

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

THELMA L. STOVALL
Secretary



FRANKFORT,
KENTUCKY

ARTICLES OF INCORPORATION

I, **THELMA L. STOVALL**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

WECO, INC.

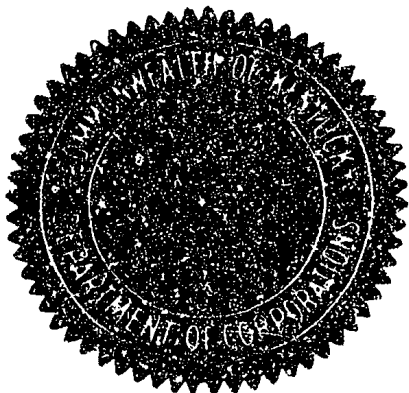
LEBANON, KENTUCKY

The initial agent for process is NELSON BALL

CAMPBELLSVILLE ROAD

and address is LEBANON, KENTUCKY 40033

duly signed and acknowledged according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 10TH day of JULY, 19 75.

TheLma L. Stovall

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
WECO, INC.

JUL 11 1975
Carl G. S.
Commonwealth of Kentucky

19397

The undersigned voluntarily associate to form a corporation under the laws of the Commonwealth of Kentucky.

ARTICLE 1. The name of the corporation is WECO, INC.

ARTICLE 2. The purpose and nature of the business proposed to be carried on shall be all such activities as are legal under the laws of the Commonwealth of Kentucky, and more particularly Section 271 A.020 of the Kentucky Revised Statutes, including, but not limited to recovering, cleaning, reclaiming, refining, purchasing, transporting and selling petroleum products, and all related activities.

In furtherance and not in limitation of the general powers conferred by the laws of the Commonwealth of Kentucky, and objects and purposes herein set forth, it is expressly provided that this corporation shall have the following powers, to-wit:

To draw, make, accept, endorse, discount, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants and other negotiable or transferable instruments;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property or assets;

ARTICLE 6. The address of the registered office of the corporation in this State is:

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income;

To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested;

To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation;

To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other enterprise;

To carry on any or all of its operations and businesses, and to promote its objects within the Commonwealth of Kentucky, or elsewhere, without restriction as to place or amount, and to do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world, as principal, agent, contractor, trustee, or otherwise, alone or in company with others.

ARTICLE 3. These Articles or any part thereof may be amended, altered, changed or repealed by the affirmative vote of the holders of at least 70% of the shares who would be entitled to receive notice of a corporate meeting to be held for such purpose.

ARTICLE 4. If the By-Laws so provide, the shareholders and/or the Directors of this corporation shall have the power to hold their meetings outside the Commonwealth of Kentucky.

ARTICLE 5. The duration of the corporation shall be perpetual unless sooner dissolved in the manner provided by law.

ARTICLE 6. The address of the registered office of the corporation in this State is:

WECO, INC.
Campbellsville Road
Lebanon, Kentucky 40033

ARTICLE 7. The name and address of the resident agent are as follows:

NELSON BALL
Campbellsville Road
Lebanon, Kentucky 40033

ARTICLE 8. The authorized capital stock of the corporation shall be 10,000 shares of common capital stock, having no par value, and each share issued shall be entitled to one vote. After 1,680 shares have been issued, the owners of stock in the corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock which the corporation may issue or sell, regardless of when or how authorized and when or how acquired, pro rata, in relation to their then current stock ownership. This common capital stock shall be the only class of stock issued by the corporation.

ARTICLE 9. The amount of capital with which the corporation shall begin business shall be at least \$1,000.00.

ARTICLE 10. The names and addresses of the initial incorporators are as follows:

T. S. BALLANCE	Decatur, Illinois
W. T. WALKER	Somersset, Ky.
JANE A. MILLARD	Louisville, Ky.
NANCY A. MILLARD	Louisville, Ky.
CY WADDLE	Somersset, Ky.

MERREL HENDERSON	Somerset, Ky.
JOE H. CLAUNCH	Somerset, Ky.
CRESSEL THOMPSON	Somerset, Ky.
SHERMAN PERKEY	Somerset, Ky.
DAVID L. BALL	Lebanon, Ky.
NELSON BALL	Lebanon, Ky.
DONALD BALL	Lebanon, Ky.
GARLAND BALL	Lebanon, Ky.
BERNARD BALL	Lebanon, Ky.
RUDOLPH BALL	Lebanon, Ky.
V. H. TOMLISON	Rt. 1, Betsy Lane, Ky.
DALE TOMLINSON	Rt. 1, Betsy Lane, Ky.
LARRY G. CLARK	Rt. 1, Betsy Lane, Ky.

ARTICLE 11. The initial Board of Directors shall consist of eight (8) members. Said initial Board of Directors shall serve until the first meeting of the shareholders of the corporation. At the first meeting of the shareholders, the first Board of Directors shall be elected. Thereafter there shall not be fewer than four (4) Directors of the corporation, who shall constitute the Board of Directors. The Board of Directors shall have the power to make By-Laws governing the corporation, subject to the power of the shareholders to change or repeal any of such By-Laws. Eight Directors shall be elected at the first meeting of the shareholders and thereafter the number of Directors shall be as specified in the By-Laws.

The initial Board of Directors shall consist of:

W. H. Millard, Jr., Louisville, Kentucky, Nancy A. Millard, Louisville, Ky. ,

Cy Waddle, Somerset, Ky., W. T. Walker, Somerset, Ky., V. H. Tomlison, Dale Tomlinson, both Rt. 1, Betsy Lane, Ky., David Ball and Nelson Ball, Lebanon, Ky.

The Directors may meet as provided in the By-Laws, or by agreement, but no notice of the meeting need be given or waived whenever all of the Directors are present.

Directors or officers of the corporation are not disqualified from dealing with the corporation as a vendor, purchaser, employee or agent. All transactions between Directors or officers of the corporation shall be valid, and said officers or Directors shall not be accountable to the corporation for gains on any transactions with the corporation, provided the Board of Directors, including such interested party, is advised of the circumstances surrounding such transaction in advance thereof and have not disapproved same.

ARTICLE 12. The corporation shall have a President, Vice-President, Secretary, Treasurer and such other officers as shall be determined by the By-Laws, which shall be adopted by the Board of Directors, provided that any or all of such offices may be combined in one person. Unless and until changed by the Board of Directors, the offices of Secretary and Treasurer of the corporation shall be combined and held in one office. The officers of the corporation who shall serve until the first meeting of the Board of Directors, or until their successors shall qualify, are as follows:

NELSON BALL	PRESIDENT
V.H. TOMLISON	VICE-PRESIDENT
DAVID L. BALL	SECRETARY-TREASURER

ARTICLE 13. Neither officers nor Directors shall be required to own

stock in the corporation, and no officer need be a Director nor need any Director be an officer.

ARTICLE 14. The private property of the stockholders shall not be subject to the payment of debts of the corporation.

IN TESTIMONY WHEREOF, we, the undersigned, being each of the incorporators heretofore named for the purpose of forming a corporation under the laws of the Commonwealth of Kentucky, do hereby make, file and record these Article of Incorporation and we have accordingly hereunto signed our names this 7 day of July, 1975.

T. S. Ballance
T. S. BALLANCE

W. T. Walker
W. T. WALKER

Jane A. Millard
JANE A. MILLARD

Nancy A. Millard
NANCY A. MILLARD

Cy Haddle
CY HADDLE

Merrel Henderson
MERREL HENDERSON

J. H. Claunch
JOH H. CLAUNCH

Cressel Thompson
CRESSEL THOMPSON

Sherman Perkey
SHERMAN PERKEY

David L. Ball
DAVID L. BALL

Nelson Ball
NELSON BALL

Donald Ball
DONALD BALL

Garland Ball
GARLAND BALL

Bernard Ball
BERNARD BALL

Rudolph Ball
RUDOLPH BALL

V. H. Tomlinson
V. H. TOMLINSON

Dale Tomlinson
DALE TOMLINSON

Larry G. Clark
LARRY G. CLARK

The foregoing instrument was prepared by:

SPRAGENS, AVRITT & SMITH, Attorneys at Law
15 Court Square
Lebanon, Kentucky 40033
Telephone AC 502/692-3141/42

By *John S. Smith*
John S. Smith

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FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

JUL 10 1975

Thomas L. Stovace
SECRETARY OF STATE
[Signature]