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2009 FEB 12 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** SJS #1, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Syed Jamal Shah

Name (Printed or typed)

15201 S. Dixie Highway

Address

Palmetto Bay, FL 33157

City, State & Zip

786-457-4741

Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 3, 2009

SYED JAMAL SHAH  
15201 S. DIXIE HWY  
PALMETTO BAY, FL 33157

SUBJECT: SJS #1 INC.  
Ref. Number: W09000005284

We have received your document for SJS #1 INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Bylaws are not filed with this office. Please retain them for your records.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 609A00003877

FILED

2009 FEB 12 PM 4: 42

## **ARTICLES OF INCORPORATION**

### **ARTICLES OF INCORPORATION OF SJS #1 INC.**

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

#### **ARTICLE I NAME**

The name of the corporation shall be SJS #1 INC.

#### **ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

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 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.

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 III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share. Both preemptive rights and cumulative voting must be prohibited.

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 IV ADDRESS**

The street address of the initial office of the corporation shall be 15201 S. Dixie Highway, and the name of the initial Registered Agent for the corporation at that address is Syed Jamal Shah. 15201 S. Dixie Highway, Palmetto Bay, FL 33157.

#### **ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### **ARTICLE VIII SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Syed Jamal Shah

ARTICLE X INCORPORATOR

The name and address of the incorporator is: Syed Jamal Shah, 15201 S. Dixie Highway, Palmetto Bay, FL 33157. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 11<sup>th</sup> day of February, 2009.

Syed Jamal Shah  
Incorporator: Syed Jamal Shah Registered Agent.

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was executed and acknowledged before me this 11 day of February, 2009, by Syed Jamal Shah.

Ana M. Mendoza Notary Public (SEAL)  
State of Florida  
My Commission Expires: Aug 5 2012

