

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE OF FACT OF GOOD STANDING**

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

BrooSAY, Inc.

is a  
Corporation

formed or registered on 03/14/2016 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20161181873 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 04/13/2016 that have been posted, and by documents delivered to this office electronically through 04/15/2016 @ 10:08:58 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 04/15/2016 @ 10:08:58 in accordance with applicable law. This certificate is assigned Confirmation Number 9603058 .



A handwritten signature in black ink that reads "Wayne W. Williams".

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*  
*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."*



Document must be filed electronically.  
Paper documents are not accepted.  
Fees & forms are subject to change.  
For more information or to print copies  
of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

Colorado Secretary of State  
Date and Time: 03/14/2016 01:05 PM  
ID Number: 20161181873  
Document number: 20161181873  
Amount Paid: \$50.00

ABOVE SPACE FOR OFFICE USE ONLY

**Articles of Incorporation for a Profit Corporation**  
filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

BrooSAY, Inc.

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the corporation's initial principal office is

Street address

8836 E. 96th Ave.

*(Street number and name)*

<u>Henderson</u>	<u>CO</u>	<u>80640</u>
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>
<u>United States</u>		
<i>(Province - if applicable)</i>		
<i>(Country)</i>		

Mailing address

(leave blank if same as street address)

*(Street number and name or Post Office Box information)*

*(City)*

*(State)*

*(ZIP/Postal Code)*

*(Province - if applicable)*

*(Country)*

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name

(if an individual)

Tsehaye

*(Last)*

Ruth

*(First)*

*(Middle)*

*(Suffix)*

or

(if an entity)

*(Caution: Do not provide both an individual and an entity name.)*

Street address

8836 E. 96th Ave.

*(Street number and name)*

Henderson

*(City)*

CO

*(State)*

80640

*(ZIP/Postal Code)*

Mailing address

(leave blank if same as street address)

*(Street number and name or Post Office Box information)*

*(City)*

CO

*(State)*

*(ZIP/Postal Code)*

*(The following statement is adopted by marking the box.)*

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name  
(if an individual) Tsehaye Ruth  
(Last) (First) or (Middle) (Suffix)

(if an entity) \_\_\_\_\_  
*(Caution: Do not provide both an individual and an entity name.)*

Mailing address 5721 S. Flanders Ct.  
*(Street number and name or Post Office Box information)*  
  
Aurora CO 80015  
*(City)* *(State)* *(ZIP/Postal Code)*  
United States .  
*(Province – if applicable)* *(Country)*

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

The corporation is authorized to issue 50,000 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

6. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

7. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

*(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)*

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
*(mm/dd/yyyy hour:minute am/pm)*

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

<u>Spencer-Keith</u> <i>(Last)</i>	<u>Rebecca</u> <i>(First)</i>	<u></u> <i>(Middle)</i>	<u></u> <i>(Suffix)</i>
<u>455 Sherman St.</u> <i>(Street number and name or Post Office Box information)</i>			
<u>Ste. 300</u>			
<u>Denver</u> <i>(City)</i>	<u>CO</u> <i>(State)</i>	<u>80203</u> <i>(ZIP/Postal Code)</i>	
<u>United States</u> <i>(Province - if applicable)</i>			
<u></u> <i>(Country)</i>			

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**ARTICLES OF INCORPORATION**  
*of*  
**BROOSAY, INC.**

THE UNDERSIGNED (a natural person at least eighteen (18) years of age), acting as the Incorporator of a corporation to be incorporated under the laws of the State of Colorado Business Corporation Act, adopts these Articles of Incorporation.

**ARTICLE I**  
**Name**

The name of the Corporation is BROOSAY, INC.

**ARTICLE II**  
**Authorized Capital**

The Corporation shall have authority to issue fifty thousand (50,000) shares of common stock with a value of \$.0001 per share.

**ARTICLE III**  
**Offices**

A. The street address of the initial registered office of the Corporation is 8836 East 96<sup>th</sup> Avenue, Henderson, Colorado 80640, and the name of the initial Registered Agent at that address is Ruth Tsehaye. The written consent of the initial registered agent to the appointment of such is set forth below.

B. The address of the Corporation's initial principal office is 8836 East 96<sup>th</sup> Avenue, Henderson, Colorado 80640.

**ARTICLE IV**  
**Incorporator**

The name and address of the incorporator is Ruth Tsehaye, 5721 South Flanders Court, Aurora, Colorado 80015.

## **ARTICLE V**

### **Purposes**

Notwithstanding anything herein to the contrary, this corporation is a single-purpose corporation, the single purpose being the operation of one or more 7-Eleven stores in accordance with one or more Franchise Agreements.

## **ARTICLE VI**

### **Preemptive Rights**

The Shareholders shall not have preemptive rights.

## **ARTICLE VII**

### **Quorum for Shareholders' Meetings**

Except as bylaws adopted by the Shareholders may provide for a greater quorum requirement, a majority of the outstanding shares shall constitute a quorum at any meeting of Shareholders. Except as bylaws adopted by the Shareholders may provide for a greater voting requirement and except as is otherwise provided by the Colorado Business Corporation Act with respect to action on amendment to these Articles of Incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the corporation, on the granting of consent to the disposition of property by an entity controlled by the Corporation, and on the dissolution of the Corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

## **ARTICLE VIII**

### **Franchise Requirements**

Notwithstanding anything herein to the contrary and unless otherwise required by state law, the sole shareholder(s) of this corporation shall be the "Franchisee(s)." For the purposes of this document, "Franchisee(s)" shall mean and include (a) the original signatory (ies), as franchisee, to the 7-Eleven Store Franchise Agreement(s) ["Franchise Agreement(s)"] intended to be, or having been, assigned to this corporation; and (b) anyone added as a franchisee by amendment to the Franchise Agreement(s); however, "Franchisee(s)" shall exclude anyone who was an original signatory or who was later added as a franchisee but who has subsequently been deleted as a franchisee by amendment to the Franchise Agreement(s). Further, each "Franchisee," during the time such person is a "Franchisee," and only while a "Franchisee," must be a shareholder of this corporation.

## **ARTICLE VIX** **Stock Certificates**

The following restrictive legend must appear clearly and legibly on each stock certificate:

“No shares of this corporation may be issued, encumbered, assigned, held or transferred except with the prior written consent of 7-Eleven, Inc., a Texas corporation, and no shares may be held by anyone other than the “Franchisee(s),” as defined in the Articles of Incorporation of this corporation. However, shares may be owned by the fiduciary of the estate of a deceased shareholder pending an approved transfer. These restrictions may not be amended, repealed or revoked except with the prior written consent of 7-Eleven, Inc.”

## **ARTICLE X** **Board of Directors**

A. The corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of, a Board of Directors.

B. The Directors shall be elected at each annual meeting of the Shareholders, provided that vacancies may be filled by election by the remaining Directors, though less than a quorum, or by the Shareholders at a special meeting called for that purpose. Despite the expiration of his or her term, a Director continues to serve until his or her successor is elected and qualifies.

C. The number of directors must be equal to the number of Franchisees who are parties to the Franchise Agreement with 7-Eleven, Inc. The initial Board of Directors is as follows:

Ruth Tsehaye

## **ARTICLE XI** **Cumulative Voting**

Cumulative voting shall not be permitted in the election of Directors.

## **ARTICLE XII** **Limitation on Director Liability**

A Director of the Corporation shall not be personally liable to the Corporation or to its Shareholders for monetary damages for breach of fiduciary duty as a Director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its Shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its Shareholders; (ii) acts or omissions not in good faith or which

involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 7-108-403 of the Colorado Business Corporation Act; or (iv) any transaction from which the Director directly or indirectly derived any improper personal benefit. If the Colorado Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification.

### **ARTICLE XIII Indemnification**

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that he is or was a director of the Corporation or, while serving as a director of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the Shareholders or Directors, contract, or otherwise, so long as such provision is legally permissible.

### **ARTICLE XIX Effective Date**

The existence of the Corporation shall begin on the time and date of filing by the Secretary of State, as evidenced by the Secretary's endorsement on the filed Articles.

### **ARTICLE XX Miscellaneous**

These Articles of Incorporation may not be revised, amended or repealed except with prior written consent of 7-Eleven, Inc., a Texas corporation.

**MINUTES OF AN ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS  
*of*  
BROOSAY, INC.**

The organizational meeting of the Board of Directors named in the Articles of Incorporation of BrooSay, Inc., was held on the 29th day of March, 2016 at 455 Sherman Street, Suite 300, Denver, Colorado at ten o'clock a.m., pursuant to a written Call and Waiver of Notice of the Organizational Meeting of Directors, signed by all of said Directors, fixing said time and place. The following Directors, being all of the Directors of said corporation, were present in person, to-wit:

Ruth Tsehaye

Upon motion duly made, seconded and unanimously carried, Ruth Tsehaye was chosen as Chairman of the meeting.

The Chairman presented to the meeting the written Call and Waiver of Notice of the Organizational Meeting of the Directors to the holding of the meeting, signed by all of the Directors above named. On motion duly made and seconded, it was ordered that this waiver and consent should be filed in the corporate minute book immediately preceding the minutes of this meeting.

The Chairman then reported that the Articles of Incorporation of BrooSay, Inc., which were e-filed with the Secretary of State, State of Colorado, on the 14th day of March, 2016, would be filed, along with the Certificate of Incorporation, in the corporate minute book.

The Chairman then submitted to the meeting a set of proposed By-Laws for the regulation of the affairs of the corporation. The same were then taken up and read and considered, clause-by-clause. On motion duly made and seconded, it was unanimously:

"RESOLVED, that the By-Laws submitted, read and considered at this meeting be, and the same hereby are, adopted as is for the By-Laws of this corporation, and that the Secretary be, and hereby is, instructed to attest the same and cause said By-Laws to be inserted in the corporate minute book immediately following the filed copy of the Articles of Incorporation."

The Chairman then presented to the meeting a form of stock certificate for the stock of the corporation. On motion duly made and seconded, it was unanimously:

"RESOLVED, that the form of stock certificate presented to this meeting hereby is adopted as and for the form of stock certificate to be used for this corporation.

FURTHER RESOLVED that the specimen form of stock certificate presented to this meeting be attested by the Secretary and filed in the corporate minute book immediately following the minutes of this meeting."

The Chairman then presented to the meeting a proposed form of corporate seal for the corporation in the form of two concentric circles. Between their circumferences, the name of the Corporation, BrooSAY, Inc., and within the inner circle the words "SEAL - COLORADO". An impression of the seal appears in the upper right-hand margin of this page.

Upon motion duly made and seconded, it was unanimously:

"RESOLVED, that the corporate seal in the form presented to this meeting with the words BROOSAY, INC., SEAL - COLORADO thereon, hereby is adopted as and for the seal of this Corporation."

A discussion was then held concerning the election of officers for the coming year. Thereupon, the following nominations were made and seconded:

President	Ruth Tsehaye
Vice President	Vacant
Secretary	Ruth Tsehaye
Treasurer	Ruth Tsehaye

There being no further nominations, the foregoing persons were unanimously elected to the offices set forth opposite their respective names.

The President and Secretary were duly authorized to select a bank or banks at which an account or accounts may be opened for the transaction of the business of the corporation and, upon motion duly made and seconded, the following resolution was unanimously approved:

"RESOLVED, that the President and Secretary are hereby authorized to open a checking account or accounts in the name of the corporation at such bank or banks in the State of Colorado as may be selected by the Directors; and checks drawn on such account or accounts shall be signed by the:

President or Secretary."

Upon motion duly made and seconded, the following resolution was unanimously approved:

"RESOLVED, that all borrowing by the Corporation be approved by the Board of Directors and all notes or other evidences of indebtedness so approved be signed by the President."

A discussion was held regarding the application for the transfer of ownership of a fermented malt beverage license to this corporation as a joint licensee with 7-Eleven, Inc. Upon motion duly made and seconded, the following resolution was unanimously approved:

"RESOLVED, that the President is authorized to take all steps necessary to secure a fermented malt beverage license on the premises at 8836 East 96<sup>th</sup> Avenue, Henderson, Colorado 80640."

The directors were informed that it was the wish of all persons interested in the formation of the corporation that 1,000 shares of stock of the Corporation be issued to Ruth Tsehay, the issue of the shares to be in exchange for \$1.00. Upon motion duly made and seconded, the following resolution was unanimously approved:

"RESOLVED that the officers of the corporation be and are hereby authorized, empowered and directed to issue and deliver 1,000 shares of stock in the corporation to Ruth Tsehay in exchange for \$1.00."

RESOLVED, that the following restrictive legend must appear clearly and legibly on each stock certificate:

"No shares of this corporation may be issued, encumbered, assigned, held or transferred except with the prior written consent of 7-Eleven, Inc., a Texas corporation, and no shares may be held by anyone other than the "Franchisee(s)," as defined in the Articles of Incorporation of this corporation. However, shares may be owned by the fiduciary of the estate of a deceased shareholder pending an approved transfer. These restrictions may not be amended, repealed or revoked except with the prior written consent of 7-Eleven, Inc."

After discussion, it was unanimously determined that the Treasurer shall cause to be established and kept properly posted at the principal office of the Corporation all proper books of account.

After discussion, it was unanimously determined that the Secretary shall cause to be established and kept properly posted at the principal office of the corporation a stock ledger, and the stock certificates shall be issued only with the signature of the President and Secretary. It was unanimously decided that, until further vote by the directors, the office of the corporation shall be located at such place as may be determined by the Board of Directors from time to time.

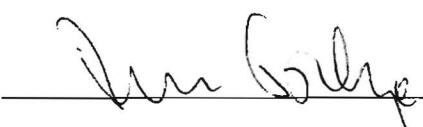
The President, Ruth Tsehay, presented to the Directors a Plan, whereby the investors in this company would be entitled to the benefits of Section 1244 of the Internal Revenue Code, and requested that the Plan be adopted so that all common stock of this company be issued in accordance with the requirements of said Plan, in order that the stock may qualify thereunder. Thereupon, upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that this company adopt the Plan presented to this meeting, a copy of which is attached hereto and incorporated as a part of these minutes, whereby the common stock of this company shall qualify as 'Section 1244 Stock', and the investors who are to be issued stock in accordance with the minutes hereinabove, shall

be entitled to the benefits of Section 1244 of the Internal Revenue Code; and

BE IT FURTHER RESOLVED that the common stock of this company be issued in accordance with the requirements of said Plan, in order that said stock may qualify as Section 1244 stock."

There being no further business to come before the meeting, the same was, upon motion duly made, seconded, and unanimously approved, adjourned.



Ruth Tsehay, Secretary

INCORPORATED UNDER THE LAWS OF

COLORADO

NUMBER  
1

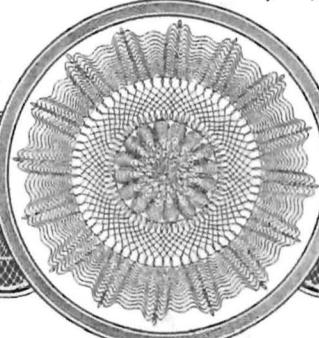
SHARES  
1,000

BrooSAY, Inc.

Shares are with .0001 par value

This Certifies that Ruth Tsehayé is the owner of  
One Thousand (1,000)\*\*\*\*\* Shares of the Capital Stock of  
BrooSAY, Inc. FULLY PAID AND  
NON-ASSESSABLE  
transferable only on the books of the Corporation by the holder hereof in  
person or by Attorney upon surrender of this Certificate properly endorsed.  
In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and its Corporate Seal to be hereunto affixed  
this 29TH day of MARCH A.D. 2016

Ruth Tsehayé  
President



Ruth Tsehayé  
Secretary

No shares of this corporation may be issued, encumbered, assigned, held or transferred except with the prior written consent of 7-Eleven, Inc., a Texas corporation, and no shares may be held by anyone other than the "Franchisee(s)," as defined in the Articles of Incorporation of this corporation. However, shares may be owned by the fiduciary of the estate of a deceased shareholder pending an approved transfer. These restrictions may not be amended, repealed or revoked except with the prior written consent of 7-Eleven, Inc.



of the Capital Stock represented by the within  
Certificate, and do hereby irrevocably constitute and appoint  
Attorney

to transfer the said Stock on the books of the within named Corporation with full power of substitution in the premises:

Dated \_\_\_\_\_ 20\_\_\_\_

*In presence of*

**NOTICE THE SIGNATURE OF THIS ASSIGNMENT  
MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE  
FACE OF THE CERTIFICATE, IN EVERY PARTICULAR, WITHOUT  
ALTERATION OR ENLARGEMENT, OR ANY CHANGE, WHATEVER.**