

Filing and License Fee: \$310.00 minimum

ID Number: 156221



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is SINCLAIR OIL CORPORATION
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
4. The date of its incorporation is 03/17/1969 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is none
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Name holding corporation only
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

| | <u>Name</u> | <u>Address</u> |
|----------|---------------------------|----------------|
| Director | <u>See Attached Rider</u> | |
| Director | | |
| Director | | |
| Director | | |

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

| | <u>Name</u> | <u>Address</u> |
|----------------|--------------------|----------------|
| President | See Attached Rider | |
| Vice President | | |
| Treasurer | | |
| Secretary | | |

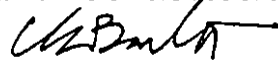
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|-----------------------------------------------------------------|
| 10 | Common | none | \$100.00 par value |
| | | | |
| | | | |

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/30/2005



Signature of Authorized Officer of the Corporation

Charles E. Barlow, V.P. & Treasurer

Type or Print Name of Authorized Officer

SINCLAIR OIL CORPORATION
(A WYOMING CORPORATION)
OFFICERS AND DIRECTORS

R.E. Holding
2800 West Lincolnway
P.O. Box 1529
Cheyenne, WY 82003

President & Director

Carol Holding
2800 West Lincolnway
P.O. Box 1529
Cheyenne, WY 82003

Vice President & Director

C.E. Barlow
1130 Manchester
Kaysville, UT 84037

Vice President & Treasurer

K.M. Holding
2800 West Lincolnway
P.O. Box 1529
Cheyenne, WY 82003

Secretary

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SINCLAIR OIL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 2006

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SINCLAIR OIL CORPORATION" WAS INCORPORATED ON THE SEVENTEENTH DAY OF MARCH, A.D. 1969

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4762506

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DATE: 05-22-06