

PI 0000084293

(Requestor's Name)

Rajiv Shah

5216 Misty Morn Road

Palm Beach Gardens, FL 33418

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100186345831

10/14/10--01006--007 **78.75

FILED
OCT 14 PM 2:49
TALLAHASSEE, FLORIDA

T. Burch OCT 15 2010

**ARTICLES OF INCORPORATION
OM SHRI RETAILS, INC.**

ARTICLE I. NAME

The name of this corporation is OM SHRI RETAILS, INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

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 III. POWERS

This corporation shall have the following powers, in addition to all those powers granted by law:

- a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d. To lend money to, and use its credit to assist its officers and employees in accordance with law.
- e. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any part of its property, franchises and income.
- f. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- g. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

SECRETARY OF STATE
ALLIANCE OF FAMILIES

OCT 14 PM 2:49

FILED

- 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 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) 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 VIII. OFFICERS

The corporation shall have the following offices and officers initially, which may be changed by the Board of Directors or by the shareholders at any time:

President Rajiv Shah

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and addresses of the initial directors of this corporation are:

Rajiv Shah

5216 Misty Morn Road

Palm Beach Gardens, FL 33418

ARTICLE X. CUMULATIVE VOTING FOR DIRECTORS

- h. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- i. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV. CORPORATE EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The address of the principal office of the corporation is:

**5216 Misty Morn Road
Palm Beach Gardens, FL 33418**

ARTICLE VI. REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and the registered address of the corporation are:

**Rajiv Shah
5216 Misty Morn Road
Palm Beach Gardens, FL 33418**

ARTICLE VII. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock having a par value of \$.01 per share. The initial shareholders of the corporation shall be:

	<u>shares</u>
Rajiv Shah	1,000

Any and all cumulative voting rights are hereby prohibited.

ARTICLE XI. PREEMPTIVE RIGHTS

Any and all preemptive rights are hereby prohibited.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII. AMENDMENT


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 XIV. INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:


Rajiv Shah
5216 Misty Morn Road
Palm Beach Gardens, FL 33418

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of October 2010.


Rajiv Shah

ACCEPTANCE OF REGISTERED AGENT

I hereby acknowledge that I am familiar with my duties and responsibilities as Registered Agent of OM SHRI RETAILS, INC., and I hereby accept said duties and responsibilities and agree to serve as Registered Agent of the corporation.



Rajiv Shah.

REGISTERED AGENT

FILED
2010 OCT 14 PM 2:49
CLERK OF STATE
TALLAHASSEE, FLORIDA