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Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

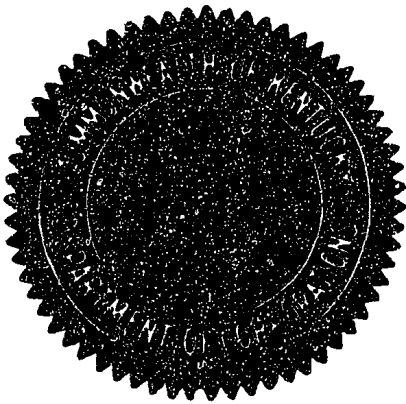
VALLEY TRUCK STOP, INCORPORATED

whose initial agent for process is TILLMAN HIGNITE

ROUTE 5

and whose address is OLIVE HILL, KENTUCKY 41164

duly signed 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 29TH day of DECEMBER, 1976.

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION OF THE
VALLEY ~~SCORPION~~ TRUCK STOP, INC.

SECRETARY OF STATE
RECEIVED
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KNOW ALL MEN BY THESE PRESENTS:

Commonwealth of Kentucky

That we, the undersigned, have associated and do hereby
associate for the purpose of forming a corporation under the
laws of the State of Kentucky.

SECRETARY OF STATE
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Commonwealth of Kentucky

ARTICLE I

The corporation hereby proposed to be organized shall be
named and known as the Valley ~~SCORPION~~ Truck Stop, Incorporated,
by which name it may contract and be contracted with, sue and
be sued, adopt a corporate seal, and do all things necessary
to the conduct of its business in the furtherance of its expressed
purpose.

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ARTICLE II

The purpose and nature of the business which is to be
transacted, promoted and carried on by this corporation shall
be the operation of an automotive service station and all things
necessary and incident thereto, and to buy, sell, convey, lease,
pledge, mortgage, exchange, assign or otherwise acquire, hold
and dispose of, handle and otherwise deal in and with real and
personal property or any interest therein of whatever name,
nature and description, and wherever the same may be situated,
either within or without the State of Kentucky, and to exercise
unlimitedly all rights and powers incident to the acquisition,
holding or disposition of such interest; to lend money, credit
or property; to guarantee or assume interest in, or contracts
or obligations of, and otherwise assist in any other manner

corporations, associations and persons; to do all things necessary or desirable to protect or enhance directly or indirectly the value of any interest owned by the corporation or in which it may have any beneficial interest or rights; to borrow money, credit or property, to make contracts, to incur obligations and to secure the same by mortgage or pledge of all or part of its franchises or assets; to act for others in any capacity or manner, to participate with others and to merge or consolidate with other concerns in any business, enterprise or transaction in which the company is authorized to engage, in any manner and on any terms; and to do any and all further acts consistent with the purposes hereinbefore set forth, as now or hereafter authorized by law for a corporation, it being the intention that the enumeration of specific powers shall not operate to limit in any manner the general powers conferred upon corporations by the laws of the State of Kentucky.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The address of the registered office of this corporation is: ~~XXXXXXX~~ Rt. #5, Olive Hill, Carter County, Kentucky, 41164.

The name and address of its resident agent is: Tillman Hignite, Rt. #5, Olive Hill, Kentucky, 41164.

ARTICLE V

The total number of shares of stock authorized to be issued and the authorized class thereof shall be one hundred (100) shares of common stock with par value of four hundred dollars (\$400.00) per share. The voting power of such stock shall

be one (1) vote per share.

ARTICLE VI

In the event the corporation acts to authorize additional issue, beyond the original subscriptions of unissued stock as authorized by Article V, the original subscribers and incorporators shall have the right to exercise their pre-emptive rights to a proportionate share before the stock is offered to another subscriber or an outsider.

ARTICLE VII

The amount of capital with which the corporation will begin business shall be forty thousand dollars (\$40,000.00).

ARTICLE VIII

The names and addresses of the incorporators and the number of shares subscribed by each are:

Tillman Hignite, Rt. #5, Olive Hill, Kentucky:	49 shares
Orel Hignite, Rt. #5, Olive Hill, Kentucky:	49 shares
Charlotte Hignite, Rt. #5, Olive Hill, Kentucky:	1 share
Peggy Hignite, Rt. #5, Olive Hill, Kentucky:	1 share

ARTICLE IX

The names and addresses of the initial board of directors of this corporation are:

Tillman Hignite, Rt. #5, Olive Hill, Kentucky
Orel Hignite, Rt. #5, Olive Hill, Kentucky
Charlotte Hignite, Rt. #5, Olive Hill, Kentucky
Peggy Hignite, Rt. #5, Olive Hill, Kentucky

The board of directors are to serve until the first annual meeting.

ARTICLE X

The general officers of this corporation shall be a president, a vice-president, a secretary and a treasurer.

ARTICLE XI

The principal duties of such general officers are as follows:

1. The principal duties of the president shall be to preside at all meetings of the board of directors and have the general supervision of the affairs of the corporation.
2. The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability of any cause.
3. The principal duties of the secretary shall be to countersign all leases, deeds and conveyances executed by the corporation, to affix the corporate seal thereto to such other papers as shall be required or directed to be sealed, to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, records, papers and documents belonging to the corporation or in anywise pertaining thereto, except such as are properly to be kept by other officers of the corporation.
4. The principal duties of the treasurer shall be to keep and account for all monies, credits and properties of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed, and to render such accounts, statements and inventories of monies received and disbursed and money and property on hand, and generally of all matters pertaining to his office as shall be required by the board of directors.
5. The board of directors may provide for the appointment of additional officers and agents.

ARTICLE XII

The board of directors may from time to time by vote of a majority of its members, make, alter, amend or rescind any of the by-laws of this corporation.

ARTICLE XIII

The corporation shall begin the transaction of business upon the election of the first board of directors by the shareholders, the designated amount of capital having been paid in, and the certificate of incorporation heretofore issued and duly filed.

IN WITNESS WHEREOF, We, the incorporators, have hereunto
set our hands this 1st day of October, 1976.

Tillman Hignite
Tillman Hignite

Orel Hignite
Orel Hignite

Charlotte Hignite
Charlotte Hignite

Peggy Hignite
Peggy Hignite

STATE OF KENTUCKY
COUNTY OF CARTER

Personally came before me this 1st day of October, 1976,
the above named Tillman Hignite, Orel Hignite, Charlotte Hignite,
and Peggy Hignite, to me known to be the persons who executed
the foregoing instrument, and acknowledged the same to be their
free act and deed.

Witness my signature and seal of office this 1st day of
October, 1976.

Charles L. Kiser, Jr.
Charles L. Kiser, Jr.
Notary Public - Carter County, Kentucky
My commission expires - June 16, 1980