Filing Fee: $150.00
License Fee: $15.00 minimum (§7-1.1-124)

ID Number: 131350

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
**(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 Giant Yorktown, Inc.
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 03/05/2002 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 c/o 1209 Orange St., Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street (Street Address, not P.O. Box) Providence (City/Town), RI 02903 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System (Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   Petroleum Refining. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.
8. The names and respective addresses of the directors and officers are:

| | *Name* | *Address* |
|---|---|---|
| Director | *SEE ATTACHMENT* | |
| Director | | |
| President | | |
| Vice President | | |
| Treasurer | | |
| Secretary | | |

FILED
APR 16 2003
By [signature]
317230

Form No. 150
Revised: 01/99 RI039 - 1/29/02 C T Filing Manager Online

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:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|---|---|---|---|
| 500,000 | Common | 0 | $1.00 |
| | | | |
| | | | |

10. The aggregate number of its issued 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 or Statement that Shares are without Par Value |
|---|---|---|---|
| 1,000 | Common | 0 | $1.00 |
| | | | |
| | | | |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 135,499,000.00.

(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*].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 408,936,524.00.

(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 $ 0.00.

(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*].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: April 7, 2003

Giant Yorktown, Inc.
Print Exact Name of Corporation Making Application

By [signature]
Mark B. Cox ☐ President or ☒ Vice President (check one)

AND

By [signature]
Gary R. Dalke ☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF Arizona
COUNTY OF Maricopa

In ______, on this 7th day of April, 2003, personally appeared before me Mark B. Cox who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[signature]
Notary Public
My Commission Expires: 11/10/2005

OFFICIAL SEAL
MELISSA JAI LYON
NOTARY PUBLIC - STATE OF ARIZONA
MARICOPA COUNTY
My Commission Expires Nov. 10, 2005

# GIANT INDUSTRIES, INC. CORPORATE ENTITIES

| | | |
|---|---|---|
| *Officers:* | Fredric L. Holliger | Chief Executive Officer |
| | Morgan M. Gust | President |
| | C. Leroy Crow | Senior Vice President |
| | Carl D. Shook | Senior Vice President |
| | S. Leland Gould | Senior Vice President |
| | Robert C. Sprouse | Senior Vice President |
| | John Stokes | Senior Vice President, Refining |
| | Matt Ladendorf | Vice President, Director of Real Estate |
| | Kim H. Bullerdick | Vice President, General Counsel, and Secretary |
| | Mark B. Cox | Vice President, Treasurer, Chief Financial Officer, and Assistant Secretary |
| | Gary R. Dalke | Vice President, Controller, Chief Accounting Officer, and Assistant Secretary |
| | Luke K. Wethers | Vice President, Special Projects |
| | Michael S. Hardy | Vice President, Branded Wholesale Marketing |
| | Mark S. Mexal | Vice President, Raw Material Supply |
| | Gregory A. Barber | Vice President, Project Management |
| | Charles F. Yonker | Vice President, Human Resources |

The business address of the officers is: 23733 N. Scottsdale Road, Scottsdale, AZ 85255

| | |
|---|---|
| *Directors:* | Kim H. Bullerdick |
| | Mark B. Cox |
| | Gary R. Dalke |

The address for the Board of Directors is 23733 N. Scottsdale Road, Scottsdale, AZ 85255.

Delaware



*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GIANT YORKTOWN, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF MARCH, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2360541

DATE: 04-10-03