

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

THELMA L. STOVALL
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

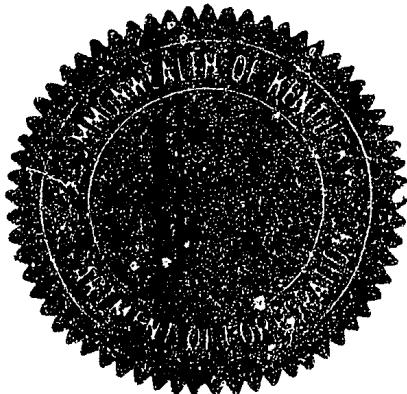
FREEDOM OIL CO., INC.

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of
FREEDOM OIL CO., INC. (Montgomery, Alabama)

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to
FREEDOM OIL CO., INC.

to transact business in this Commonwealth under the name of
FREEDOM OIL CO., INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 5TH
day of MARCH 19 74 at Frankfort, Kentucky.

Thelma L. Stovall

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE



THELMA L. STOVALL
Secretary

SECRETARY OF STATE
RECEIVED
MAR 6 1974
FRANKFORT
KENTUCKY
Commonwealth of Kentucky
5-182439

MAR 6 1974

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

FREEDOM OIL CO., INC.

Pursuant to the provisions of Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation FREEDOM OIL CO., INC.
- Second: The name to be used in the state of Kentucky _____
- Third: State or country of incorporation Alabama
- Fourth: Date of incorporation August 25, 1971
and duration of incorporation Perpetual
- Fifth: Address of principal office in the state or country of incorporation
728 West Shawnee Drive, Montgomery, Alabama 36107
- Sixth: Address of proposed registered office in Kentucky Kentucky Home Life Building
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at above address CT CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky. Explore, prospect for oil, natural gas and petroleum, etc.

Eighth: The name and address of the corporate directors and officers are:

NAME	OFFICE	ADDRESS
Andrew C. Nolin, Jr., President and Director	& Director	728 W. Shawnee Drive, Montg. Ala
Richard W. Comer, Vice Pres. & Asst. Secretary		1501 Upper Wetumpka Rd., Montg., Ala.
Clarence Gilbert, Vice President & Director		Petroleum Bldg, Jackson, Miss.
James M. Scott, Secretary and Director		57 Adams Avenue, Montgomery, Alabama

Ninth: The aggregate number of authorized 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
100	none	---	\$10.00 per share

VERIFICATION

STATE OF Alabama)
) SS.
COUNTY OF Montgomery)

I, the undersigned, a notary public,
do hereby certify that on this 1st day of March,
19 74, personally appeared before me Jamea M. Scott,
who, being by me first duly sworn, declared that
he is the Secretary of
Freedom Oil Company, Inc., that he
signed the foregoing document as Secretary of
the corporation, and that the statements therein contained are true.


(Notary Public)

(NOTARIAL SEAL)

CERTIFICATE OF INCORPORATION
OF
FREEDOM OIL CO., INC.

STATE OF ALABAMA)
) 222143
MONTGOMERY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE OF MONTGOMERY COUNTY, ALABAMA:

We, the undersigned, desiring to form a corporation under the laws of the State of Alabama, do hereby adopt the following Certificate of Incorporation.

ARTICLE I

The name of the corporation shall be FREEDOM OIL CO., INC.

ARTICLE II

The purposes for which the corporation is formed are to do any and all things hereafter set forth, to the same extent as natural persons might or could do in any part of the world, namely:

To explore, prospect, drill for, produce, market, sell, and deal in and with petroleum, and other oils, asphaltum, natural gas, gasoline, naphthene, hydrocarbons, oil shales, sulphur, salt, clay, or mineral substances, and products, by-products, combinations and derivatives thereof, and to buy, lease, hire, contract for, invest in, and otherwise acquire, and to own, hold, maintain, equip, operate, manage, mortgage, grant security

to buy, lease, hold, convey, deal in and with, and to sell, lease, exchange, and otherwise dispose of oil, gas, mineral, and mining lands, wells, rights, royalties, overriding royalties, oil payments, and other oil, gas, and mineral interests, claims, locations, patents, concessions, easements, rights-of-way, franchises, real and personal property, and all interests therein, tanks, reservoirs, warehouses, storage facilities, or machinery for use on land, water, or air for prospecting, exploring, and drilling for, producing, gathering, manufacturing, refining, purchasing, leasing, exchanging, or otherwise acquiring, selling, exchanging, trading for, or otherwise disposing of such mineral and nonmineral substances; and to do engineering and contracting and to design, construct, drill, bore, sink, develop, improve, extend, maintain, operate, and repair wells, mines, plants, works, machinery, appliances, rigging, casing, tools, storage, and transportation lines and systems for this corporation and other persons, associations, or corporations.

To do any and all other things for commerce which a natural man might do.

To carry out the purposes hereinabove set forth, the corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to, the following:

To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful arrangements for sharing profits or providing pensions for its employees;

To enter into any general or limited partnership, the purpose of which be similar to purpose hereinabove set forth in this Article;

To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefor;

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranties are made in pursuance to the purposes set forth in this Article;

To do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or any other purpose which the directors may deem advantageous for the corporation, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either as principals or as agents, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, conferred by the laws of the State of Alabama.

ARTICLE III

The principal office of the corporation shall be in Montgomery, Alabama.

ARTICLE IV

The total amount of the authorized capital stock of the corporation shall be one hundred (100) shares of common stock of par value of Ten Dollars (\$10.00) per share authorized capital stock, one hundred shares of which has been subscribed for and paid into the corporation. The initial amount with which the corporation shall begin business is \$1,000. No stockholder of this corporation shall have any pre-emptive rights to purchase any shares of any issuance of this corporation.

ARTICLE V

The name and post office address of the agent designated by the incorporators to receive subscriptions to the capital stock of this corporation is Leanne R. Roos, 57 Adams Avenue, Montgomery, Alabama.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Leanne R. Roos	Montgomery, Alabama	60
Sheri H. Reynolds	Montgomery, Alabama	20
Rebecca J. Bryant	Montgomery, Alabama	20

The names and post office addresses of the directors chosen for the first year are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leanne R. Roos	Montgomery, Alabama
Sheri H. Reynolds	Montgomery, Alabama
Rebecca J. Bryant	Montgomery, Alabama

The names, post office addresses, and titles of the officers chosen for the first year are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Leanne R. Roos	Montgomery, Alabama	President
Sheri H. Reynolds	Montgomery, Alabama	Vice President
Rebecca J. Bryant	Montgomery, Alabama	Secretary-Treasurer

ARTICLE VII

The duration of the corporation shall be perpetual.

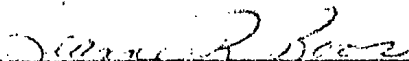
ARTICLE VIII

(a) The dates on which the stockholders' annual meetings shall be held, the number of the directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of the corporation. The stockholders shall have power to make bylaws for the regulation and government of the corporation, its agents, servants, officers, and for all other purposes not in conflict with the laws of the State of Alabama.

(b) Any action required of or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors.

ARTICLE IX


Attached hereto is the affidavit of Leanne R. Ross, the person designated herein as the agent to receive subscriptions to the capital stock, which affidavit shows the names of the subscribers to said stock and the number of shares subscribed to by each; and the undersigned subscribers do hereby certify to the correctness and truth of the statement hereinbefore made, and ask that this certificate be filed and recorded in the Office of the Judge of Probate of Montgomery County, Alabama, as provided by law.



 Leanne R. Ross



 Sheri H. Reynolds



 Rebecca J. Bryant

SUBSCRIPTION LIST AND AGENT'S STATEMENT

We, the undersigned, do hereby subscribe for the number of shares of common stock, in the amount and payable as set opposite our respective names, of Freedom Oil Co., Inc., a corporation organized under the laws of the State of Alabama, such stock being of the par value of \$10 per share.

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>HOW PAYABLE</u>
Leanne R. Roos	60	Cash
Sheri H. Reynolds	20	Cash
Rebecca J. Bryant	20	Cash

Leanne R. Roos

 Leanne R. Roos

Sheri H. Reynolds

 Sheri H. Reynolds

Rebecca J. Bryant

 Rebecca J. Bryant

STATE OF ALABAMA)
 MONTGOMERY COUNTY)

Before me, the undersigned authority, a Notary Public in and for said State, personally appeared Leanne R. Roos, known to me, who being by me first duly sworn, deposed and says that she is the person designated by the incorporators of Freedom Oil Co., Inc., to receive subscriptions to the capital stock of said corporation, and that the above subscription list is a true and correct copy of the subscription list of the incorporators

thereof; that each of the said incorporators has paid in full, in cash or otherwise, as may be therein set out, for such shares of stock set opposite the respective names of said subscribers of said subscription list in the number therein described.

Leanne R. Roos
Leanne R. Roos

SWORN TO AND SUBSCRIBED before me this the 24 day of August, 1971.

NOTARY PUBLIC
STATE OF ALABAMA
AUG 25 1971

Mary O. Gaulting
Notary Public, State at Large

NOTARY PUBLIC
STATE OF ALABAMA
AUG 25 1971

[Signature]

- 0 -

The State of Alabama }
Montgomery County } Probate Court

I, Perry O. Hooper, Judge of Probate in and for the said County, in said State, hereby certify that the within and foregoing pages are a full, true and complete copy of

CERTIFICATE OF INCORPORATION OF

FREEDOM OIL CO. INC.

as fully and completely as the same appears of record in this office

in Book No. 84 of CORPORATIONS at page 604-611

Given under my hand and official seal this

27th day of February, A.D. 19 74

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company

1820 FIRST NATIONAL BANK TOWER, ATLANTA, GA. 30303 - (404) 858-1010

March 5, 1974

RE: FREEDOM OIL CO., INC.

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Dear Sir:

Pursuant to the instructions of counsel:

Cappell, Howard, Knaba & Cobba
Att: James Scott, Atty.
P. O. Box 2069
Montgomery, Alabama

We enclose for filing the necessary documents to qualify this corporation in your state, together with funds in payment of the required fees.

When the enclosures have been filed, please notify this office by -

Letter (Air Mail) Telegram Telephone.

If for any reason filing cannot be effected promptly, please notify us of the details by -

Letter (Air Mail) Telegram Telephone.

The usual evidence of filing should be sent to this office.

Yours very truly,

C T CORPORATION SYSTEM

By


George F. Robinson
Assistant Secretary

SPECIAL INSTRUCTIONS:

GFR:bs

Ck# 6105 - \$35.00