

OCT-29-2010 11:10

MCCARTHY SUMMERS

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P10000082450

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SANDHU ENTERPRISES, INC.**

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*Amended & Restated*

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October 29, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SANDEU ENTERPRISES, INC.  
50 KINDRED ST SUITE 303  
STUART, FL 34994

SUBJECT: SANDEU ENTERPRISES, INC.  
REF: P10000082450

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return 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) 245-6906.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H10000235517  
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RECEIVED  
10 OCT 29 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SANDHU ENTERPRISES, INC.**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, Sandhu Enterprises, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated 27 Oct, 2010.

2. The Amended and Restated Articles of Incorporation set forth herein were approved by the shareholders of the outstanding shares of common stock of the Corporation on Oct. 27, 2010, and the number of votes cast were sufficient for approval.

3. The Articles of Incorporation, as amended, in effect as of this date are amended as set forth herein in the following respects:

- a. The article concerning the nature of the Corporation's business is amended in certain respects.
- b. The article concerning capital stock is amended in certain respects.
- c. The article concerning the initial registered agent and office is amended in certain respects.
- d. Articles VII, VIII and IX regarding the Initial Board of Directors, and the Initial Officers, respectively, are amended in certain respects.
- e. Article X regarding Amendments is added.
- f. Article XI regarding the Preemptive Rights and Cumulative Voting is added.

4. Each share of common stock of the Corporation, par value \$1.00 per share, which is currently outstanding shall automatically be converted to one share of Class A Voting Common Stock, par value \$1.00 per share, after the filing of the within Amended and Restated Articles of Incorporation.

5. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments.

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of Sandhu Enterprises, Inc., a Florida corporation, are hereby amended and restated as follows:

**ARTICLES I**  
**CORPORATION NAME**

The name of the Corporation is:  
**SANDHU ENTERPRISES, INC.**

**ARTICLE II**  
**TERM OF EXISTENCE**

The period of its duration is: The Corporation shall have perpetual existence.

**ARTICLE III**  
**NATURE OF BUSINESS**

The purpose of the Corporation is: 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 authorized shares of this Corporation is: Ten Thousand (10,000) shares of Class A common stock having a par value of One Dollar (\$1.00) per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

Notwithstanding anything herein to the contrary and unless otherwise required by state law, the sole shareholder(s) of this Corporation shall be the "Principal(s)." For purposes of these Articles of Incorporation, "Principal(s)" shall mean and include (a) the original signatory(ies), as Principal, 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 Principal by amendment to the Franchise Agreement(s); however, "Principal" shall exclude anyone who was an original signatory or who was later added as a Principal but who has subsequently been deleted as a Principal by amendment to the Franchise Agreement(s).

Certificates representing shares of the Corporation's capital stock shall bear the following legend:

"No shares of this corporation may be issued, encumbered, assigned, held or transferred except with prior written notice to 7-Eleven Inc., and no shares may be held by anyone other than the "Principal(s)," as defined in the Entity Franchise Amendment 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 without providing at least thirty (30) days prior written notice to 7-Eleven, Inc."

**ARTICLE V**  
**REGISTERED AGENT**

The address of the initial registered office of this Corporation is:

1397 SW 24<sup>th</sup> LANE  
PALM CITY, FL 34990

and the name of its initial registered agent at such address is:

HARPAL S. SANDHU

**ARTICLE VI**  
**PRINCIPAL PLACE OF BUSINESS**

Address of the principal place of business is:

1397 SW 24<sup>th</sup> LANE  
PALM CITY, FL 34990

**ARTICLE VII**  
**INITIAL DIRECTOR**

The number of directors constituting the initial Board of Directors of the Corporation is: ONE (1) and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successor(s) is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
HARPAL S. SANDHU	1397 SW 24 <sup>th</sup> LANE PALM CITY, FL 34990

**ARTICLE IX**  
**INITIAL OFFICERS**

The person or persons named below as Initial Officers shall hold their respective offices for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first:

PRESIDENT	HARPAL S. SANDHU
SECRETARY	HARPAL S. SANDHU
TREASURER	HARPAL S. SANDHU

**ARTICLE X**  
**AMENDMENTS**

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 XI**  
**PREEMPTIVE RIGHTS; CUMULATIVE VOTING**

Shareholders of the Corporation shall not have preemptive rights to acquire their pro rata share of stock of the Corporation. Cumulative voting rights of shareholders are prohibited.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed the foregoing Amended and Restated Articles of Incorporation, this 27th day of October, 2010.

Harpal S. Sandhu  
HARPAL S. SANDHU, President

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with said Act:

That SANDHU ENTERPRISES, INC.

desiring to be organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Stuart, County of Martin, State of Florida, has named HARPAL S. SANDHU located at 1397 SW 24<sup>th</sup> LANE, PALM CITY, FL 34990, of Martin County, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 27 day of October, 2010.

  
HARPAL S. SANDHU

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