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*Amended And  
Restated Act*

FILED  
10 OCT - 1 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Roberts OCT 04 2010

Department of State  
Division of Corporations  
Amendment Section  
PO Box 6327  
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for Hutch Enterprises II Inc

Dear Sir or Madame:

Enclosed are the Amended and Restated Articles of Incorporation for Hutch Enterprises II Inc, dated September 28, 2010, together with a check in the amount of \$35.00 for payment of the associated filing fee.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
HUTCH ENTERPRISES II INC**

**FILED**  
10 OCT -1 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Hutch Enterprises II Inc adopts these Amended and Restated Article of Incorporation and does hereby certify:

**FIRST:** The name of the corporation is Hutch Enterprises II Inc (the "Company")

**SECOND:** These Amended and Restated Articles of Incorporation shall replace and supersede in their entirety the Company's initial articles of incorporation, as amended.

**THIRD:** These Amended and Restated Articles of Incorporation contain an amendment to the Articles of Incorporation of the Company. The amendments were adopted and approved by all the holders of the voting common stock of the Company on September 28, 2010, by written consent without a meeting. The number of votes cast for the amendment by the holders of the voting common stock was sufficient for approval.

**FOURTH:** The Articles of Incorporation of the Company are amended and restated in their entirety to read as follows:

**ARTICLE I. NAME**

The name of the corporation is: HUTCH ENTERPRISES II INC

**ARTICLE II. PRINCIPAL OFFICE LOCATION AND MAILING ADDRESS**

The principle place of business address:

3603 S FALKENBURG RD  
RIVERVIEW, FL 33578

The mailing address of the corporation is:

12608 LAKE VISTA DR  
GIBSONTON, FL 33534

**ARTICLE III. PURPOSE**

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 of capital stock that the Company is authorized to issue and have outstanding at any time is 1,000 shares of voting common stock having a par value of \$.01.

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."

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.

Shareholders do not have a preemptive right to acquire the corporation's unissued shares or the corporation's treasury shares, nor do shareholders have a right to cumulate their votes.

#### **ARTICLE V. REGISTERED AGENT**

The name and Florida street address of the current registered agent and registered office are:

Michael R. Hutchinson  
12608 Lake Vista Drive  
Gibsonton, Florida 33534

**ARTICLE VI. INCORPORATOR**

The name and address of the incorporator was:

Michael Hutchinson  
12608 Lake Vista Drive  
Gibsonton, Florida 33534

**ARTICLE VII. BOARD OF DIRECTORS**

The corporation shall have only one director. The name and street address of the sole director is:

Michael Hutchinson  
12608 Lake Vista Drive  
Gibsonton, Florida 33534

**ARTICLE VIII. AMENDMENT OF ARTICLES OF INCORPORATION**

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

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**FIFTH:** These Amended and Restated Articles of Incorporation will become effective when they are filed with the Florida Department of State.

**Executed:** September 28, 2010

**HUTCH ENTERPRISES II INC**

By: Michael Hutchinson  
**Michael Hutchinson**  
President