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**FedEx** USA Airbill

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-01/25/99-01019-014

\*\*\*\*\*78.75 \*\*\*\*\*78.75

**1** From (please print)

Date 1-19-99 Sender's FedEx Account Number [REDACTED]

Sender's Name Mark Habib Phone 561-683-0430  
000 000-0000

Company HABIB PETROLEUM CORP Dept./Floor/Suite/Room

Address 2970 N MILITARY TRL

City WEST PALM BCH State FL Zip 33409

**2** Your Internal Billing Reference Information  
(Optional) (First 24 characters will appear on invoice)

**3** To (please print)

Recipient's Name \_\_\_\_\_ Phone ( ) \_\_\_\_\_

Dept./Floor/Suite/Room

**FILED**

99 JAN 25 AM 11:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTER JAN 25 1999

## **ARTICLES OF INCORPORATION**

### **ARTICLE I-NAME**

The name of this corporation shall be the PETROLEUM RETAILERS LEGAL DEFENSE GROUP INC., a corporation, not for profit, which shall be entitled to all of the privileges and powers of a non-profit corporation under Chapter 617, Florida Statutes.

### **ARTICLE II-STREET ADDRESS**

The initial street address of the corporation shall be 2790 N. Military Trail , West Palm Beach, 33409.

### **ARTICLE III- PURPOSES**

The corporation is organized for the purpose of operating for lawful purposes as set forth in Florida Statutes 617.301. The general nature and purpose for which this corporation is organized shall be, but is not limited to: (1) To provide a forum for the exchange of experiences, discussion and study of mutual problems; and to provide cooperation amongst the group to achieve lawful mutual goals; (2) to defend the interests of franchised retailers before federal, state and local authorities as the case may be; including bringing legal action in the name of the corporation, order to advance the interests of gasoline retailers, auto service facilities, and convenience store facilities, and allied trades; and (3) to promote fair and free competition in those industries we represent for the benefit of consumers; fair and reasonable trade practices between franchisors and franchisees.

The corporation is also formed for in order to otherwise promote the interests and welfare of gasoline retailers, auto repair shops and other members, through any and all legitimate efforts and means including :

(1) education of members on sound business practices and fairness to the consumer; (2) education of public officials, the media, and the consuming public on the commercial realities faced by our members and to cooperate with other organizations or entities that share a community of interest with the Group;(3) to aid members in dealing with problems; and (4) to receive and maintain funds and supply the same to promote the general objects, to acquire, hold and own land, building sites, furniture and equipment to be used in the furtherance of the objects aforesaid as a meeting house for the transaction of the business of said corporation in accordance with the By-Laws of the corporation, and to levy, assess, charge or collect dues from the membership and to do all things necessary, incidental to, or required to carry out the general nature and purpose for which this corporation is organized.

### **ARTICLE IV- BOARD of DIRECTORS, OFFICERS**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The affairs of this corporation shall be managed by a Steering Committee, consisting of a President, President-Elect, Secretary-Treasurer, along with a Board of Directors of which number may be changed by the By-Laws of the corporation from time to time. Officers of this corporation shall be elected for one (1) year or until their successors are duly elected and qualified. Directors of this corporation shall be elected according to the By-Laws of the corporation, and the Corporation may add additional officers pursuant to any provision in the by-laws authorizing same.

## **ARTICLE V- CORPORATE POWERS**

The corporation shall have the right to exercise all lawful powers, including, but not limited to:

- (1) Have succession by its corporate name for the period set forth in its articles of incorporation.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal, such seal containing the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, and to indemnify and hold harmless such officers and directors where permitted by Florida law.
- (5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Florida Statutes Section 617 in any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect

obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.

(14) Make donations for the public welfare or for political, charitable, scientific, educational, or other similar purposes.

(15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(16) Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

#### **ARTICLE VI- STREET ADDRESS, REGISTERED AGENT**

The initial street address of the corporation, and the registered agent shall be 2790 N. Military Trail , West Palm Beach, Florida 33409. Mr. Mark Habib shall serve as the original registered agent, and has executed written acceptance of such appointment as required by Florida Statutes 617.0501. The Board of Directors may appoint a new registered agent at any meeting authorized by the by-laws, providing such agent executes written acceptance of such appointment

#### **ARTICLE VII- INCORPORATORS**

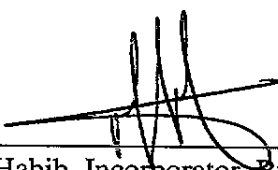
The name and address of the incorporator is : Mark Habib, 2790 N. Military Trail, West Palm Beach, Florida 33409.

#### **ARTICLE VIII-MEMBERSHIP**

All persons that have been or are presently engaged in the retailing of petroleum products, or that share a community of interest therewith. Other qualifications for membership, and classification of membership classes shall be set by the Board of Directors pursuant to the By-Laws.

#### **ARTICLE IX- TERM OF EXISTENCE**

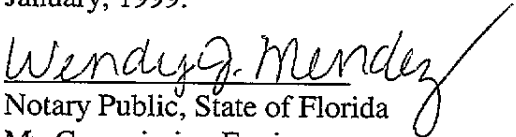
This corporation shall have perpetual existence.

  
Mark Habib, Incorporator. By this signature, I also hereby accept the position of initial registered agent.

STATE OF FLORIDA  
COUNTY of PALM BEACH

I hereby certify that on this day, appeared before me a Notary Public, duly authorized in the state and county named above, to take acknowledgments, personally appeared, Mark Habib as Subscriber, and who executed the foregoing Articles of Incorporation, and who acknowledged before me that same subscribed to these Articles of Incorporation and Acceptance of Appointment as Initial Registered Agent.

Witness my hand and official seal in the State and County named above, this \_\_\_\_ day of January, 1999.

  
Notary Public, State of Florida  
My Commission Expires:



Wendy J. Mendez  
MY COMMISSION # CC512573 EXPIRES  
November 28, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
99 JAN 25 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA