

P97000027530

Roger S. Spugnardi  
1374 Vizcaya Circle  
Palm City, Florida 34990

March 17, 1997

Florida Department of State  
Corporate Filings Division  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/24/97--01009--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation  
Spaulding Enterprises, Inc.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation of Spaulding Enterprises, Inc. for filing in the records of the Secretary of State. Also enclosed is the requisite filing fee.

Thank you for your assistance in processing this form at your earliest convenience.

Very truly yours,

  
Roger S. Spugnardi

MAR 27 11:55 AM BSB

encls.

FILED  
97 MAR 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SPAULDING ENTERPRISES, INC.

FILED

97 MAR 24 AM 8:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies:

ARTICLE I  
NAME

The name of the corporation shall be : SPAULDING ENTERPRISES, INC.

ARTICLE II  
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE III  
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To sell gasoline and general convenience items at the retail level and to engage in any activity or business permitted under the laws of the United States and State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV  
AUTHORIZED SHARES

A. Number. The aggregate number of the shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One Dollar (\$1.00) per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a value of One Dollar (\$1.00) per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No Classes Of Stock. The shares of the corporation are not divided into classes.

F. No Share In Series. The corporation is not authorized to issue shares in series.

**ARTICLE V  
MAILING ADDRESS**

The mailing address of the corporation is: 1374 Vizcaya Circle, Palm City, Florida 34990.

**ARTICLE VI  
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Roger S. Spugnardi	1374 Vizcaya Circle Palm City, Florida 34990
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**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the corporation shall consist of three (3) members. Directors need not be residents of the State of Florida.

**ARTICLE VIII  
NAMES AND ADDRESSES OF INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified, are as follows:

Timothy E. Bryan	6 691 S.W. Bay Pointe Circle Palm City, Florida 34990
David E. Bryan	691 S.W. Bay Pointe Circle Palm City, Florida 34990
Brian L. Datson	3406 White Mountain Highway Wakefield, New Hampshire 03872

**ARTICLE IX  
INCORPORATOR**

The name and address of the initial incorporator of the corporation is:

Roger S. Spugnardi	1374 Vizcaya Circle Palm City, Florida 34990
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**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles shall require the approval of the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require approval at a Stockholders' meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed amendment to these Articles of Incorporation.

ARTICLE XI  
BYLAWS

The Bylaws of the corporation shall be made, altered or rescinded by two-thirds (2/3rds) majority vote of the Directors of the corporation.

ARTICLE XII  
PREEMPTIVE RIGHTS

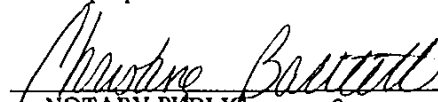
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock then currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 21<sup>st</sup> day of March, 1997.

  
Roger S. Spugnardi

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of March, 1997, by Roger S. Spugnardi who is personally known to me and who did take oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

  
NOTARY PUBLIC  
Printed Name: Christine Bartlett

Commission Expires



ACKNOWLEDGMENT OF REGISTERED AGENT

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

  
Roger S. Spugnardi, Registered Agent

FILED  
97 MAR 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA