

OFFICE OF THE SECRETARY OF STATE



AMENDED  
CERTIFICATE OF INCORPORATION

*WHEREAS, the Amended Certificate of Incorporation of*

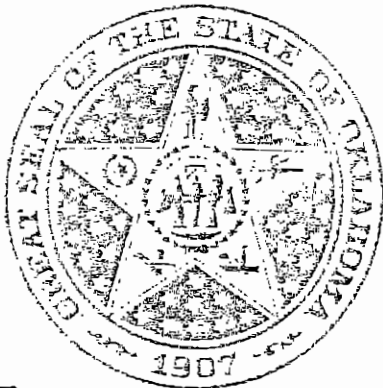
**LOVE'S TRAVEL STOPS & COUNTRY STORES, INC.**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*

Filed in the City of Oklahoma City this 15TH  
day of NOVEMBER, 2000.



*Mildred Hunter*  
Secretary of State

By: *Shannon C. Howe*

**FILED**

NOV 15 2000

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
LOVE'S COUNTRY STORES, INC.**

OKLAHOMA SECRETARY  
OF STATE

Love's Country Stores, Inc., an Oklahoma corporation (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation's board of directors, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and recommending that the shareholders of the Corporation approve the amendment. Paragraph 1 of the Corporation's Certificate of Incorporation is proposed to be amended as follows:

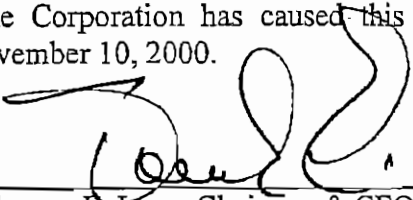
The name of the Corporation is:

Love's Travel Stops & Country Stores, Inc.

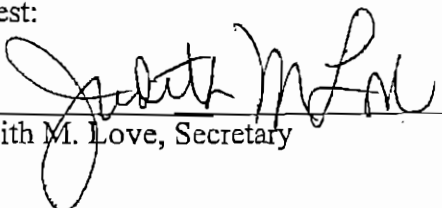
SECOND: That, thereafter, the shareholders voted in favor of the amendment pursuant to written consent given in accordance with the provisions of Section 73 of the Oklahoma General Corporation Act, and written notice has been given to those shareholders who have not consented in writing as provided for in Section 73 of the Oklahoma General Corporation Act.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 77 of the Oklahoma General Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and its Secretary on November 10, 2000.

  
\_\_\_\_\_  
Thomas E. Love, Chairman & CEO

Attest:

  
\_\_\_\_\_  
Judith M. Love, Secretary

**WRITTEN CONSENT  
OF  
SHAREHOLDERS  
OF  
LOVE'S COUNTRY STORES, INC.**

Pursuant to Section 73 of the Oklahoma General Corporation Act, which provides that any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent or consents setting forth the action so taken shall have been signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted is filed with the corporation, the undersigned, being the holders of a majority of the outstanding voting shares of Love's Country Stores, Inc., an Oklahoma corporation (the "Corporation"), did, on the 10<sup>th</sup> day of November, 2000, adopt and consent to the following resolutions:

WHEREAS, the Board of Directors has recommended to the shareholders that the Corporation amend its Certificate of Incorporation to change the name of the Corporation to "Love's Travel Stops & Country Stores, Inc.";

NOW, THEREFORE, BE IT RESOLVED, that Paragraph 1 of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

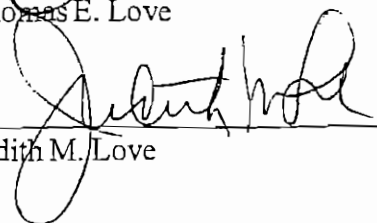
"The name of the Corporation is:  
Love's Travel Stops & Country Stores, Inc."

FURTHER RESOLVED, that prompt notice of the taking of the corporate action set forth herein shall be given to those shareholders who have not consented hereto.

FURTHER RESOLVED, that this consent is ordered to be filed with the records of the Corporation.

Dated the day and year first above mentioned.

  
\_\_\_\_\_  
Thomas E. Love

  
\_\_\_\_\_  
Judith M. Love

"SHAREHOLDERS"

**NOTICE TO SHAREHOLDERS  
OF  
LOVE'S COUNTRY STORES, INC.**

Dear Shareholder:

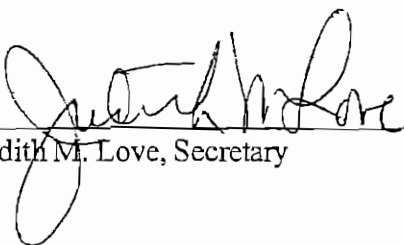
Section 73 of the Oklahoma General Corporation Act ("Section 73") provides that any action which may be taken at a meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, provided that prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting.

The shareholders of Love's Country Stores, Inc. (the "Corporation") are hereby notified that, pursuant to Section 73, the holders of a majority of the total number of shares outstanding of the Corporation, did, as of the 10<sup>th</sup> day of November, 2000, execute a Written Consent of Shareholders authorizing the Corporation to amend its Certificate of Incorporation.

Accordingly, Paragraph 1 of the Certificate of Incorporation of the Corporation has been amended to read in its entirety as follows:

"The name of the Corporation is: Love's Travel Stops & Country Stores, Inc."

DATED this 10<sup>th</sup> day of November, 2000.

  
\_\_\_\_\_  
Judith M. Love, Secretary

OFFICE OF THE SECRETARY OF STATE



**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

*WHEREAS, the Amended and Restated Certificate of Incorporation of,*

**LOVE'S COUNTRY STORES, INC.**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

**NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.**

**IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.**



Filed in the City of Oklahoma City this 13TH  
day of JANUARY, 1997.

*Sam Cole*  
\_\_\_\_\_  
Secretary of State

By: *[Signature]*  
\_\_\_\_\_

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7-218-2001

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
LOVE'S COUNTRY STORES, INC.

**FILED**  
JAN 13 1997  
OKLAHOMA SECRETARY  
OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned corporation (this "Corporation"), an Oklahoma corporation, for the purpose of adopting an Amended and Restated Certificate of Incorporation pursuant to Section 1080 of the Oklahoma General Corporation Act (the "Act"), hereby certifies:

1. The name of this Corporation is "Love's Country Stores, Inc."

2. The name under which this Corporation was originally incorporated was "Phantom, Inc."

3. The Certificate of Incorporation of this Corporation was filed with the Oklahoma Secretary of State on December 29, 1986.

4. The amendments to the Certificate of Incorporation effected by this Certificate are to: (i) change the number of shares of authorized capital stock of this Corporation designated as Voting Common Stock and Nonvoting Common Stock; (ii) expand the provisions addressing the management of this Corporation; and (iii) add provisions addressing creditor's arrangements, director's liability and amendments.

5. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Act Section 1080, after being proposed by the directors and adopted by the shareholders in the manner and by the vote prescribed in Act Section 1077, and restates, integrates and further amends the Certificate of Incorporation.

6. The Certificate of Incorporation of Love's Country Stores, Inc. is hereby restated as further amended by this Certificate, to read in full, as follows:

"CERTIFICATE OF INCORPORATION  
OF  
LOVE'S COUNTRY STORES, INC.

1. Name. The name of this Corporation is Love's Country Stores, Inc. (this "Corporation").

2. Registered Office. The name and address of the registered agent of this Corporation in the State of Oklahoma and the address of the registered office of this Corporation in the State of Oklahoma, which is the same as the address of its registered agent, are:

Thomas E. Love  
10601 North Pennsylvania Avenue  
Oklahoma City, Oklahoma 73126

3. Term. The term of this Corporation shall be perpetual.

4. Purpose. The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the State of Oklahoma.

5. Capital Stock. This Corporation is authorized to issue only two (2) classes of shares of capital stock ("Common Stock"), to be designated "Voting Common Stock" and "Nonvoting Common Stock." The total number of shares of Common Stock which this Corporation shall have authority to allot and the par value of each share of Common Stock are as follows:

<u>Class of Common Stock</u>	<u>Total Number of Shares</u>	<u>Par Value Of Each Share</u>	<u>Total Authorized Common Stock</u>
Voting Common Stock	100,000	\$1.00	\$100,000.00
Nonvoting Common Stock	400,000	\$1.00	\$400,000.00
Total	<u>500,000</u>		<u>\$500,000.00</u>

6. Management of Corporation. The following constitute provisions for the regulation of internal affairs of this Corporation:

(a) Bylaws. The Bylaws for the governing of this Corporation may be adopted, amended, altered, repealed, or readopted by the Board of Directors at any stated or special meeting of such board, but the powers of such directors in this regard shall at all times be subject to the rights of the shareholders to alter or repeal such Bylaws at any annual meeting of shareholders, and the power of the Board of Directors shall not extend to any amendment of the Bylaws respecting the number, qualifications, classifications, or term of office of the members of the Board of Directors.

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z

(b) Number of Directors. The number of directors of this Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws. Election of directors need not be by ballot unless the Bylaws so provide.

7. Creditors Arrangements. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Oklahoma, on the application in a summary way of this Corporation or of any creditor or shareholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 1106 of the Oklahoma General Corporation Act (the "Act") or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Act Section 1100, may order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, to be summoned in such manner as the such court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, of this Corporation, as the case may be, and also on this Corporation.

8. Director's Liability; Indemnification.

(a) To the maximum extent permitted by the Act as it exists on the date hereof or as it may hereafter be amended, no director of this Corporation shall be liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Section 8 shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

(b) This Corporation may agree, in its Bylaws, by contract or in any other manner, to indemnify and protect any director, officer, employee or agent of this Corporation, or any person who serves at the request of this Corporation as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise, to the



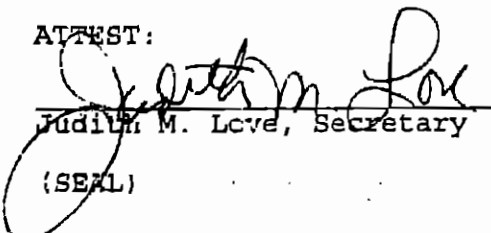
maximum extent permitted by the Act as it exists on the date hereof or as it may hereafter be amended.

9. Amendment. This Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Oklahoma at the time in force may be added or inserted in this Certificate of Incorporation, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Section 9."

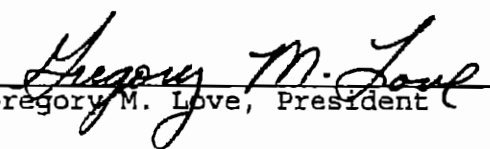
IN WITNESS WHEREOF, this Corporation has caused this Certificate to be signed by its President and attested by its Secretary, this 13th day of January, 1997.

LOVE'S COUNTRY STORES, INC.,  
an Oklahoma corporation

ATTEST:

  
Judith M. Love, Secretary

(SEAL)

By   
Gregory M. Love, President



**OKLAHOMA TAX COMMISSION**

**STATE OF OKLAHOMA**

25011 LINCOLN BLVD

OKLAHOMA CITY, OKLAHOMA 73194

**ROBERT E. ANDERSON, Chairman**  
**ROBERT V. CULLISON, Vice-Chairman**  
**DON KILPATRICK, Secretary-Member**

**FRX**

**(405) 521-3161**

January 10, 1997

**Secretary of State**  
**Room 101, State Capitol Building**  
**Oklahoma City, OK 73105**

**RE: LOVE'S COUNTRY STORES, INC.**

**Qualification date: 12-29-1986**

**Dear Secretary:**

This is to certify that the files of this office show the referenced corporation has filed a Franchise Tax return of the fiscal year ending June 30, 1997 and has paid the Franchise Tax as shown by said return.

No certification is made as to any corporate Franchise Taxes which may be due but not yet assessed, nor which have been assessed and protested.

This letter may not therefore be accepted for purposes of dissolution or withdrawal.

Sincerely,

**OKLAHOMA TAX COMMISSION**

A handwritten signature in cursive script that reads "Patty Cook".

**Registration Division**