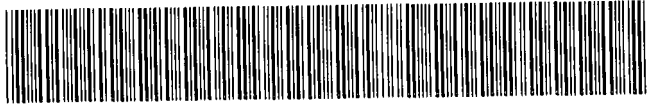




MISC 2014041833



JUN 05 2014 09:09 P 6

Misc 6/6

F

FEE 40.⁰⁰ FB 03-80000
BKP _____ C/O _____ COMP. *A*
DEL _____ SCAN _____ FV _____

Received - DIANE L. BATTIATO
Register of Deeds, Douglas County, NE
6/5/2014 09:09:50.60



2014041833

WHEN RECORDED RETURN TO:
DANIEL S. MUROW
KUTAK ROCK LLP
1650 FARNAM STREET
OMAHA, NE 68102-2186
(402) 346-6000

AFFIDAVIT OF NAME CHANGE

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

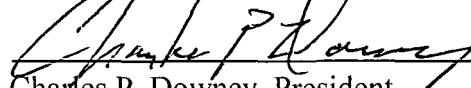
Now comes the undersigned, Charles P. Downey, the President of Warren Distribution, Inc., a Nebraska corporation, having first been duly sworn, hereby certify and state as follows, to the best of my knowledge and belief:

1. Warren Oil Company, Inc., a Nebraska corporation (the "Company"), is the record owner of certain real property (the "Property") located in Douglas County, Nebraska and more particularly described on Exhibit "A", which is attached hereto and incorporated herein by this reference.
2. On May 6, 1985, the Company filed with the Secretary of State of Nebraska an Amended and Restated Articles of Incorporation of Warren Oil Company, Inc. (the "Amended Articles"). A true, correct and complete copy of the Amended Articles is attached hereto as Exhibit "B".
3. Pursuant to the Amended Articles, the name of Warren Oil Company, Inc. was changed to "Warren Distribution, Inc."
4. The sole purpose of this affidavit is to provide record notice of the name change from Warren Oil Company, Inc. to Warren Distribution, Inc. in the official real property records of Douglas County, Nebraska.

✓ 1172881

FURTHER, THE AFFIANT SAYS NOT.

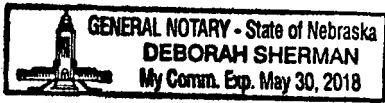
WARREN DISTRIBUTION, INC.

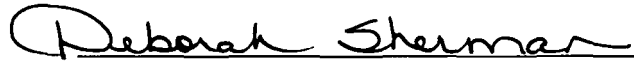


Charles P. Downey, President

SUBSCRIBED AND SWORN before the undersigned Notary Public for the County and State noted above on 2 this day of June 2014.

[SEAL]





Notary Public
My commission expires: May 30, 2018

EXHIBIT A

DESCRIPTION OF PROPERTY

Lots 1 and 2, Block 194, Original City of Omaha, as surveyed and lithographed, Douglas County, Nebraska;

Together with,

The West 8 feet of the North $\frac{1}{2}$ and the South Half of Lot 3 and all of Lot 4, in Block 194, City of Omaha, Douglas County, Nebraska;

Together with,

Lot 5 and a part of Lot 6 in Block 194 in the City of Omaha, as surveyed and lithographed, in Douglas County, Nebraska, and more particularly described as follows: Beginning at a point formed by the intersection of the Easterly line of 13th Street with the Northerly line of Leavenworth Street, 132 feet to a point on the Southerly line of a public alley, thence in an Easterly direction along the Southerly line of the said public alley, 132 feet to a point; thence at right angles in a Southerly direction 68.6 feet to a point; thence at right angles in a Westerly direction 11.95 feet to a point; thence at right angles in a Southerly direction 63.4 feet to a point on the Northerly line of Leavenworth Street, thence in a Westerly direction 120.05 feet to the point of beginning;

Together with,

The North $\frac{1}{2}$ of the vacated alley adjoining Lots 1 through 4, and the South $\frac{1}{2}$ of the vacated alley adjoining Lots 5 and 6, and the North 20 feet of the vacated street adjoining Lot 5, in Block 194, City of Omaha, Douglas County, Nebraska.

EXHIBIT B

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 1

MAY 6 1985 STATE OF NEBRASKA } SS 30944
 SECRETARY'S OFFICE }
 Received and filed for record
 and recorded on film roll No. 85-10 at page 91
 AMENDED AND RESTATED
 ARTICLES OF INCORPORATION
 OF
 WARREN OIL COMPANY, INC. Allen J. Bestman
 Secretary of State
 By gk 31.00 pd.

Pursuant to the provisions of R.S. Supplement, Sections 21-2056 and 21-2060 of the Nebraska Business Corporation Act, the undersigned corporation adopted the following Amended and Restated Articles of Incorporation:

ARTICLE I.

The name of the corporation as amended is: WARREN DISTRIBUTION, INC.

ARTICLE II.

The principal place of business of the corporation shall be Omaha, Nebraska. The corporation shall have authority to transact business anywhere in the United States or in any foreign country.

ARTICLE III.

The general nature of the business is to engage in the retail and wholesale marketing and distribution of petroleum products of every kind and nature. It shall have power to engage in the production and refining of petroleum and petroleum by-products of every kind. It shall have power to engage in the general merchandise and equipment and accessories business of every kind and nature, both retail and wholesale. The corporation shall have the power to buy, sell, own, hold, mortgage and lease real estate and personal property. It shall have power to do and perform all things incidental to the performing of the objects and powers herein expressed.

ARTICLE IV.

The corporation shall have perpetual existence. It commenced doing business as of the 1st day of July, 1961, and Upon these Articles having being filed in the office of the County Clerk of Douglas County, Nebraska.

ARTICLE V.

The minimum amount of paid-in capital with which the Corporation shall commence doing business is the sum of \$500.00.

ARTICLE VI.

The authorized capital stock of the corporation shall consist of one hundred thousand (100,000) shares of common stock of the par value of \$1.00 for each share. The stock shall be fully paid for when issued, and shall be non-assessable. The stock may be paid for either by cash or by transfer of property to the corporation, or by services rendered to the corporation. The Board of Directors shall have power to issue additional classes of preferred stock in such series and with such designations, preferences, and relative participating, option or other special rights and qualifications, limitations or restrictions as may be decided upon by the Board of Directors.

ARTICLE VII.

The private property of the stockholders of this corporation shall not be subject to the payment of debts of the corporation.

ARTICLE VIII.

The affairs of the corporation shall be conducted by a Board of Directors of not less than two nor more than seven as fixed and elected from time to time according to the By-Laws of the corporation. The Board of Directors shall elect from its number a President, Vice-President, Secretary and Treasurer, together with such other officers as they may agree upon. Any two of the offices, excepting that of President and Vice-President, may be held by the same person. Directors need not be stockholders of the corporation. Directors shall be elected at the annual meeting of the corporation, which shall be held as provided in the By-Laws of the corporation, and immediately thereafter shall be held a Directors meeting for the election of officers and for the transaction of such other business as may properly come before the meeting.

91

Page 2

ARTICLE IX.

Any person may be indemnified or reimbursed by the corporation against reasonable expenses, including attorney's fees, actually incurred by him in connection with any suit or proceeding to which he is made a party by reason of his being or having been a director, officer, employee or agent of the corporation, or because he is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; provided, however, that no person shall be so indemnified or reimbursed in relation to any action, suit or proceeding in which he shall be finally adjudged guilty of, or found liable for, gross negligence, willful misconduct or criminal acts; and provided, further that no person shall be so indemnified or reimbursed in relation to any action, suit or proceeding which has been made the subject of a compromise settlement, except with the approval of the holders of record of a majority of the outstanding shares of this corporation. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person may be entitled as a matter of law.

ARTICLE X.

The resident agent of the corporation shall be Robert N. Schlott, 727 South 13th Street, Omaha, Nebraska, 68102.

ARTICLE XI.

The names and residences of each of the incorporators at the date of incorporation was as follows:

- Thelma J. Schlott, 20 East 29th Avenue, Co. Bluffs, Iowa
Joseph H. McGuffarty, 2881 Webster Street, Omaha, Nebraska

ARTICLE XII.

These Articles of Incorporation may be amended at any regular or special meeting of the stockholders in accordance with the procedure set forth in the By-Laws of the corporation, and as provided by the laws of the State of Nebraska.

FIRST: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Table with 2 columns: Class, Number of Shares. Row: Common Stock, 264.63

SECOND: The number of shares voting for these amended and Restated Articles of Incorporation was 264.63 and the number of shares voting against such Restated Articles of Incorporation was None; written consent of all shareholders of all issued and outstanding stock, and all of the directors has been given, except for one director who refused to consent.

THIRD: The number of shares of each class entitled to vote thereon as a class voted for and against such amendments, respectively was:

NONE (not applicable)

FOURTH: The manner, if not set forth in such amendments, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendments shall be effected, is as follows:

Except as amended by these Amended and Restated Articles of Incorporation, the original Articles of Incorporation as heretofore amended, of said corporation, remain in full force and effect.

DATED: April 16, 1985. Consent to the above amendments was duly made at joint meeting by all stockholders (including stock in trust) and majority of Board of Directors on April 16, 1985 after prior written notice, all pursuant to NRS 21-2057, Reissue of 1983. WARREN DISTRIBUTION, INC.

By: [Signature] President

By: [Signature] Secretary