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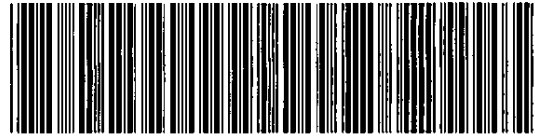
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Certificates of Status

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09 SEP -2 AM 10:11  
TALLAHASSEE, FLORIDA  
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Amend MC  
News  
9-3-09

Law Offices of  
**R. PATRICK PHILLIPS**

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R. PATRICK PHILLIPS  
Board Certified  
Aviation Law Attorney

200 N. Thornton Avenue  
Orlando, Florida 32801

August 31, 2009

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Sadie's Place, Incorporated

Dear Sir/Madam:

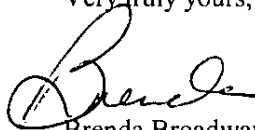
Please find enclosed the following documents:

1. Articles of Amendment to Articles of Incorporation  
of Sadie's Place, Incorporated
2. Our Firm's check in the amount of \$43.75:
  - (1) Filing fee \$35.00
  - (2) Certified copy \$8.75

For your convenience, I have enclosed a self-addressed, stamped envelope so you could forward, back to me, the certified copy of the Articles of Amendment of to Articles of Incorporation.

Thanking you in advance for your assistance in this matter.

Very truly yours,



Brenda Broadway, Assistant to  
R. Patrick Phillips, Esquire

bwb  
enc.

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

**SADIE'S PLACE, INCORPORATED**  
Document Number: P09000023185

**FILED**  
09 SEP -2 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida corporation, for profit, adopts the following amendments to its Articles of Incorporation:

**ARTICLE I – Name:** The name of the corporation is SADIE'S PLACE, INC.

**ARTICLE III – Purposes:** This Corporation is organized for the purpose of transacting any or all lawful business pursuant to the provisions of Chapter 607, Florida Statutes.

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 IV – Capital Stock:** The maximum number of shares this corporation is authorized to issue is 7,500 shares of Common Stock, each having a par value of \$1.00. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which the shareholders have the right to vote. Both preemptive rights and cumulative voting is prohibited.

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.

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 V - Registered Agent:** The name and Florida Street address of the registered agent is:

JANELL M. PAYNE  
518 Gerry Court  
St. Cloud, Florida 34771

The registered agent shall be a franchisee of the 7-Eleven store Franchise Agreement intended to be or having been, assigned to this corporation.

**ARTICLE VII- Initial Board of Directors:** The Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the ByLaws, but never less than one. The number of directors constituting the initial Board of Directors shall equal the number of franchisees who are parties to the 7-Eleven store Franchise Agreement intended to be or having been, assigned to this corporation, and each franchisee must be an initial director.

The initial directors are:

JANELL M. PAYNE  
518 Gerry Court  
St. Cloud, Florida 34771

SHIRLI A. LEWIS  
2224 Eastbrook Blvd.  
Winter Park, Florida 32792

**ARTICLE X – Articles of Incorporation:** These Articles of Incorporation may not be revised, amended or repealed except that the prior written consent of 7-Eleven, Inc., a Texas corporation. Both preemptive rights and accumulative voting must be prohibited.

**ARTICLE XI – Adoption of Amendments:** These amendments were adopted on the 24 day of August, 2009, by the Board of Directors without shareholder action and shareholder action was not required.

**IN WITNESS WHEREOF,** the undersigned directors being the initial directors and all of the directors of the corporation have executed these Articles of Amendment to the Articles of Incorporation this 24 day of August, 2009.

  
JANELL M. PAYNE, Director

  
SHIRLI A. LEWIS, Director