

Florida Department of State  
Division of Corporations  
Public Access System

## 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.**

(((H090001036183)))



H090001036183ABC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 APR 27 AM 10:51

## FLORIDA/FOREIGN LIMITED LIABILITY CO.

re &amp; fa gasoline, llc

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

RECEIVED

09 APR 27 PM 4:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

G. MCLEOD Help

APR 28 2009

EXAMINER

<https://efile.sunbiz.org/scripts/efilcovr.exe>

PAGE 01/04

EMPIRE CORP KIT

3056339696

04/27/2009 16:43

04/27/2009

H09000103618

ARTICLES OF ORGANIZATION

OF

RE & FA GASOLINE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 APR 27 AM 10:51

ARTICLE 1 - NAME

The name of the limited liability company shall be RE & FA GASOLINE, LLC, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 4100 NW 27 Avenue, Miami, Florida 33142 and the mailing address shall be 401 Biscayne Boulevard Suite 125, Miami, FL 33132.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the business of retail gasoline and convenience store sales, and any other lawful business in which a limited liability company may lawfully engage. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this Company is Steve Polatnick, Esq., 10691 Kendall Drive Suite 101, Miami, Florida 33176.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous

- 1 -

H09000103618

written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

#### **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by its managing members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of the initial Managing Members are:

Managing Member: Fatih Dincer

Managing Member: Refik Cevik

whose addresses shall be the same as the principal office of the Company.

#### **ARTICLE 10 - INDEMNIFICATION**

The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final

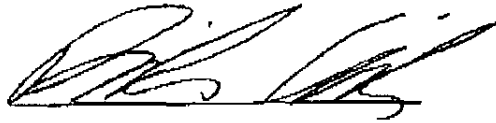
H09000103618

disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned, authorized members, have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this      day of April, 2009.



FATIH DINCER  
Managing Member



REFIK CEVIK  
Managing Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Steve Polatnick, Esq., having a business office at 10691 Kendall Drive Suite 101, Miami, FL 33176, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.



STEVE POLATNICK  
Registered Agent

H09000103618