



Lincoln Police Department  
Thomas K. Casady, Chief of Police  
575 South 10th Street  
Lincoln, Nebraska 68508

402-441-7204  
fax: 402-441-8492



MAYOR CHRIS BEUTLER

lincoln.ne.gov

May 5, 2008

Mayor Beutler and City Council  
City of Lincoln  
City County Building  
Lincoln, NE

Mayor Beutler and Members of the City Council:

An investigation has been made regarding the application of Roc's Stop & Shop, 2700 South Street requesting a class D liquor license.

This location was previously known Shell which held a class B liquor license.

Larry Semin, owner has requested that he be approved as the manager of the liquor license.

Background information on Mr. Semin will be omitted as he has been approved by Council for several liquor licenses.

Mr. Semin is current on his required training.

Stockholder information has been included for your review.

If this application is approved, it should be with the understanding that it conforms to all the rules and regulations of Lincoln, Lancaster County and the State of Nebraska.

THOMAS K. CASADY, Chief of Police

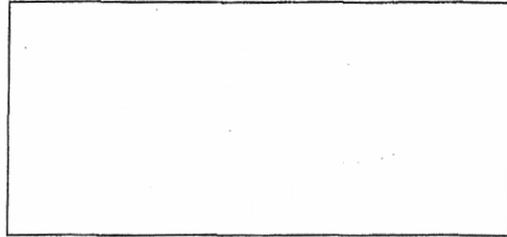


A nationally accredited law enforcement agency



# APPLICATION FOR LIQUOR LICENSE

NEBRASKA LIQUOR CONTROL COMMISSION  
301 CENTENNIAL MALL SOUTH  
PO BOX 95046  
LINCOLN, NE 68509-5046  
PHONE: (402) 471-2571  
FAX: (402) 471-2814  
Website: www.nol.org/home/NLCC/



OFFICE USE ONLY

## CLASS OF LICENSE FOR WHICH APPLICATION IS MADE AND FEES CHECK DESIRED CLASS(S)

### RETAIL LICENSE(S)

- |                                     |   |   |         |
|-------------------------------------|---|---|---------|
| <input type="checkbox"/>            | A | Beer, On Sale Only                            | \$45.00 |
| <input type="checkbox"/>            | B | Beer, Off Sale Only                           | \$45.00 |
| <input type="checkbox"/>            | C | Beer, Wine & Distilled Spirits, On & Off Sale | \$45.00 |
| <input checked="" type="checkbox"/> | D | Beer, Wine & Distilled Spirits, Off Sale Only | \$45.00 |
| <input type="checkbox"/>            | I | Beer, Wine & Distilled Spirits, On Sale Only  | \$45.00 |

Class K Catering license may be added to any of these classes with an additional fee of \$100.00 and filing form 35-4202

### MISCELLANEOUS

- |                          |   |  | Bond                 |
|--------------------------|---|--|----------------------|
| <input type="checkbox"/> | L | Craft Brewery (Brew Pub)   | \$295.00 1,000 min.  |
| <input type="checkbox"/> | O | Boat   | \$ 95.00 N/A         |
| <input type="checkbox"/> | V | Manufacturer, Beer, Wine & Distilled Spirits<br>(additional fee of \$100 to \$1,000-call for exact amount) | \$ 45.00 10,000 min. |
| <input type="checkbox"/> | W | Wholesale Beer   | \$545.00 5,000       |
| <input type="checkbox"/> | X | Wholesale Liquor   | \$795.00 5,000       |
| <input type="checkbox"/> | Y | Farm Winery  | \$295.00 1,000       |

All Class C licenses expire October 31st

All other licenses expire April 30<sup>th</sup>

Catering expire same as underlying retail license

### TYPE OF APPLICATION BEING APPLIED FOR (CHECK ONE)

- Individual License, requires insert form 1  
 Partnership License, requires insert form 2  
 Corporate License, requires insert form 3a and manager application 3b

### NAME OF PERSON OR FIRM ASSISTING WITH APPLICATION

(Commission will call this person with any questions we may have)

Name: LARRY SEMIN Phone: 402-304-1944

Firm Name: ROBIN OIL COMPANY

Firm address: 3442 OLD DOMINION ROAD LINCOLN NE 68516

**PREMISE INFORMATION**

Trade Name (doing business as) ROC'S STOP & SHOP

Street Address #1 2700 SOUTH STREET

Street Address #2 \_\_\_\_\_

City LINCOLN County LANCASTER

Zip Code 68502

Telephone number at premise to be licensed 402-435-3389

Is this location inside the city/village corporate limits:  YES  NO

Mail to Address (where you want receipt of Liquor Control Commission mailings)

Name: ROBIN OIL COMPANY

Street Address #1 3442 OLD DOMINION ROAD

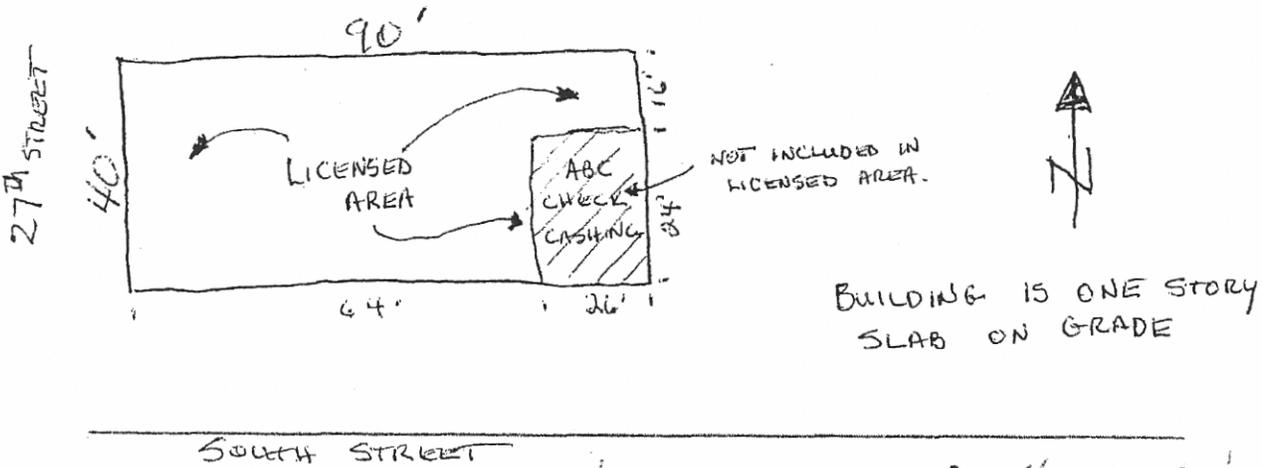
Street Address #2 \_\_\_\_\_

City LINCOLN County LANCASTER

Zip Code 68516

**DESCRIPTION AND DIAGRAM OF THE STRUCTURE TO BE LICENSED**

In the space provided or on an attachment draw the area to be licensed. This should include storage areas, basement, sales areas and areas where consumption or sales of alcohol will take place. If only a portion of the building is to be covered by the license, you must still include dimensions (length x width) of the licensed area as well as the dimensions of the entire building in situations. No blue prints please. Be sure to indicate the direction north and number of floors of the building.



entire one story bldg approx 90' x 40'  
excluding SE corner 26' x 24'

**APPLICANT INFORMATION**

**1. READ CAREFULLY. ANSWER COMPLETELY AND ACCURATELY.**

Has anyone who is a party to this application, or their spouse, EVER been convicted of or plead guilty to any charge. Charge means any charge alleging a felony, misdemeanor, violation of a federal or state law; a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.

- Yes If yes, please explain below or attach a separate page.  
 No

2. Are you buying the business and/or assets of a licensee? If yes, submit a copy of the sales agreement with a listing of assets being acquired including liquor inventory (name brand and container size required). Liquor Inventory may be taken at time of application being submitted.

- Yes  
Current business name and license number \_\_\_\_\_  
 No

3. Are you filing a temporary agency agreement, Commission form 4231, whereby current licensee allows you to operate on their license. If yes, attach agreement. **Please note:** This agreement is not effective until Commissions assigns you a 3-digit ID number.

- Yes  
 No

4. Are you borrowing any money from any source to establish and/or operate the business? If yes, list the lender.

- Yes \_\_\_\_\_  
 No \_\_\_\_\_

5. Will any person or entity other than applicant be entitled to a share of the profits of this business? If yes, explain. All involved members must be disclosed on application.

Yes  
 No

6. Will any of the furniture, fixtures and equipment to be used in this business be owned by others? If yes, list such items and the owner.

Yes  
 No

7. Will any person(s) other than named in this application have any direct or indirect ownership or control of the business? If yes, explain? (No silent partners)

Yes  
 No

8. Are the premises to be licensed within 150 ft of a church, school, hospital, home for the aged or indigent persons or for veterans, their wives, children, or within 300 ft of a college or university campus? If yes, list the name of such institution and where it is located in relation to the premises. Neb. Rev. Stat. 53-177.

Yes  
 No

9. Is anyone listed on this application a law enforcement officer? If yes, list the person, the law enforcement agency involved and the person's exact duties.

Yes  
 No

10. List the primary bank and/or financial institution (branch if applicable) to be utilized by the business and the individual(s) who will be authorized to write checks and/or make withdrawals on accounts at the institutions.

PINNACLE BANK  
AUTHORIZED SIGNERS — LARRY SEMIN - OWNER  
JANIS SEMIN - OWNER  
KELLY LANTZ - MANAGER  
SCOTT WIESKAMP - SEN

11. List all past and present liquor licenses held in Nebraska or any other state by any person named in this application. Include license holder name, location of license and license number. Also list reasons for termination of any licenses previously held.

MISSION 3 LLC	110 W 'O' STREET	# 55821
ROBIN INC	1449 NO. 56 <sup>TH</sup>	# 26082
ROBIN	5757 SO. 85 <sup>TH</sup>	# 75565
AQUAMATIC	2700 SOUTH STREET	# 47707

12. List the person who will be the on site supervisor of the business and the estimated number of hours per week such person or manager will be on the premises supervising operations.

LARRY SEMIN - 20 HOURS

13. List the training or experience (when and where) of the person listed in #12 above in connection with selling and/or serving alcohol products.

HAVE HAD LIQUOR LICENSE (# 26082) FOR 15 YEARS

ATTENDED MANAGEMENT TRAINING CLASS THROUGH THE RESPONSIBLE HOSPITALITY COUNCIL IN 2007

14. If the property for which this license is sought is owned, submit a copy of the deed, or proof of ownership. If leased, submit a copy of the lease covering the entire license year. Documents must show title or lease held in name of applicant as owner or lessee in the individual(s) or corporate name for which the application is being filed.

- Lease: expiration date APRIL 1, 2011
- Deed
- Purchase Agreement

15. When do you intend to open for business? WE ARE AN ONGOING BUSINESS WE CURRENTLY HAVE A CLASS B LICENSE.

16. What will be the main nature of business? What are the anticipated hours of operation? CONVIENCE STOP - GAS & GROCERIES 24 HOURS/DAILY

17. List the principal residence(s) for the past 10 years for all persons required to sign application, including spouses. If necessary attach a separate sheet.

Applicant Name	From: Year	To: Year	City/State
LARRY & JANIS SEMIN 3442 OLD DOMINION ROAD	2001	2008	LINCOLN, NE
LARRY & JANIS SEMIN 6411 CANNONDALE COURT	1996	2001	LINCOLN, NE

The undersigned applicant(s) hereby consent(s) to a background investigation and release present & future records of every kind and description including police records, tax records (State and Federal), bank or lending institution records, and said applicant(s) and spouse(s) waive(s) any right or causes of action that said applicant(s) or spouse(s) may have against the Nebraska Liquor Control Commission, the Nebraska State Patrol, and any other individual disclosing or releasing said information. Any documents or records for the proposed business or for any partner or stockholder that are needed in furtherance

of the application investigation or any other investigation shall be supplied immediately upon demand to the Nebraska Liquor Control Commission or the Nebraska State Patrol. The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete, inaccurate or fraudulent.

Individual applicants agree to supervise in person the management and operation of the business and that they will operate the business authorized by the license for themselves and not as an agent for any other person or entity. Corporate applicants agree the approved manager will superintend in person the management and operation of the business. Partnership applicants agree one partner shall superintend the management and operation of the business. All applicants agree to operate the licensed business within all applicable laws, rules, regulations, and ordinances and to cooperate fully with any authorized agent of the Nebraska Liquor Control Commission.

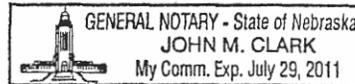
Must be signed in the presence of a notary public by applicant(s) and spouse(s). If partnership or LLC (Limited Liability Company), all partners, members and spouses must sign. If corporation all officers, directors, stockholders (holding over 25% of stock) and spouses. Full (birth) names only, no initials.

<u>Larry E. Seman</u> (sign here)	_____	(sign here)
<u>James M. Seman</u> (sign here)	_____	(sign here)
_____	_____	(sign here)
_____	_____	(sign here)
_____	_____	(sign here)

Subscribed in my presence and sworn to before me this

30<sup>th</sup> day of APRIL, 2008

John M. Clark  
Notary Public Signature & Seal

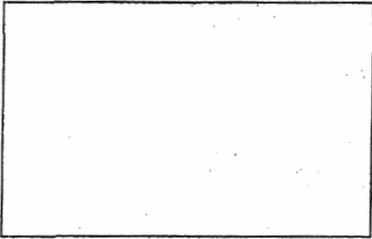


In compliance with the ADA, this application for license form is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternate format.

FORM 35-4010  
REV. 4/05

**APPLICATION FOR LIQUOR LICENSE  
CORPORATION/LLC INSERT - FORM 3a**

NEBRASKA LIQUOR CONTROL COMMISSION  
301 CENTENNIAL MALL SOUTH  
PO BOX 95046  
LINCOLN, NE 68509-5046  
PHONE: (402) 471-2571  
FAX: (402) 471-2814  
Website: [www.nol.org/home/NLCC](http://www.nol.org/home/NLCC)



Name of Corporation or Limited Liability Company that will hold license. Attach copy of Articles of Incorporation. (Document must show [barcode] receipt by Secretary of States Office.

AQUA MATIC INC.

Corporate Street Address: 3442 OLD Dominion ROAD

City: LINCOLN State: NE. Zip Code: 68516

Corporate Telephone Number 402-421-1769

Total number of shares issued (if corporation) 30

Is this a Non Profit Corporation?  YES  NO  
If yes, what is your Federal ID #? \_\_\_\_\_

Name of Registered Agent LARRY SEMIN

Name of Proposed Manager LARRY SEMIN  
This person must complete form 35-4013

**List name of Chief Executive Officer**

Last Name: SEMIN First Name: LARRY MI E.

Address Street 3442 OLD Dominion ROAD City LINCOLN

State NE. Zip Code 68516 Home Phone number 402-421-1769

Social Security Number \_\_\_\_\_ Date of Birth \_\_\_\_\_

List names of all Officers, Directors, Stockholders, Members and their Spouses

Last Name SEMIN First Name LARRY

Social Security Number \_\_\_\_\_ Date of Birth \_\_\_\_\_

Title PRESIDENT, VICE PRESIDENT, <sup>4 DIRECTOR</sup> SECRETARY & TREASURER Number of Shares - 20 -

Spouse Name (indicate N/A if single) JANIS SEMIN

Spouse Social Security Number \_\_\_\_\_ Date of Birth \_\_\_\_\_

Title DIRECTOR Number of Shares - 10 -

Last Name \_\_\_\_\_ First Name \_\_\_\_\_

Social Security Number \_\_\_\_\_ Date of Birth \_\_\_\_\_

Title \_\_\_\_\_ Number of Shares \_\_\_\_\_

Spouse Name (indicate N/A if single) \_\_\_\_\_

Spouse Social Security Number \_\_\_\_\_ Date of Birth \_\_\_\_\_

Title \_\_\_\_\_ Number of Shares \_\_\_\_\_

Last Name \_\_\_\_\_ First Name \_\_\_\_\_

Social Security Number \_\_\_\_\_ Date of Birth \_\_\_\_\_

Title \_\_\_\_\_ Number of Shares \_\_\_\_\_

Spouse Name (indicate N/A if single) \_\_\_\_\_

Spouse Social Security Number \_\_\_\_\_ Date of Birth \_\_\_\_\_

Title \_\_\_\_\_ Number of Shares \_\_\_\_\_

ROBIN OIL COMPANY  
AGUA MATRIZ

Is this Corporation or Limited Liability Company controlled by another Corporation?

Yes  No

If yes, give name of corporation and supply organizational chart  
ROBIN OIL COMPANY LARRY SEMIN & JANIS SEMIN ARE  
SOLE OWNERS, OFFICERS, DIRECTORS OF  
BOTH CORPORATIONS.

Indicate tax year with the IRS

Starting Date OCTOBER 1 Ending Date SEPTEMBER 30

Larry E. Semin  
Signature of President/Managing Member

John M. Clark  
Notary Public Signature & Seal

GENERAL NOTARY - State of Nebraska  
JOHN M. CLARK  
My Comm. Exp. July 29, 2011

Subscribed in my presence and sworn to before me this

30<sup>th</sup> day of APRIL, 2008

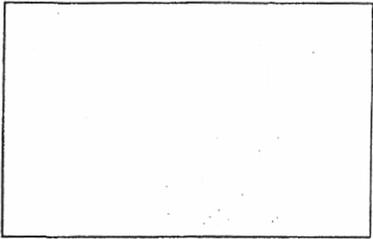
John M. Clark  
Notary Public Signature & Seal

GENERAL NOTARY - State of Nebraska  
JOHN M. CLARK  
My Comm. Exp. July 29, 2011

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**APPLICATION FOR LIQUOR LICENSE  
CORPORATION MANAGER - FORM 3b  
\*MUST BE A NEBRASKA RESIDENT\***

301 CENTENNIAL MALL SOUTH  
PO BOX 95046  
LINCOLN, NE 68509-5046  
PHONE: (402) 471-2571  
FAX: (402) 471-2814  
Website: [www.nol.org/home/NLCC/](http://www.nol.org/home/NLCC/)



**LIQUOR LICENSE INFORMATION**

NAME OF LICENSED CORPORATION AQUA MATIC, INC.  
CLASS & LICENSE NUMBER (CURRENTLY CLASS B #47707)  
TRADE NAME ROC'S STOP & SHOP  
STREET ADDRESS 2700 SOUTH STREET CITY LINCOLN

*Larry E. Semin, President*

**SIGNATURE OF CORPORATION PRESIDENT/CEO**

**APPLICANT INFORMATION (MUST BE 21 OR OVER AND NEBRASKA RESIDENT)**

NAME LARRY E SEMIN  
ADDRESS 3442 OLD DOMINION ROAD  
CITY LINCOLN STATE NE ZIP CODE 68516  
HOME PHONE NUMBER 402-421-1769 BUSINESS PHONE NUMBER 402-304-1944  
SEX  MALE  FEMALE SOCIAL SECURITY NUMBER \_\_\_\_\_  
DATE OF BIRTH \_\_\_\_\_ PLACE OF BIRTH LINCOLN, NE.  
DRIVERS LICENSE NUMBER & STATE \_\_\_\_\_ NEBRASKA

**SPOUSES INFORMATION (IF NOT MARRIED INDICATE)**

SPOUSE NAME JANIS M. SEMIN  
SOCIAL SECURITY NUMBER \_\_\_\_\_ DATE OF BIRTH \_\_\_\_\_  
DRIVERS LICENSE NUMBER & STATE \_\_\_\_\_ NEBRASKA

**1. READ CAREFULLY. ANSWER COMPLETELY AND ACCURATELY.**

Has anyone who is a party to this application, or their spouse, EVER been convicted of or plead guilty to any charge. Charge means any charge alleging a felony, misdemeanor, violation of a federal or state law; a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.

YES  NO

If yes, please explain below or attach a separate page.

2. Have you or your spouse ever made application for any liquor license or manager for any liquor license? **IF YES**, for what premise give license number and date.

YES  NO

ROBIN INC 1449 N. 56<sup>th</sup> # 26082 (1993)  
 MISSION 3 LLC 110 W. 2<sup>nd</sup> Street # 65821 (2001)  
 AQUA BATH INC 2700 South St. # 47707 (2011)  
 ROBIN 5757 So. 85<sup>th</sup> # 75568 (2007)

3. Have you or your spouse ever made a compromise settlement for violation of such laws?

YES  NO

4. Do you, as a manager, have all the qualifications required by any person entitled to hold a Nebraska Liquor License?

Nebraska Liquor Control Act (§53-131.01)

YES  NO

5. Have you filed fingerprint cards and **PROPER FEES** (if check, make out to the NE State Patrol), with this application?

YES  NO (ON RECORD)

**RESIDENCES FOR THE PAST 10 YEARS, APPLICANT AND SPOUSE MUST COMPLETE**

APPLICANT: CITY & STATE	YEAR FROM	YEAR TO	SPOUSE: CITY & STATE	YEAR FROM	YEAR TO
HARRY SEMIN			JANIS SEMIN		
3442 OLD DOMINION ROAD-LINCOLN NE	2001	2008	3442 OLD DOMINION ROAD LINCOLN NE	2001	2008
6411 CANNONDALE CT. LINCOLN NE	1996	2001	6411 CANNONDALE CT. LINCOLN NE	1996	2001

**EMPLOYERS - LIST LAST TWO EMPLOYERS**

MONTH/YEAR FROM	MONTH/YEAR TO	NAME OF EMPLOYER	NAME OF SUPERVISOR	TELEPHONE NUMBER
1980	RETIRED 2007	SEMIN CONSTRUCTION	SELF	402-421-1769
1978	1980	RE MAX REALTORS	GENE WARD	402-434-3825

**PERSONAL OATH AND CONSENT OF INVESTIGATION  
MUST BE SIGNED BY APPLICANT & SPOUSE**

The above individual(s), being first duly sworn upon oath, deposes and states that the undersigned is the applicant and/or spouse of applicant who makes the above and foregoing application, that said application has been read and that the contents thereof and all statements contained therein are true. If any false statement is made in any part of this application, the applicant(s) shall be deemed guilty of perjury and subject to penalties provided by law. (Sec. §53-131.01) Nebraska Liquor Control Act.

The undersigned applicant hereby consents to an investigation of his/her background including all records of every kind and description including police records, tax records (State and Federal), and bank or lending institution records, and said applicant and spouse waive any rights or causes of action that said applicant or spouse may have against the Nebraska Liquor Control Commission and any other individual disclosing or releasing said information to the Nebraska Liquor Control Commission. If spouse has NO interest directly or indirectly, an affidavit of non participation may be attached.

The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete, inaccurate, or fraudulent.

*Kary E. Semen*  
\_\_\_\_\_  
Signature of Applicant

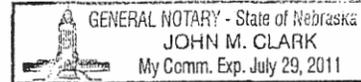
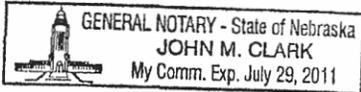
*Janis M. Semen*  
\_\_\_\_\_  
Signature of Spouse

Subscribed in my presence and sworn to before me this 30<sup>th</sup>  
day of APRIL 2008.

Subscribed in my presence and sworn to before me this 30<sup>th</sup>  
day of APRIL 2008.

*John M. Clark*  
\_\_\_\_\_  
Notary Signature & Seal

*John M. Clark*  
\_\_\_\_\_  
Notary Signature & Seal



Page 1

Articles of Incorporation  
of  
Aqua Matic, Inc.  
Lincoln

1173  
-986-

Filing 50.00  
Recording 7.00

perpetual

R.A.  
M. E. Whitehead  
2537 Randolph St.  
Lincoln

Receipt No. B52691

STATE OF NEBRASKA )  
SECRETARY'S OFFICE ) JUL 15 1970

Received and filed for record  
and recorded on film roll No. 58  
Misc at page 979

*Frank Marsh*  
Secretary of State

INDEXED  
MICROFILMED  
RECORDED

## Page 2

## ARTICLES OF INCORPORATION

OF

AQUA MATIC, INC.

The undersigned, one or more natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Nebraska Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is AQUA MATIC, INC., hereinafter referred to as the Corporation.

Article II

The address of the Registered Office of the Corporation shall be 2537 Randolph Street, in the City of Lincoln, Lancaster County, State of Nebraska. The name of its initial registered agent is M. E. WHITEHEAD at such address.

Article III

The nature of the business, and the objects and purposes to be transacted, promoted, or carried on by the Corporation are to do any and all things hereinafter mentioned and set forth, or necessary or incidental thereto, as fully and to the same extent to all intents and purposes as a natural person might or could do, viz.:

(1) To engage in the businesses of washing, cleaning, polishing, lubricating, repairing, storing and otherwise servicing and caring for vehicles of all kinds; of leasing, owning, managing, supervising and supplying of motor fuel service stations and vehicle washing facilities; of buying, selling, and otherwise dealing in personal property of all kinds, including gasoline, oils, greases, and other petroleum products and motor fuels of all kinds, motors, tires, batteries, and all kinds of vehicle supplies, parts, repairs, accessories and improvements, chemicals, fertilizers; house, farm, and business equipment, products, tools, fixtures, appliances, foods, and sundries of all kinds.

1174

~~975~~

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(2) To purchase, lease, acquire, hold, use, develop, own, sell, mortgage, pledge, convey, dispose of, rent, exchange, and/or improve in any manner deemed expedient, real and personal property, either or both, including equipment and machinery of all types, or any rights, interests, or estates therein, as a part of the principal business of the Corporation or in connection with the transaction of the business of the Corporation and/or incidental, necessary, convenient, or useful thereto.

(3) To engage in the manufacture and sale of equipment, goods, products, and merchandise of any kind and nature whatsoever; and to engage in the business of rendering commercial services of any kind.

(4) To acquire by purchase, subscription, contract, or otherwise, and to hold, own, vote, sell, exchange, mortgage, pledge, or otherwise dispose of, or turn to account or realize upon and generally deal in and with, the stocks and securities of this Corporation or any other Corporation, or any political or corporate entity, including, but not by way of limitation, securities issued by any government, state, county, municipality, school district, drainage district, or any division or sub-division thereof, and stock of banks.

(5) To endorse or guarantee the payment of the principal and/or interest or dividends upon stocks, bonds, obligations or other securities or evidence of indebtedness, and to guarantee the performance of contracts or other undertakings of any corporation, association, syndicate, individual, or others, or of any country, nation, or government or political authority in which this Corporation may be or become interested.

(6) To lend money and extend credit, with or without security, to any corporation, association, syndicate, partnership, joint venture, individual, or others.

(7) To cause to be formed, merged, or reorganized, or liquidated, and to promote, become a member or stockholder of, take charge of, manage, or aid in any way permitted by law, the formation, merger, liquidation, or reorganization of any corporation, partnership, joint venture, combination, organization, entity, or association, domestic or foreign.

(8) To engage in and carry on any other business which may conveniently be conducted in conjunction with the business of the Corporation.

(9) To purchase, lease, hire, or otherwise acquire, hold, own, construct, erect, improve, manage, and operate, and to aid and subscribe toward the acquisition, construction, or improvement of plants, mills, factories, works, buildings, machinery, equipment, and facilities, and any other property

## Page 4

or appliances which may appertain to or be useful in the conduct of the business of the Corporation.

(10) To purchase or otherwise acquire or hold any part of the good will, rights, property, and business of any person, partnership, firm, association, or corporation heretofore or hereafter engaged in any business similar to the business which the Corporation has the power to conduct and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights, property, and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation.

(11) To issue shares of its stock of any class in the manner permitted by law and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes, or other obligations of any nature and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful purposes, and to secure the payment thereof and of the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of this corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such stock, bonds, notes, or other obligations of the Corporation for any of its corporate purposes.

(12) To apply for, obtain, register, purchase, or otherwise acquire, hold, use, develop, lease, mortgage, pledge, grant licenses to and contract with reference to, sell, convey, assign and/or otherwise dispose of letters patent, patents, patent rights, inventions, improvements, processes, formulas, trademarks, trade names, copyrights, options, concessions, or rights, privileges, or contracts in relation thereto, in connection with the transaction of the business of the Corporation and/or incidental, necessary, convenient, or useful thereto.

(13) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, partner, joint venturer, or otherwise, either alone or through or in conjunction with any person, firm, partnership, association, or corporation.

(14) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches, and to maintain offices and agencies in any or all states, territories, districts, colonies, possessions, or dependencies of the United States of America and in foreign countries.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article III shall

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not be in any wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article in these Articles of Incorporation, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers; and generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to or conferred upon a corporation of this character by the laws of the State of Nebraska, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by the laws of said State, now or hereinafter in force.

### Article IV

The Corporation shall have and exercise all powers and rights granted to general business corporations under the laws of the State of Nebraska, and in addition thereto, all powers and rights not otherwise denied corporations by the laws of said State, as are necessary and convenient to the attainment of the objects set forth in Article III above, including but not limited to, the power to buy, sell, mortgage, or otherwise deal in all types of real and personal property, including all types of machinery and equipment; the power to invent, manufacture, repair, or alter any and all types of personal property; the power to improve, modify, and alter all types of real property; and the power to enter into contracts for and perform all types of personal services. The Corporation shall conduct its business in Nebraska, and in any other state of the United States of America, or its territories, or in foreign countries.

### Article V

The period of the Corporation's duration is perpetual.

### Article VI

The private property of the stockholders shall not be subject to the payment of Corporate debts to any extent whatsoever.

### Article VII

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock of a par value of One Dollar (\$1.00) per share. The holders of issued and outstanding stock shall have the following privileges and rights and shall be subject to the following restrictions:

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### A. Pre-emptive Rights.

The shareholders shall have pre-emptive rights to acquire unissued shares of the Corporation subject to the limitations set forth in the Nebraska Business Corporation Act, and subject also to the limitation that unissued stock of the Corporation may be issued in exchange for stock or assets of a going business or for property, other than money, appropriate for use in the Corporation's business without first offering shares to its shareholders.

### B. Authority to Issue New Stock and Declare Dividends.

Subject to the restrictions stated in the Articles of Incorporation, the Board of Directors shall have authority: To issue additional shares of stock until the total authorized stock has been issued; to accept such consideration therefor as is reasonable, but no less than par value; to issue stock dividends; to declare and pay dividends on the stock as described herein; and shall have such other rights and powers pertaining thereto as are necessary subject to the restrictions of the Articles of Incorporation and the laws of Nebraska.

### Article VIII.

The business and affairs of the Corporation shall be conducted by the officers and Directors. The number of Directors shall be not less than the minimum number allowed by law, the specific number to be fixed by the By-Laws of the Corporation. Directors need not be stockholders or residents of the State of Nebraska. Until the Directors are elected, the Incorporators shall have the direction of the affairs of the Corporation.

### Article IX

The original By-Laws of the Corporation shall be adopted by the stockholders of the Corporation. Thereafter, the Directors shall have the power, by the affirmative vote of a majority thereof, to make, alter or repeal the By-Laws of the Corporation; provided, however, that a majority of the stockholders at any regular or special meeting may make, alter, or repeal the By-Laws, and the Board of Directors shall not alter or repeal any By-Law which specifically provides that it shall not be amended or repealed by the Directors.

### Article X

In the absence of fraud, no contract or other transaction between the Corporation and any other person, corporation, firm, syndicate, association, partnership, or joint venture shall

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be wholly or partially invalidated or otherwise affected by reason of the fact that one or more Directors of the Corporation are or become Directors or officers of such other corporation, firm, syndicate, or association, or members of such partnership or joint venture, or are pecuniarily or otherwise interested in such contract or transaction provided that the fact such Director or Directors of the Corporation are so situated or so interested or both shall be disclosed or shall have been known to the Board of Directors of the Corporation or majority thereof. Any Director or Directors of the Corporation who is also a Director or officer of such other corporation, firm, syndicate, or association or member of such partnership or joint venture, or is pecuniarily or otherwise interested in such contract or transaction, may be counted for the purpose of determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction and in the absence of fraud, and as long as he acts in good faith, any such Director may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a Director or officer of such other corporation, firm, syndicate, or association, or a member of such partnership or joint venture, or pecuniarily or otherwise interested in such contract or transaction.

Article XI

There shall be no limit on the indebtedness of this Corporation.

Article XII

Distributions from capital surplus may be made and authorized by the Board of Directors if: (1) the Corporation is not insolvent and the distributions would not render the Corporation insolvent; (2) if all cumulative dividends accrued on all preferred and special classes of shares entitled to preferential dividends have been paid; and (3) if the distributions would not reduce the remaining net assets of the Corporation below the aggregate preferential amount payable in voluntary liquidations to holders of shares having preferential rights to assets. If the Corporation shall engage in the business of exploiting natural resources, dividends may be declared and paid in cash out of the depletion reserves.

Article XIII

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

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Article XIV

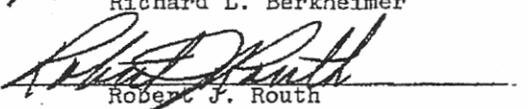
The names and street addresses of each of the incorporators are as follows:

Richard L. Berkheimer  
714 Stuart Building  
Lincoln, Nebraska

Robert J. Routh  
714 Stuart Building  
Lincoln, Nebraska

IN WITNESS WHEREOF, the incorporators do hereby execute these Articles of Incorporation.

  
Richard L. Berkheimer

  
Robert J. Routh

VA

PROOF OF PUBLICATION

AFFIDAVIT

State of Nebraska, Lancaster County, ss:

Robert L. Gant, being duly sworn, deposes and says that he is an editor and manager of The Daily Reporter, a legal daily newspaper printed, published and of general circulation in the County of Lancaster and State of Nebraska, and that the attached printed notice was published in the said newspaper once each week 3 successive weeks, the first insertion having been on the 23 day of July A. D., 1970, and thereafter on July 30 and August 6, 1970, and that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge.

FILED

Robert L. Gant

AUG 10 1970

Subscribed in my presence and sworn to

before me August 6, 1970

SECRETARY OF STATE

Bladep J. Ross Notary Public

Printer's Fee \$ 21.16

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Mason, Knudsen, Berkheimer & Endacott, Attorneys  
714 Stuart Building  
NOTICE OF INCORPORATION  
Notice of Incorporation is hereby given as follows:  
1. The name of the corporation is Aqua Matic, Inc.  
2. The address of the registered office is 2537 Randolph Street.  
3. The general nature of the business to be transacted is to engage in the businesses of washing, cleaning, polishing, lubricating, repairing, storing, and otherwise servicing and caring for vehicles of all kinds; of leasing, owning, managing, supervising and supplying of motor fuel service stations and vehicle washing facilities; of buying, selling, and otherwise dealing in personal property of all kinds, including gasoline, oils, greases, and other petroleum products and motor fuels of all kinds, motors, tires, batteries, and all kinds of vehicle supplies, parts, repairs, accessories and improvements, chemicals, fertilizers; house, farm, and business equipment, products, tools, fixtures, appliances, foods, and sundries of all kinds.  
4. The amount of capital stock authorized is \$100,000, consisting of 100,000 shares of \$1.00 par value to be paid in and at such times and on such conditions as may be determined from time to time by the Board of Directors and as permitted and required by law.  
5. The corporation commenced business on July 15, 1970, and is to have perpetual existence.  
6. The affairs of the corporation are to be conducted by the Board of Directors and by officers designated by the Board, including a President, Vice President, a Secretary and a Treasurer.  
AQUA MATIC, INC.  
Aug 6 (Thurs) July 23-30, Aug 6