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FLORIDA PROFIT CORPORATION OR P.A.

RACEWAY GAS STATION, INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**RACEWAY GAS STATION, INC.**

The undersigned subscribers as to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to and form a corporation under the laws of the State of Florida.

**ARTICLE 1 - NAME**

The name of the corporation is RACEWAY GAS STATION, INC.,  
(hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE**

The purposes for which the Corporation is organized are:

- (a) To engage in retail trade as a gas station and convenience store.
- (b) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (c) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.
- (d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

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(f) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes Section 607.0833.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To 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 or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees 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 or pledge of all or any of its property, franchises, and income.

(j) To 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 so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of Florida within or without that state.

(l) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the Corporation.

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(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the Board of Directors or Shareholders shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of the Corporation and its subsidiaries.

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

(s) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

### ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors or Shareholders of this Corporation at any regular or special meeting.

### ARTICLE 4 - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is one thousand dollars (\$1,000.00).

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#### **ARTICLE 5 - TERM OF EXISTENCE**

The corporation shall have perpetual existence commencing on January 1, 2005.

#### **ARTICLE 6 - ADDRESS OF PRINCIPAL OFFICE**

The initial street address of the principal office of this corporation is 2920 W. 23<sup>rd</sup> Street, Panama City, Florida, 32405.

#### **ARTICLE 7 - MANAGEMENT BY SHAREHOLDERS**

The business of this corporation shall be managed by its shareholders rather than a board of directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

#### **ARTICLE 8 - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to

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purchase his pro rata share thereof at the price at which it is offered to others. Any sale of stock by any shareholder must be first offered to the other shareholders of the corporation.

#### ARTICLE 9 - SPECIAL PROVISIONS

This corporation is initially intended to qualify under the requirement of the Internal Revenue Code as a Small Business Corporation. Such actions as are necessary may be taken by the appropriate officers and stockholders to effect such qualification. After the Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

#### ARTICLE 10 - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each is to take, and the value of the consideration thereof is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Mofeed H. Attalla	339 S. MacArthur Ave. Panama City, FL 32405	1,000	\$ 1,000.00

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**ARTICLE 11 - BYLAWS**

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

**ARTICLE 12 - CALLING OF SPECIAL MEETING**

Any shareholder may call a special meeting of shareholders.

**ARTICLE 13 - AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

**ARTICLE 14 - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Mofeed H. Attalla  
339 S. MacArthur Ave.  
Panama City, FL 32405


**ARTICLE 15 - OFFICERS**

The officers of the Corporation shall be:

President:	Mofeed H. Attalla
Vice President	Mofeed H. Attalla
Secretary:	Mofeed H. Attalla
Treasurer:	Mofeed H. Attalla

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IN WITNESS THEREOF, we have set our hands and seals, acknowledged and filed  
the foregoing Articles of Incorporation under the laws of the State of Florida,  
this 28<sup>th</sup> day of December, 2004.

 (SEAL)  
Incorporator

MOFEE H. ATTAWA  
Printed Name of Incorporator

STATE OF FLORIDA  
COUNTY OF BAY



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

First—That RACEWAY GAS STATION, INC., desiring to organize under the  
laws of the State of Florida, with its principal office, as indicated in the Articles of  
Incorporation, at the City of Panama City, County of Bay, State of Florida, has named  
Michael Robinson, located at 2335 E. Baldwin Rd., Panama City, Florida 32405-5801, County  
of Bay as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at  
place designated in this certificate, I hereby accept to act in this capacity and agree to  
comply with the provisions of said Act relative to keeping open said office.

Michael Robinson  
(Registered Agent)

MICHAEL ROBINSON  
Printed Name of Registered Agent

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