



State of Ohio
Department of State

Anthony J. Celebrezze, Jr.
Secretary of State

Date 3/05/81

Number 570244

Receipt No. 96016

E875-0090

151

Received of JOHN W. COOK
or filed by

The sum of \$ 75.00 for filing ARF of
MARTLEY OIL COMPANY.

Returned to:

96016

ARF \$ 75.00

JOHN W. COOK

100 E. BROAD ST.

COLUMBUS, OH 43215

RECEIPT

Name:

MARTLEY OIL COMPANY.

Total Fee: \$ 75.00



Department of State

The State of Ohio

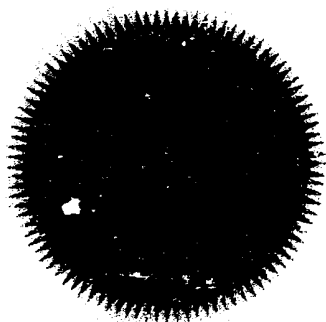
E875-0091

Anthony J. Celebrezze, Jr.
Secretary of State

570244

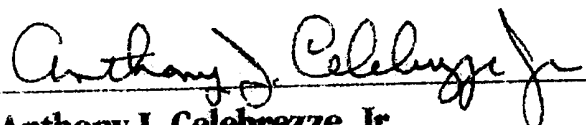
 Certificate

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: ART of:

WARTLEY OIL COMPANY**United States of America**
State of Ohio
Office of the Secretary of State

Recorded on Roll E 875 at Frame 0092 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 2ND day of MARCH
A.D. 1981.


Anthony J. Celebrezze, Jr.
Secretary of State

E875-0090

ARTICLES OF INCORPORATION

CF

HARTLEY OIL COMPANY

APPROVED

By DL ClbDate 9/2/81Amount 75.00

The undersigned, desiring to form a corporation for profit under the Ohio General Corporation Law, does hereby certify:

FIRST: The name of the corporation shall be Hartley Oil Company.

SECOND: The place in Ohio where the principal office is to be located is the City of Washington Court House, Fayette County, Ohio.

THIRD: The purpose or purposes for which it is formed are:

- a. To engage in the business of selling and otherwise dealing in gasoline and related products at the wholesale level and of operating gasoline service stations. To import, buy, or otherwise acquire, own, hold, store, use, export, sell, or otherwise dispose of, gasoline, kerosene, lubricating oils and greases, antifreezes, tires, batteries, and all other supplies and accessories necessary or convenient for servicing automobiles and other vehicles and automotive equipment, and generally to do all things customarily done by wholesalers of gasoline and operators of gasoline service stations, including, without limitation, storing gasoline in bulk storage plants, servicing, repairing, lubricating, washing, waxing, and polishing automobiles and other vehicles, and owning, leasing and otherwise dealing in land used for operating gasoline service stations and gasoline storage facilities.
- b. Generally, consistent with the provisions of §1701.04(A)(3) of the Ohio Revised Code, to engage in any lawful act or activity for which corporations may be formed under §§1701.01-1701.98, inclusive, of the Ohio Revised Code.

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FOURTH: The maximum number of shares of all classes which the corporation is authorized to have outstanding is 750 common shares without par value.

FIFTH: The amount of stated capital with which the corporation will begin business shall not be less than \$500.

SIXTH: The Board of Directors is hereby authorized to fix and determine, and to vary, the amount of working capital of the corporation to determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of, or declared in dividends, or paid to shareholders, and without action by the shareholders, to use and apply such surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of §1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereinafter enacted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

SEVENTH: Every statute of the State of Ohio hereafter enacted, whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

EIGHTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or 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 or officer is a member, or any corporation of which any director or 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 or contract to act. No director or officer shall be accountable or responsible to the corporation for or in respect to any transaction or contract or act of the corporation or for

any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in said transaction, contract or act; provided the fact that such director or officer or such firm or such 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 contract or transaction or act shall have been 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 contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any officer of the corporation may take any action within the scope of his authority respecting such contract or transaction or act with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or 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 good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

NINTH: Every person who is a director, officer or employee of the corporation or a former director, officer or employee of the corporation, or a person who is serving or has served at the request of the corporation as a director, officer or employee of another corporation is hereby indemnified against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director, officer or employee, provided he is determined by the directors of the corporation acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with any such action, suit or proceeding is present (a) not to have been negligent or guilty of misconduct in the performance of his duty to the corporation of which he is such director, officer or employee; (b) to have acted in good faith in what he reasonably believed to be the best interest of such cor-

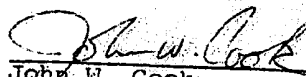
E875-0095

poration; and (c) in any matter the subject of a criminal action, suit, or proceeding, to have had no reasonable cause to believe that his conduct was unlawful; provided, however, no director who is a party to or threatened with any such action, suit or proceeding shall be qualified to vote on such matter. Alternatively, such determinations may be made (a) by a court of competent jurisdiction, (b) by the shareholders of the corporation at a meeting held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation on such proposal or (c) adopted by the shareholders of the corporation without a meeting by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power on such proposal.

Such indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled including, without limiting the generality of the foregoing, any insurance purchased by the corporation.

TENTH: Notwithstanding any provision of any statute of the State of Ohio, now or hereafter in force, requiring for any purpose the vote 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, any action, unless otherwise expressly required by statute, may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

IN WITNESS WHEREOF, I have hereunto set my hand this
2nd day of March, 1981.


John W. Cook

described by
Anthony J. Celebrezze, Jr.
Secretary of State

E875-1896

-103

ORIGINAL APPOINTMENT OF AGENT

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

HARTLEY OIL COMPANY

(Name of Corporation)

hereby appoint John W. Cook

(Name of Agent)

(a natural person resident in this state) ~~and having a business address in this state~~ ~~(which address may be used for service upon whom)~~ any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

His ~~complete~~ complete address is 180 East Broad Street, Columbus
(Street or Avenue) (City or Village)

Franklin

County, Ohio

43215

(Zip Code)

HARTLEY OIL COMPANY

John W. Cook
John W. Cook

(Incorporators names should be typed or printed beneath signatures.)

Columbus

Ohio

March 2

1966

HARTLEY OIL COMPANY

(Name of Corporation)

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

John W. Cook
(Signature of Agent)

John W. Cook

By

(Signature of Officer Signing and Title if Agent
is a Corporation)

REMARKS: ALL ARTICLES OF INCORPORATION MUST BE ACCOMPANIED BY AN ORIGINAL APPOINTMENT OF AGENT. THERE IS NO FILING FEE FOR THIS APPOINTMENT.

John W. Cook

100 E. Broad St.

Columbus 43215

1500-42841

PROPERTY OF THE
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE