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SECRETARY OF STATE
TALLAHASSEE, FL 09104

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AND
FILED

2/16

COVER LETTER

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

SUBJECT: SIMAR, 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 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Tax Management Services, LLC.

Name (Printed or typed)

1224 7th Street South

Address

Nampa, ID 83951

City, State & Zip

(208) 467-1826

Daytime Telephone number

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

ARTICLES OF INCORPORATION OF

SIMAR, INC.

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of the corporation shall be "SIMAR, INC."

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE AND POWERS

Section 1. The purpose for which this Corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purpose including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV

AUTHORIZED SHARES

Section 1. NUMBERS. The aggregate number of shares of common stock, which the Corporation shall have the authority to issue, is 100 shares. The stock shall have a \$1 Par Value.

Section 2. DIVIDENDS. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. STOCK NONASSESSABLE. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

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TALLAHASSEE, FLORIDA

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AND
FILED

Section 4. VOTING POWER. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE V

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of the Corporation, whenever now or hereafter authorized, or to obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI

REGISTERED OF

The address of the initial registered office of the Corporation is 10801 W. Colonial Drive, Ocoee, FL 34761 and the name of its initial registered agent is **Baljit Kaur Dhatt**

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the By-Laws. The number of Directors constituting the initial Board of Directors is (two) 1 and the name and address of the persons who are to serve as Directors until the first annual meeting or until their successors are elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Baljit Kaur Dhatt	2357 S. Petra Ave, Boise, Idaho 83709

ARTICLE VIII

INCORPORATOR

Baljit Kaur Dhatt	2357 S. Petra Ave., Boise, Idaho 83709
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ARTICLE IX

SPECIAL PROVISIONS

Section 1. The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

Section 2. Notwithstanding anything herein to the contrary and unless otherwise required by state law, the sole shareholders of this corporation shall be the "Franchisees." For purposes of this document, "Franchisees" shall mean and include (a) the original signatory, as franchisee, to the 7-Eleven Store Franchise Agreements ("Franchise Agreement") intended to be, or having been, assigned to this corporation; and (b) anyone added as a franchisee by amendment to the Franchise Agreements; however, "Franchisees" 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 Agreements. Further, each "Franchisee" during the time such person is a "Franchisee," and only while a "Franchisee," must be a shareholder of this corporation.

Section 3. Notwithstanding anything herein to the contrary, this corporation is a single-purpose corporation, the single purpose being this operation of one or more 7-Eleven stores in accordance with one or more Franchise Agreements.

Section 4. 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 "Franchisees," 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."

Section 5. These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

Section 6. Both preemptive rights and cumulative voting must be prohibited.

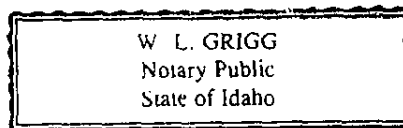
Baljit Kaur Dhatt
Baljit Kaur Dhatt

State of Idaho)
 :SS
County of Canyon)

On this 19th day January, 2009, before me the undersigned notary public in and for the State of Idaho, personally appeared Baljit Kaur Dhatt, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal, the day and year above written herein.

W. L. Grigg
W. L. Grigg
Notary Public for Idaho



Residing at Nampa
My commission expires: 08/29/2012

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