

8 3 34 97

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

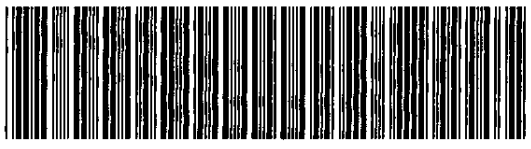
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

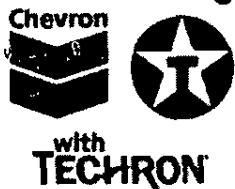


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07/11/11--01015--002 **52.50

FILED
2011 JUL 11 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 7/12/11



Chevron Travel Club, Inc.

3410 Midcourt Rd # 215 Carrollton TX 75006

June 29, 2011

Florida Division of Corporations
Amendment Section
PO Box 6327
Tallahassee FL 32314

Re: Chevron Travel Club, Inc.-Application for Foreign Amended Certificate of Authority to Reflect Name Change

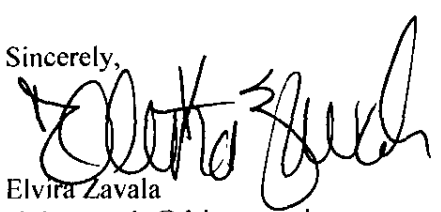
Dear Sir or Madam:

Enclosed is the application of the above-referenced company to amend its Foreign Certificate of Authority to reflect its name change to CT Auto Club, Inc., along with **check#0104962** in the amount of **\$52.50** in payment of filing fee. The application consists of the following documents:

1. Application to Amend Certificate of Authority to reflect the name change;
2. Certificate of Good Standing from Domicile state.
3. Certified Revised Articles of Incorporation.

If you have any questions, I may be reached at ☎ 214-570-3012.

Sincerely,



Elvira Zavala
elvira.zavala@drive-america.com

Enclosure (s)

CERTIFIED MAIL RECEIPT # 7010 3090 0002 7587 2777

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CHEVRON TRAVEL CLUB, INC.
Name of Corporation

DOCUMENT NUMBER: 833497

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ELVIRA ZAVALA
Name of Contact Person

CHEVRON TRAVEL CLUB, INC.
Firm/Company

3410 MIDCOURT RD # 215
Address

CARROLLTON TX 75006
City/State and Zip Code

elvira.zavala@drive-america.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ELVIRA ZAVALA at (214) 570-3012
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
2011 JUL 11 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

833497

(Document number of corporation (if known))

1. CHEVRON TRAVEL CLUB, INC.
(Name of corporation as it appears on the records of the Department of State)

2. CALIFORNIA 3. 12/17/1974
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 03/28/2011

5. CT AUTO CLUB, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

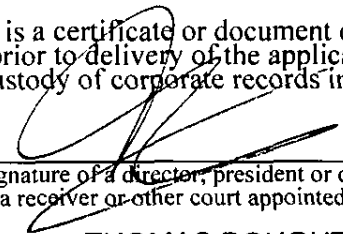
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

THOMAS BOUGHTON

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

CT AUTO CLUB, INC.

FILE NUMBER: C0553664
FORMATION DATE: 09/23/1968
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of June 14, 2011.

Debra Bowen

DEBRA BOWEN
Secretary of State

553664

FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
of
CHEVRON TRAVEL CLUB, INC.

SEP 23 1958
FRANK W. JORDAN, Secretary of State
By Ralph P. Martin
Deputy

One: The name of the corporation is:

CHEVRON TRAVEL CLUB, INC.

Two: The purposes for which the corporation is formed are:

To engage primarily in the specific business of soliciting memberships in and operating a travel club with memberships to be offered to those members of the motoring public in the United States and other countries, who are or become credit card customers for certain oil companies in such countries;

To offer for sale, and to sell, to members of the travel club accident insurance policies issued by others;

To publish and distribute to members of the travel club a travel magazine featuring travel inducement articles oriented to stimulate travel by private automobile, pleasure boats and small aircraft;

To offer to the motoring public through sale-by-mail promotions, and to sell, selected merchandise items;

To engage in all lawful promotions or other activities designed to stimulate travel by private automobile, pleasure boats and small aircraft or to encourage members of the public to obtain and utilize credit cards of certain oil companies in the United States and foreign countries;

To exercise any and all rights and powers which a corporation may now or hereafter exercise; and

4

Restriction of right
to amend articles

Yes

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its property or business.

Three: The county in the State of California where the principal office for the transaction of the business of the corporation is to be located is the City and County of San Francisco.

Four: The corporation is authorized to issue only one class of shares of stock; the total number of such shares is fifty (50); the aggregate par value of all of such shares is five thousand dollars (\$5,000); and the par value of each of said shares is one hundred dollars (\$100).

Five: The number of the corporation's directors is six (6), and the names and addresses of the persons who are appointed to act as the first directors are as follows:

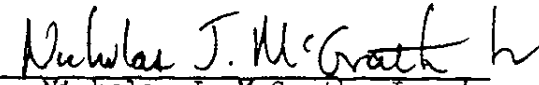
<u>Name</u>	<u>Address</u>
Paul L. Davies, Jr.	225 Bush Street San Francisco, California 94104
Stafford W. Keegin	225 Bush Street San Francisco, California 94104
Nicholas J. McGrath, Jr.	225 Bush Street San Francisco, California 94104
Geraldeen M. Gregg	225 Bush Street San Francisco, California 94104
David B. Frohnmayer	225 Bush Street San Francisco, California 94104
Michael J. Malloran	225 Bush Street San Francisco, California 94104

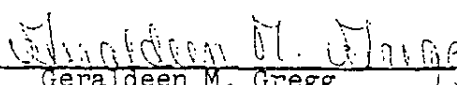
IN WITNESS WHEREOF, for the purpose of forming a

corporation under the laws of the State of California, the undersigned have executed these articles of incorporation this 19 day of September, 1968.



Paul L. Davies, Jr.


Stafford W. Keegin


Nicholas J. McGrath, Jr.


Geraldine M. Gregg


David B. Frohmayer


Michael J. Halloran

STATE OF CALIFORNIA, }
City and County of San Francisco. } ss.

On this 19th day of September, 1968, before me,

MARJORIE M. PERRINE, a notary public of the State
of California, duly commissioned and sworn, personally appeared
PAUL L. DAVIES, JR., STAFFORD W. KEEGIN, NICHOLAS J. McGRATH,
JR., GERALDEEN M. GREGG, DAVID B. FROHNMAYER and MICHAEL J.
HALLORAN, known to me to be the persons whose names are subscribed
to and who executed the within instrument, and acknowledged to
me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal at my office in the city and county
and state aforesaid the day and year in this certificate first
above written.

Marjorie M. Perrine

MARJORIE M. PERRINE

NOTARY PUBLIC

State of California



553664

181652

STATEMENT BY CORPORATION OF ADDRESS OF PRINCIPAL OFFICE, NAMES OF OFFICERS AND DESIGNATION OF AGENT FOR THE SERVICE OF PROCESS

(For filing with the Secretary of State of the State of California pursuant to Section 3301, Corporations Code)

FILED
In the office of the Secretary of State
of the State of California

DEC 18 1968
FRANK M. JORDAN, Secretary of State
By Attagel
Deputy

CHEVRON TRAVEL CLUB, INC.

, a corporation

organized under the laws of the State of California, makes the following statements:

1. The address and location of its principal office is as follows:

- (a) 225 Bush Street, San Francisco, California 94120
(Post Office or mail address)
- (b) 225 Bush Street, San Francisco, California 94120
(Street address or location)

2. The names of the following officers are:

- (a) President, H. R. Hammerman
- (b) Secretary, J. P. Bowman
- (c) Treasurer, J. S. Tate
- (d) Other officers desired to be named are, _____

(No officers other than the president or other head, the secretary, the treasurer, if any, need be named)

(Use the following paragraph 3 if the process agent is a natural person. See NOTES at the end of this form.)

3. J. P. Bowman, a natural person

residing in the State of California, whose complete business residence address is 225 Bush Street, San Francisco, California, is designated as its agent for the purpose of service of process.

(Use the following paragraph 3 if the process agent is a corporation. See NOTES at the end of this form.)

3. _____, a corporation, is designated as its agent for the purpose of service of process.

(Use the following subparagraphs (a) and (b) if the corporate agent is a domestic corporation.)

(a) The said _____ is a corporation

(Name of corporate agent)

organized and existing under the laws of the State of California, which has filed the certificate provided for in Section 3301.5 of the Corporations Code of California.

(b) The name of the city, town or village wherein said _____
(Name of corporate agent)
_____ has the office at which the said _____
(Name of corporation filing statement)
_____ may be served, as set forth in the certificate filed by said _____
_____ pursuant to Section 3301.5 or Section
(Name of corporate agent)
3301.6 of the Corporations Code of California, is _____
(See NOTES at end of form for instructions before filling in)

(Use the following subparagraphs (a) and (b) if the corporate agent is a foreign corporation.)

(a) The said _____ is a corporation
(Name of corporate agent)
organized and existing under the laws of _____
(Insert place or state of incorporation)
which has filed the certificate provided for in Section 6403.5 of the Corporations Code of California.

(b) The name of the city, town or village wherein said _____
(Name of corporate agent)
_____ has the office at which the said _____
(Name of corporation filing statement)
_____ may be served, as set forth in the certificate filed by said _____
_____ pursuant to Section 6403.5 or Section 6403.6 of the
(Name of corporate agent)
Corporations Code of California, is _____
(See NOTES at end of form for instructions before filling in)

CHEVRON TRAVEL CLUB, INC.

(Name of corporation)

By: Ed Hansen
(Title) ASSISTANT SECRETARY

NOTES: (A) Item 1 (address and location of principal office) and 2 (names of officers) must be filled in in all cases. Item 3 (designation of agent) is optional and should not be filled in unless it is desired to designate an agent for the purpose of receiving process against the corporation.

There is no fee for filing this statement if only Items 1 and 2 be filled in. If Item 3 is filled in, a filing fee of \$5 and a recording fee of \$2 will be charged.

(B) All domestic (California) corporations, profit and nonprofit, are required to file this statement with the Secretary of State (Section 3301, Corporations Code). After the original filing, new statements need be filed only in the case of a change of address or location of principal office. New statements may be filed at any time desired for the purpose of designating an agent, or new agent, for purpose of service of process or naming successors of one or more of the officers named in the statement last filed with the Secretary of State.

(C) In answering paragraph 3 if a natural person is designated as process agent, give either the business address or the residence address. Indicate by check mark in proper box.

(D) In answering paragraph 3(b) if a corporate agent is designated as process agent, state only the name of the city, town or village wherein the corporate agent will maintain the office where service of process may be made. Do not give the street address of each office. The corporate agent in a certificate filed by it is required to give the corporate address of its office therein where service of process may be made. See Sections 3301.5, 3301.6, 6403.5 and 6403.6 of the Corporations Code.

A136850

**DESIGNATION BY CALIFORNIA CORPORATION OF
AGENT FOR THE SERVICE OF PROCESS**

*(For filing with the Secretary of State of the State of California pursuant
to Section 3301, Corporations Code)*

DO NOT WRITE IN THIS SPACE

553664

FILED

In the office of the Secretary of State
of the State of California

SEP 14 1973

EDMUND G. BROWN, Jr., Secretary of State

By *[Signature]*
Deputy

CHEVRON TRAVEL CLUB, INC.

....., a corporation organized
under the laws of the State of California, designates an agent for service of process as follows:

*(Use the following paragraph 1 if the process agent is a natural person. See NOTES on the
reverse of this form.)*

1. J. D. Froggatt

a natural person residing in the State of California, whose complete business residence
address is 225 Bush Street, San Francisco, California 94104
is designated as its agent for the purpose of service of process.

*(Use the following paragraph 2 if the process agent is a corporation. See NOTES on the reverse
of this form.)*

2. ~~XXXX CORPORATION SYSTEMS~~

organized and existing under the laws of DELAWARE
is designated as its agent for the purpose of service of process. The name of the city, town or village
wherein said corporate agent has an office, as set forth in the certificate filed by said corporate
agent pursuant to Section 3301.5 or 3301.6 (if a domestic corporation) or pursuant to Section
6403.5 or 6403.6 (if a foreign corporation), California Corporations Code, at which the undersigned
corporation may be served is

~~XXXXXXXXXXXXXXXXXXXX~~

(State only name of city, town or village—no street address)

CHEVRON TRAVEL CLUB, INC.
(Name of Corporation)

By *[Signature]*
(Title) Assistant Secretary

A393252

FILED *MJL*
In the office of the Secretary of State
of the State of California

055 3664 SURV

SEP 26 1990

AGREEMENT OF MERGER

BETWEEN

CHEVRON TRAVEL CLUB, INC.

March Fong Eu
MARCH FONG EU, Secretary of State

AND

GULF AUTO CLUB, INC.

AGREEMENT OF MERGER dated this 4th day of September, 1990,
by and between CHEVRON TRAVEL CLUB, INC., a California corporation,
herein called the "Surviving Corporation", and GULF AUTO CLUB,
INC., a Texas corporation, herein called the "Merging Corporation".

WITNESSETH that:

WHEREAS the parties to this agreement, in consideration of the
mutual agreements of each corporation as set forth hereinafter,
deem it advisable and generally for the welfare of said
corporations, that the Merging Corporation merge into the Surviving
Corporation under and pursuant to the terms and conditions
hereinafter set forth;

NOW THEREFORE, the corporations, parties to this agreement,
by and between their respective boards of directors, in
consideration of the mutual covenants, agreements and provisions
hereinafter contained, do hereby agree upon and prescribe the terms
and conditions of said merger, the mode of carrying them into
effect and the manner and basis of converting the shares of the
constituent corporations into the shares of the Surviving
Corporation, as follows:

FIRST: The Merging Corporation shall be merged into the
Surviving Corporation.

SECOND: The Surviving Corporation shall be a California corporation, and will be governed under California law.

The California address of the Surviving Corporation shall be as follows: 575 Market Street, San Francisco, CA 94105-2856.

THIRD: The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the merger provided for in this agreement.

FOURTH: The terms and conditions of the merger are as follows:

The directors and officers of the Surviving Corporation on the effective date of this merger shall continue to be the directors and officers of the Surviving Corporation.

The by-laws of Chevron Travel Club, Inc. shall remain and be the by-laws of the Surviving Corporation until the same shall be altered or amended according to the provisions thereof, either by the board of directors or by the stockholders of the Surviving Corporation.

Upon the merger becoming effective, the separate existence of the Merging Corporation shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be effectively the property of the Surviving Corporation as they were of the Surviving

Corporation and the Merged Corporation respectively. The Merged Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

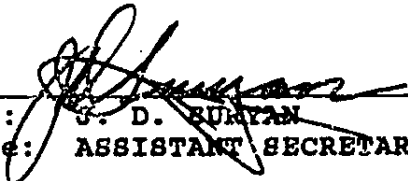
All rights of creditors and all liens upon the property of either of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

The shares of Gulf Auto Club, Inc., the Merging Corporation, shall be canceled immediately after the merger, because the holder of those shares, which is also the holder of the shares of Chevron Travel Club, Inc., would gain nothing by the conversion of the Gulf Auto Club, Inc. shares into new shares of Chevron Travel Club, Inc.


IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed by their respective officers thereunto duly authorized on this 4th day of September, 1990.

CHEVRON TRAVEL CLUB, INC.

By 
Name: S. M. TAYLOR
Title: VICE PRESIDENT

By 
Name: J. D. BURYAN
Title: ASSISTANT SECRETARY

GULF AUTO CLUB, INC.

By 
Name: R. D. OLMSTEAD
Title: PRESIDENT

By 
Name: T. H. GROVES
Title: SECRETARY

OFFICERS' CERTIFICATE
OF
CHEVRON TRAVEL CLUB, INC.

We, S. M. TAYLOR, Vice President and J. D. SURYAN, Assistant Secretary of Chevron Travel Club, Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Vice President and the Assistant Secretary, respectively of Chevron Travel Club, Inc., a California corporation.

2. The total number of outstanding shares of this corporation entitled to vote on the merger is 50.

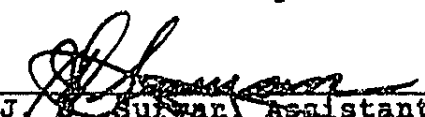
3. That the principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares which equaled or exceeded the vote required to approve said agreement of merger.

4. That ~~the number of shares entitled to vote and~~ the minimum percentage vote of such shares is more than 50 percent.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at San Francisco, California, on

September 4, 1990.


S. M. Taylor, Vice President


J. D. Suryan, Assistant Secretary

OFFICERS' CERTIFICATE
OF
GULF AUTO CLUB, INC.

R. D. OLMSTED, President and T. H. GROVES, Secretary of Gulf Auto Club, Inc., a corporation duly organized and existing under the laws of the State of Texas, do hereby certify:


1. That they are the President and the Secretary, respectively of Gulf Auto Club, Inc., a Texas corporation.

2. The total number of outstanding shares of this corporation entitled to vote on the merger is 100.

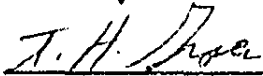
3. That the principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares which equaled or exceeded the vote required to approve said agreement of merger.

4. ~~That the number of shares entitled to vote and the~~ minimum percentage vote of such shares is more than 50 percent.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at San Francisco, California, on September 4, 1990.



R. D. Olmsted, President



T. H. Groves, Secretary

NCFD

0553664

A0713272

FILED
In the office of the Secretary of State
of the State of California

DW

MAR 28 2011

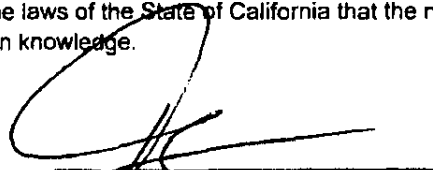
RESTATED
ARTICLES OF INCORPORATION
OF
CHEVRON TRAVEL CLUB, INC.

Thomas Boughton and Mike Barton certify that:

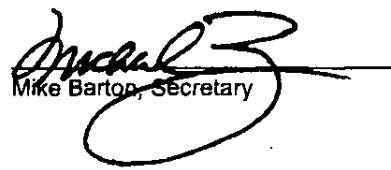
1. They are the President and Secretary, respectively, of Chevron Travel Club, Inc. a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation, as amended to the date of this certificate, are hereby amended and restated in their entirety as set forth in the Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A and incorporated herein by reference.
3. The foregoing amendment and restatement of the Corporation's Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment and restatement of the Corporation's Articles of Incorporation have been duly approved by the sole shareholder of the Corporation in accordance with Section 902 and 910 of the California Corporations Code. The Corporation has one class of stock, and that class is Common Stock. The total number of outstanding shares of Common Stock of the Corporation is fifty (50). The number of shares voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 21, 2011



Thomas Boughton, President



Mike Barton, Secretary

RESTATED
ARTICLES OF INCORPORATION
OF
CHEVRON TRAVEL CLUB, INC.

I.

The name of this Corporation is CT Auto Club, Inc. (the "*Corporation*").

II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code (the "*Code*").

III.

The Corporation is authorized to issue one class of stock designated "Common Stock." The total number of shares of Common Stock that the Corporation is authorized to issue is fifty (50), with each such share having a par value of one hundred dollars (\$100.00).

IV.

The Corporation is to have perpetual existence.

V.

(a) The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Code), through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the Code subject only to applicable limits set forth in Section 204 of the Code with respect to actions for breach of duty to the Corporation and its shareholders.

(c) Any repeal or modification of the foregoing provisions of this Article V by the shareholders of the Corporation shall not adversely affect any right or protection of an agent of the Corporation existing at the time of such repeal or modification.

VI.

The Corporation agrees to be governed by all the provisions of the new law not otherwise applicable to it under Chapter 23 of Division 1 of Title 1 of the California Corporations Code.