

STATE OF ALABAMA       )  
SHELBY       COUNTY       )

IN THE PROBATE COURT OF  
SHELBY COUNTY, ALABAMA

**CERTIFICATE OF INCORPORATION**  
**OF**

**VANCO, INC.**

The undersigned, desiring to form a corporation under the provisions of the laws of the State of Alabama, do make and file this their Certificate of Incorporation, and do set forth as follows:

ARTICLE ONE

The name of the corporation shall be:

Vanco, Inc.

ARTICLE TWO

The object or objects for which the corporation is formed are as follows:

- A. To operate a business or to engage in a business in the general field of retail convenience stores, gasoline sales, and related matters.
- B. To buy or sell any kind of property, real, personal, and, or mixed.
- C. To own real or personal property, and to buy and sell, mortgage, lease, sublease, exchange, or in any way deal in and with property, real, personal or mixed.
- D. To borrow and lend money, with or without security, to give and take any kind of security for any debt or obligation owed or due by or to the corporation.
- E. To buy, sell, own or control stocks or bonds of any other corporation.
- F. To enter into and execute contracts, agreements, notes, mortgages, and any other writing necessary or appropriate in connection with or for any and all corporate objects and purposes.
- G. To do all things necessary, desirable or proper for the carrying out of any one or more of the special objects hereinabove specified, and to do all things allowed by law to be done by corporation of like kind; the setting forth of special powers herein not being in any sense a limitation of the power of this corporation.

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H. The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

### ARTICLE THREE

The location of the corporation's principal place of business in this State shall be in Shelby County, Alabama.

### ARTICLE FOUR

No period is limited for the duration of the corporation, and the charter will, therefore, be perpetual.

### ARTICLE FIVE

The amount of the total authorized capital stock shall be One Thousand (1,000) shares of common stock of the par value of One and No/100 (\$1.00) Dollar per share, a total of authorized stock being One Thousand and No/100 (\$1,000.00) Dollars. The amount of capital stock with which the corporation will begin business is One Thousand (1,000) shares of common stock fully paid with the par value of One Thousand and No/100 (\$1,000.00) Dollars, the aggregate value of One Thousand Dollars fully paid for by the payment of One Thousand Dollars (\$1,000.00) in cash and/or property.

To the extent of the authorized capital stock, the Board of Directors may issue stock for such consideration, not less than the par value thereof, as may be decided from time to time by the Board of Directors. In addition, the Board of Directors shall have the power to issue stock options, to management personnel employed by the company, or to other persons deemed advisable by the Board of Directors for such consideration as may be decided from time to time by the Board of Directors for any or all the authorized capital stock, not previously issued or subscribed. The terms and conditions of said stock options may be prescribed by the Board of Directors.

### ARTICLE SIX

The initial registered office and address of the corporation is 4114 Helena Road, Helena, AL 35080. The initial registered agent of the corporation is Michael W. Ellis. The name and post office address of the agent designated by the incorporators to receive subscriptions to the capital stock is:

Michael W. Ellis  
4114 Helena Road  
Helena, AL 35080

## ARTICLE SEVEN

The name and post office address of each of the incorporators and the number of shares subscribed by each are as follows:

NAMES	ADDRESSES	SHARES
Michael W. Ellis	4114 Helena Road Helena, AL 35080	1,000

The number of shares subscribed for is One Thousand (1,000) shares. The total par value of the shares subscribed for is One Thousand Dollars (\$1,000.00).

## ARTICLE EIGHT

The names and addresses of the officers and directors for the first year and until their respective successors are elected and qualified are as follows:

PRESIDENT AND TREASURER-DIRECTOR:

Michael W. Ellis	4114 Helena Road Helena, AL 35080
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## ARTICLE NINE

The members of the Board of Directors listed in Article Eight above and their respective successors shall be clothed with full power and authority to manage and control the property, business and affairs of the corporation.

## ARTICLE TEN

The Board of Directors shall have full and complete power to make, change, alter an amend the By-laws of the corporation in such manner as they deem best, provided the same shall not be in conflict with the laws and Constitution of the State of Alabama.

## ARTICLE ELEVEN

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any

successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE TWELVE

There is attached hereto, marked "Exhibit A", a statement under oath by the person authorized by the incorporators to receive subscription to capital stock, Michael W. Ellis, showing the number of shares which have been paid in; included in said statement is a true and correct copy of the subscription list, showing the number of shares subscribed for by each of said incorporators, and the manner in which the same shall be discharged and paid.

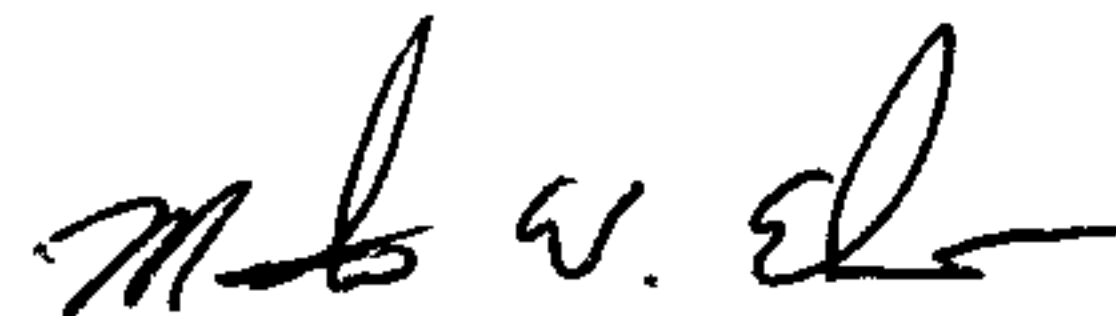
#### ARTICLE THIRTEEN

No stockholder, nor the estate of any deceased stockholder, shall dispose of or encumber any part of his stock in the corporation, except under the following conditions:

The stockholder, or in the event of his death, the personal representative of the stockholder, desiring to dispose of or encumber his stock shall be subject to an option on the part of the remaining stockholders to purchase a proportionate share of his stock at the then book value of said stock. In the event said option is not exercised within thirty (30) days, the stockholder, or in the event of his death, his personal representative shall have the right to sell or encumber such stock free of such option.

NOW, THEREFORE, the undersigned incorporators, having executed this Certificate, and having attached hereto a statement under oath as to the amount of stock subscribed for and paid, ask that this, their certificate, shall be received and duly filed, according to law.

GIVEN under our hands and seals, this 16<sup>th</sup> day of August, 2000.



Michael W. Ellis  
4114 Helena Road  
Helena, AL 35080

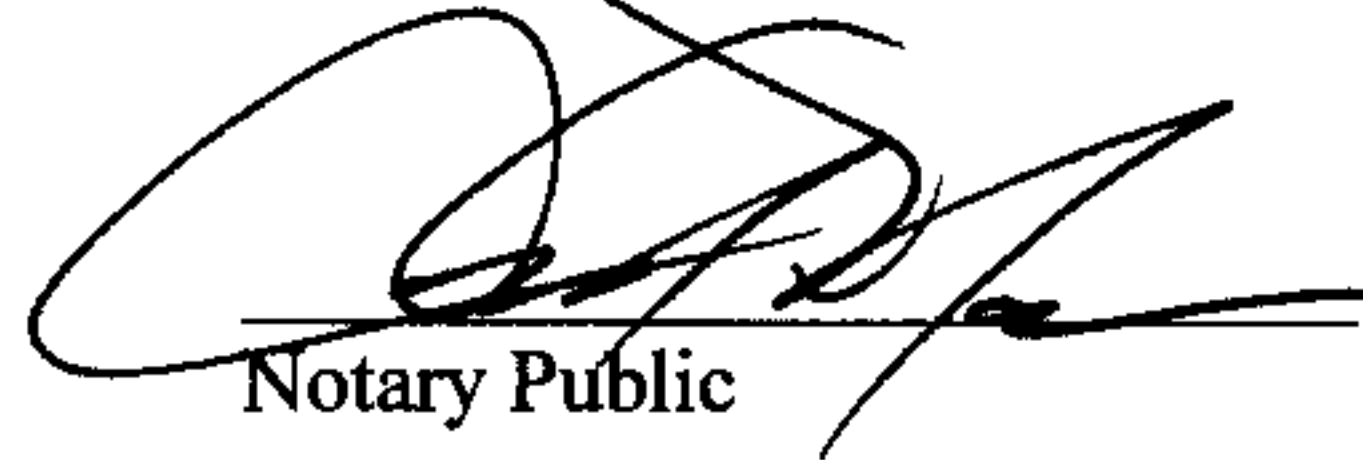


STATE OF ALABAMA      )

SHELBY COUNTY         )

Before me, the undersigned Notary Public in and for said County in said State, personally appeared Michael W. Ellis who, first being duly sworn on oath, depose and say that they have read and understand the foregoing Certificate of Incorporation and that the facts and things contained therein are true and correct to the best of their knowledge and belief.

Sworn to and subscribed before me, this 16<sup>th</sup> day of August, 2000.

  
Notary Public

"EXHIBIT A"

STATE OF ALABAMA     )

SHELBY COUNTY         )

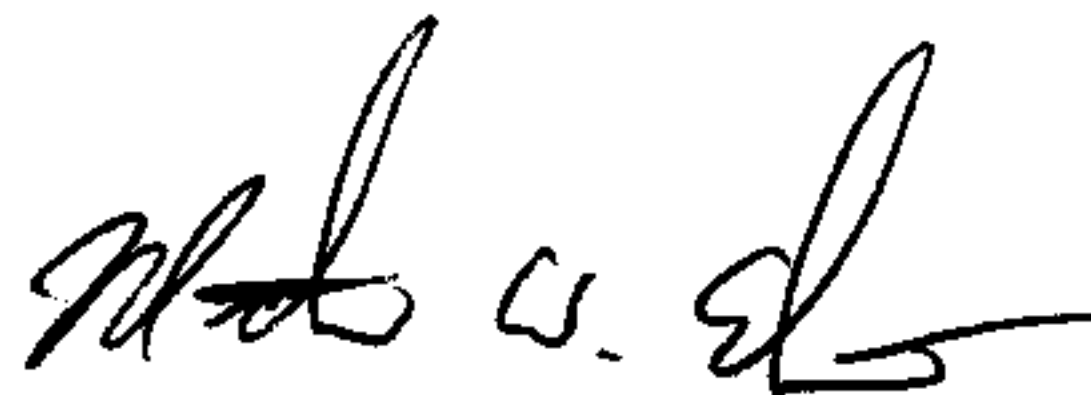
I, Michael W. Ellis, of Helena, Shelby County, Alabama, being the agent designated by the incorporators of Vanco, Inc., a corporation, to receive subscription to the capital stock thereof, hereby state under oath, that the following is a full and true and correct copy of the list of subscription of the capital stock of said corporation:

STOCK SUBSCRIPTIONS


Vanco, Inc.

NAME	SHARES	PAR VALUE	AMOUNT PAID
Michael W. Ellis	1,000	\$;1.00	\$1,000.00

And, I do further state, under oath, that the total subscription received are as shown above, all of which have been paid in full, in cash.

  
\_\_\_\_\_  
Michael W. Ellis

Sworn to and subscribed before me this 16<sup>th</sup> day of August, 2000.

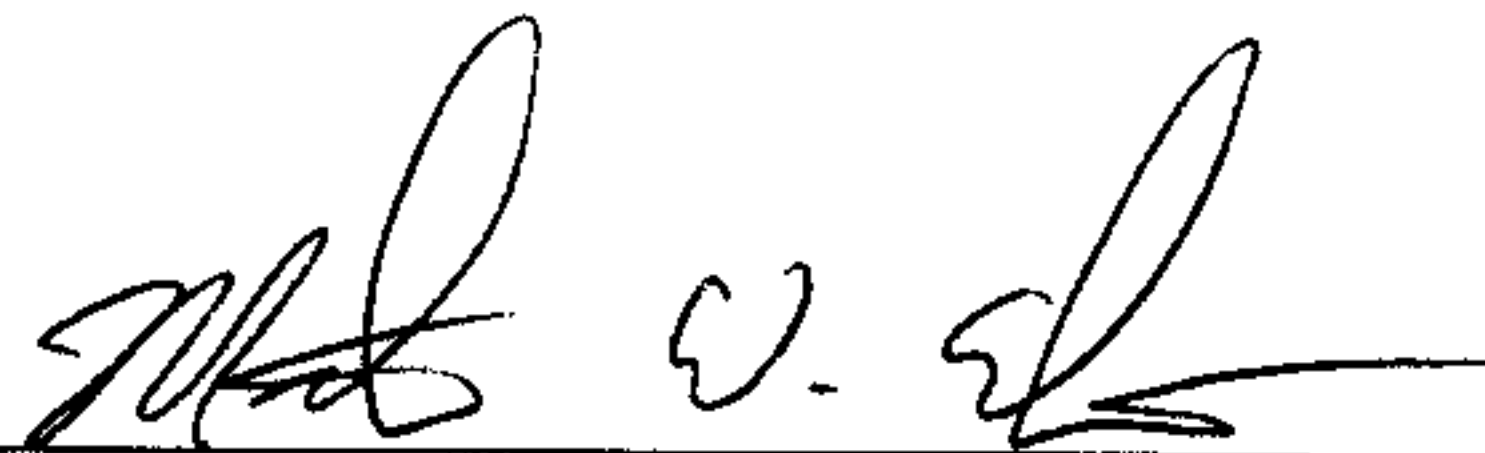
  
\_\_\_\_\_  
Notary Public

## STOCK SUBSCRIPTION

We, the undersigned, respectively subscribed for the number of shares set opposite our names to the capital stock of Vanco, Inc., a corporation, to be organized under the laws of the State of Alabama with an authorized capital of One Thousand Dollars (\$1,000.00) represented by one thousand shares of the par value of One and No/100 (\$1.00) Dollar per share.

Provided, however, we are privileged to pay and discharge our subscription in full for such stock so subscribed by us by transferring and delivering or obtaining such transfer and delivery to said corporation in cash in the amount of not less than One Thousand Dollars (\$1,000.00), such value being equal to the value of the amount of the total subscription made by the undersigned.

This the 16<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
Michael W. Ellis

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Vanco, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Dick D Nave, 300 Century Park S Ste 204, Birmingham, AL 35226-3924 for a period of one hundred twenty days beginning August 1, 2000 and expiring November 30, 2000.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 1, 2000

Date

A handwritten signature in black ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State



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