESPONDENCE**

10 NR732382
12-3-97

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

60640070

Empire Corporate and Information Se

NAME OF YOUR FIRM OR COMPANY

Denise Dooley

ATTENTION

46 State St. Albany, NY

STREET, CITY, STATE, ZIP CODE

12207-2804

TELEPHONE NUMBER

**UCC ONLY**

☒ MAIL ☐ PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.