

# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

CHARLES K. O'CONNELL, SECRETARY

#### ARTICLES OF INCORPORATION

I, CHARLES K. O'CONNELL, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

TESTOIL CO.

HARLAN, KENTUCKY

duly signed and acknowledged according to law, have this day 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

Witness my official signature this 15th day

of NOVEMBER, 19 55.

*Charles K. O'Connell*

Secretary of State

*D. R. Davis*

Chief Clerk, Corporation Department



SECRETARY OF STATE

## ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That, The H. T. Hackney Co. of Knoxville, Tennessee, a Tennessee corporation, organized and existing under and by virtue of the laws of the State of Tennessee, does now propose to form a corporation under the laws of the State of Kentucky.

ARTICLE I: The corporation hereby proposed to be organized shall be known as the "TESTOIL CO.", by which name it may contract and be contracted with, sue and be sued, adopt a corporate seal and conduct its business generally.

ARTICLE II: The principal office and place of business of this corporation will be located in Harlan, Harlan County, Kentucky, at 405-407 South Main Street.

ARTICLE III: The purposes for which this corporation is formed are to engage in business of general merchandising at wholesale or retail, and as principal or agent for others, or on commission or consignment or otherwise, merchandise, petroleum products, automotive parts and accessories, live-stock, real estate, and property of every class, nature and description, including stocks, bonds, leases, personal property, real estate, promissory notes, and securities within and without the State of Kentucky, without restriction, with the power to manufacture, buy, acquire, own, rent, lease, sublease, sale, import and export such property real or personal and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the business and the purposes for which the corporation is created.

ARTICLE IV: The corporation will commence its business as soon as authorized by KRS 271.065 and KRS 271.095 and will continue to exist perpetually or until terminated by law or by the provisions of KRS 271.500 et. seq.

ARTICLE V: The registered office of this corporation in the State of Kentucky will be at number 405-407 South Main Street, Harlan, Kentucky, and the process agent of said corporation is Mr. Hugh Tester and his address is 405-407 South Main Street, Harlan, Kentucky.

ARTICLE VI: The amount of its authorized capital stock will be

Fifty Thousand (\$50,000.00) Dollars, and the same shall be divided into five hundred (500) shares of the par value of One Hundred (\$100.00) Dollars each.

ARTICLE VII: The stock shall be of one class, and each share of stock shall be entitled to vote equally with that of any other share.

ARTICLE VIII: The corporation shall begin business with Twenty-Five Thousand (\$25,000.00) Dollars cash paid in as capital.

ARTICLE IX: The name of the incorporator of this corporation and the amount of stock subscribed for by the incorporator is:

The H. T. Hackney Co. Knoxville, Tennessee	250 Shares
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ARTICLE X: All of the affairs of the corporation are to be managed by a Board of Directors consisting of not less than three nor more than nine. At the first meeting of incorporators, they shall elect a Board of Directors consisting of three directors who shall proceed with the organization of the corporation and act with full authority as the Board of Directors of the corporation until such time as they are relieved by a board elected by a majority vote of the stockholders. Thereafter, the number, qualifications, manner of election, duration of tenure, time and place of meetings, and the powers and duties of the directors shall be prescribed by the corporate by-laws adopted by a majority action of the stockholders at their first meeting.

ARTICLE XI: The Board of Directors of this corporation shall have the power by vote of the majority of all directors and without the assent or vote of the stockholders to alter, amend, add to and rescind the by-laws of this corporation, subject always to the statutory right of the stockholders to change or repeal such by-laws.

ARTICLE XII: The Board of Directors elected by the stockholders shall elect the officers of the corporation. It shall be unnecessary for any officer or director to be a stockholder.

ARTICLE XIII: The private property of the officers, directors or stockholders shall not be subject to the payment of the debts of the corporation.

IN TESTIMONY WHEREOF, WITNESS our hands this the 3<sup>rd</sup> day of November, 1955.

THE H. T. HACKNEY CO.

By: Julian J. Morton  
President

ATTEST:

Walter G. Johnson Secretary

STATE OF *Tennessee*

COUNTY OF *Knox*

I, *Kathlynn J. Beeler*, Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of the "TESTOIL CO., INC.", was produced to me in said County and State and acknowledged by *Julian J. Morton*, President of The H. T. Hackney Co. and by *Katie A. Roberts* as secretary of The H. T. Hackney Co., to be the act and deed of said corporation, done pursuant to the orders and directions of the Board of Directors of said corporation.

Witness my hand this the *3rd* day of *November*, 1955.

My Commission Expires:

*Kathlynn J. Beeler*  
ORIGINAL COPY Notary Public  
FILED AND RECORDED

NOV 15 1955

STATE OF KENTUCKY  
COUNTY OF HARLAN

*Charles K. Council*  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY  
BY *D. R. Davis*  
CHIEF CORP. CLERK

I, Mrs. Ruby M. Ader, Clerk of the County Court, for the County and State aforesaid, do hereby certify that the foregoing Articles of Incorporation, were lodged for record in my office on the \_\_\_\_\_ day of \_\_\_\_\_, 1955, at the hour of \_\_\_\_\_, and the same, together with the foregoing and this certificate have been duly recorded in my office.

Witness my hand this the \_\_\_\_\_ day of \_\_\_\_\_, 1955.

Mrs. Ruby M. Ader, Clerk H. Cty. Ct.

By.....D.C.