

PD90000/5078

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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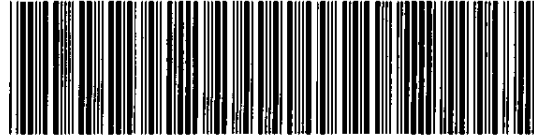
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
2/17

1009-7386

COVER LETTER

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

SUBJECT: PRAYOSHA USA 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: TUSHAR SHAH

Name (Printed or typed)

2110 9TH ST. N.

Address

ST. PETERSBURG, FL 33704

City, State & Zip

727-735-3278

Daytime Telephone number

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

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

PRAYOSHA USA INC.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

PRINCIPAL OFFICE: 2110 9TH STREET N., ST. PETERSBURG, FL 33704

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL BUSINESS ACTIVITY PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE IV SHARES

The number of shares of stock is:

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE CENT \$0.01 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

TUSHAR SHAH
2121 PARK STREET N.
ST. PETERSBURG, FL 33710

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

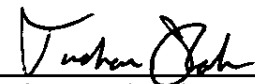
TUSHAR SHAH
2121 PARK STREET N.
ST. PETERSBURG, FL 33710

ARTICLE VII INCORPORATOR

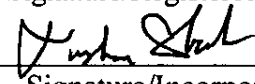
The name and address of the Incorporator is:

TUSHAR SHAH
2121 PARK STREET N.
ST. PETERSBURG, FL 33710

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent



Signature/Incorporator

2/10/09

Date

2/10/09

Date

ARTICLES OF INCORPORATION OF PRAYOSHA USA INC.

ARTICLE VIII - POWERS OF CORPORATION

THE CORPORATION SHALL HAVE THE SAME POWERS AS AN INDIVIDUAL TO DO ALL THINGS NECESSARY OR CONVENIENT TO CARRY OUT ITS BUSINESS AND AFFAIRS, SUBJECT TO THE LIMITATIONS OR RESTRICTIONS IMPOSED BY APPLICABLE LAW OR THESE ARTICLES OF INCORPORATION.

ARTICLE IX - TERMS OF EXISTENCE

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE X - EFFECTIVE DATE

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE IMMEDIATELY UPON APPROVAL OF THE SECRETARY OF STATE, STATE OF FLORIDA.

ARTICLE XI - BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII - AMENDMENTS

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR IN ANY AMENDMENT HERETO, OR TO ADD ANY PROVISION TO THESE ARTICLES OF INCORPORATION OR TO ANY AMENDMENT HERETO, IN ANY MANNER NOW OR HEREAFTER PRESCRIBED OR PERMITTED BY THE PROVISIONS OF ANY APPLICABLE STATUTE OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO ARE GRANTED SUBJECT TO THIS RESERVATION.

SUPPLEMENTAL PROVISIONS/ INFORMATION

(a) 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

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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.

(b) 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.

(c) 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."

(d) THESE ARTICLES OF INCORPORATION MAY NOT BE REVISED, AMENDED OR REPEALED EXCEPT WITH THE PRIOR WRITTEN CONSENT OF 7-ELEVEN, INC., A TEXAS CORPORATION.

(e) BOTH PREEMPTIVE RIGHTS AND CUMALATIVE VOTING MUST BE PROHIBITED.

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