

F15000005404

12/9/2015 1:49:55 AM From: To: 8506173383 (6)  
Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

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EFFECTIVE DATE  
2-1-2016

To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

Please retain original filing  
date of submission 12/7

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**CST Brands Holdings, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	0506
Estimated Charge	\$70.00

RECEIVED  
15 DEC -9 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
2015 DEC -7 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
DEC 10 2015

12/9/2015 10:49:55 AM From: To: 8506176383( 2/6 )  
850-617-6381 12/8/2015 10:48:33 AM PAGE 1/001 fax server



December 8, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: CST BRANDS HOLDINGS, INC.  
REF: W15000078982

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Karen A Saly  
Regulatory Specialist II

FAX Aud. #: H15000288450  
Letter Number: 715A00025639

**\*RE-SUBMIT\***

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CST Brands Holdings, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Christina Best

Name of Person

CST Brands, Inc.

Firm/Company

One Valero Way, Bldg. D, Suite 200

Address

San Antonio, Texas 78249

City/State and Zip code

christina.best@cstbrands.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christina Best

at 210

692-2541

Name of Person

Area Code

Daytime Telephone Number

### STREET/COURIER ADDRESS:

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

### MAILING ADDRESS:

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

EFFECTIVE DATE  
2-1-2016

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CST Brands Holdings, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Int.," "Co.," or "Corp.")

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

2. Delaware 3. 35-2514599

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 25, 2014 5. Perpetual

(Date of incorporation)

(Date of duration, if other than perpetual)

6. February 1, 2016

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, P.S., to determine penalty liability)

7. One Valero Way, Bldg. D, Suite 200, San Antonio, Texas 78249

(Principal office address)

Same

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(Zip code)

9. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place  
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I  
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my  
duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T Corporation System

By:

*[Signature]*  
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to  
the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction  
under the law of which it is incorporated.

2015 DEC -7 AM 11:05  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED

FILED

2015 DEC -7 AM 11:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Kimberly S. Lubel

Address: One Valero Way, Bldg. D, Suite 200

San Antonio, Texas 78249

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Kimberly S. Lubel

Address: One Valero Way, Bldg. D, Suite 200

San Antonio, Texas 78249

Vice President: Clayton E. Killinger, Executive Vice President

Address: One Valero Way, Bldg. D, Suite 200

San Antonio, Texas 78249

Secretary: Gerard J. Sonnier

Address: One Valero Way, Bldg. D, Suite 200, San Antonio, Texas 78249

Treasurer: Evan Smith

Address: One Valero Way, Bldg. D, Suite 200, San Antonio, Texas 78249

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Gerard J. Sonnier, Senior Vice President, Secretary and General Counsel

(Typed or printed name and capacity of person signing application)

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CST BRANDS HOLDINGS, INC." 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 EIGHTH DAY OF DECEMBER, A.D. 2015.

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

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

FILED  
2015 DEC -7 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



5574602 8300

SR# 20151245238

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State

Authentication: 10568838

Date: 12-08-15