

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

• PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
May 01 1998 8:00am  
Secretary of State

DOCUMENT # F93000005584 (8)  
1. Corporation Name  
CIRCLE K STORES INC.



Principal Place of Business: 3003 N. CENTRAL 17TH FLOOR PHOENIX AZ 85012  
Mailing Address: P.O. BOX 52085 PHOENIX AZ 85072 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		12/08/1993	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	
23 City & State		28 City & State		74-1149540	
24 Zip		29 Zip		5. Certificate of Status Desired	
25 Country		30 Country		<input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				85 Zip Code	
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.					

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C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

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82 Street Address (P.O. Box Number is Not Acceptable)  
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SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAVINIA, ROBERT J	1.2 NAME	
STREET ADDRESS	6020 NAUMANN	1.3 STREET ADDRESS	
CITY-ST-ZIP	PARADISE VALLEY AZ 85253	1.4 CITY-ST-ZIP	
TITLE	SVPC <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REINKEN, RICHARD W	2.2 NAME	
STREET ADDRESS	8701 N. 64TH PLACE	2.3 STREET ADDRESS	
CITY-ST-ZIP	PARADISE VALLEY AZ	2.4 CITY-ST-ZIP	
TITLE	VPS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STERRETT, JOEL A	3.2 NAME	
STREET ADDRESS	8113 W. APPALOOSA TR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	SCOTTSDALE AZ 85258	3.4 CITY-ST-ZIP	
TITLE	SRVP <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GABRIELE, SCOTT P	4.2 NAME	
STREET ADDRESS	10319 N. 48TH PL.	4.3 STREET ADDRESS	
CITY-ST-ZIP	PARADISE VALLEY AZ 85253	4.4 CITY-ST-ZIP	
TITLE	SRVP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOORE, DAVID	5.2 NAME	
STREET ADDRESS	25039 N. 104TH WAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	SCOTTSDALE AZ 85255	5.4 CITY-ST-ZIP	
TITLE	VPAS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STEVENS, DAVID E	6.2 NAME	
STREET ADDRESS	2465 E. DRAKE ST.	6.3 STREET ADDRESS	
CITY-ST-ZIP	GILBERT AZ 85234	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *David E. Stevens* DAVID E. STEVENS 4/24/98 602-437-0600

CR2E034 (10/97)

**Circle K Stores Inc.**  
**Texas 6/8/51**  
**74-1149540**

OFFICE	Name	ADDRESS	SS#	D.O.B	Place of Birth	Driver License
* Chairman of the Board and President	Robert J. Lavinia	6020 Naumann, Paradise Valley, AZ 85253	103-36-2675	1/10/47	Bayshore, NY	B13905864 AZ
* Sr. Vice President, CAO, and Treasurer	Richard W. Reinken	8701 N 64th Place, Paradise Valley, AZ 85253	084-54-2648	1/11/57	NYC, NY	014972216 CT
Sr. Vice President Operations	David Moore	25939 N. 104th Way, Scottsdale, AZ 85255	274-42-1230	6/11/49	New York, NY	B12910121 AZ
Vice President New Construction/Maintenance	F. Stephen Gogul	6970 E Carriage Trails Dr., Cave Creek, AZ 85331	296-42-4423	12/22/47	Ashtabula, OH	B12919229 AZ
Vice President Gasoline Marketing	Mark Harper	10401 N 52nd St. #127E, Paradise, AZ 85253	299-58-5111	6/24/58	Toledo, OH	QG148082 OH
Vice President Strategic Planning	David B. Holthe	15431 S 16th Avenue, Phoenix, AZ 85045	477-90-4156	9/14/63	Hopkins, MN	B13029037 AZ
Vice President Merchandising	Greg T. Jones	16626 S 18th Way, Phoenix, AZ 85048	156-40-4605	8/3/48	Frankfurt, Germany	L313828033 AZ
Vice President Public Affairs & Special Projects	Paul W. Oves	30600 N. Pima Road, Scottsdale, AZ 85262	163-34-7899	6/25/42	Ridley Park, PA	B13938620 AZ
Vice President Marketing	William G. Strader	11160 E Gold Dust Ave, Scottsdale, AZ 85259	185-38-9424	7/19/47	Hanover, PA	186389424 AZ
Vice President and Secretary	Joel A. Stenrett	8113 E Appaloosa Trail, Scottsdale, AZ 85258	512-34-3585	3/8/36	Abilene, KS	B13428173 AZ
Vice President Human Resources	Wanda Williams	4707 E Michigan, Phoenix, AZ 85032	445-46-8735	1/26/47	Tulsa, OK	B12773319 AZ
Vice President and Assistant Secretary	David E. Stevens	2465 E Drake Street, Gilbert, AZ 85234	526-21-0009	12/13/54	Phoenix, AZ	526210009 AZ
Vice President and Assistant Secretary	David A. Waldschmidt	910 31st Ave. South, Seattle, WA 98144	537-46-5764	8/25/48	Ada, OK	WALSDA520N5 WA
Assistant Secretary	Donald S. Smith	1302 West Aster Drive, Phoenix, AZ 85029	516-52-1356	11/6/45	Helena, MT	B13062491 AZ
Assistant Secretary	Cortland J. Silver	6301 W. Linda Lane, Chandler, AZ 85226	477-64-6524	8/12/53	Minneapolis, MN	B10285972 AZ
Assistant Secretary	Michael F. Ward	8818 N. 77th Place, Phoenix, AZ 85028	550-27-7551	12/10/68	Oakland, CA	550277551 AZ
Assistant Secretary	Arthur L. Gross	5134 E. Beryl Ave., Paradise Valley, AZ 85253	573-62-5719	3/21/45	Detroit, MI	573625719 AZ
Assistant Secretary	Rayford S. Thomas	13055 E. Shangri La Road, Scottsdale, AZ 85259	433-62-4495	7/29/43	Haynesville, LA	433624495 AZ
* Director	George E. Ogden	23 Tomac Avenue, Old Greenwich, CT 06870	500-44-6478	10/20/42	Des Moines, IA	S0822546 CA

\* Directors

Business address for all officers and directors:

Phoenix Corporate Center  
3003 North Central Ave, 17th floor  
Phoenix, AZ 85012

Shares Authorized: 12,000,000 Common  
Shares Outstanding: 1,000 Common  
\$1.00 par Value

OFFICERS.XLS