# PIIOMOS390

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SECRETARY OF STATE DIVISION OF CORPORATIONS

PS 7/21/11

Enclosed you will find a check in the amount of . This payment includes the following:

Filing Fee: \$35
Designation of RA \$35
Cortified Copy 2 \$17.50
Cortificate of Status-1 \$8.75
Total

7.

any questions, please call me at 407-721-7110.

Thanks Zahid

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

## ARTICLES OF INCORPORATION 11 JUL 20 AM 10: 56 OF NPS Enterprises Corp.

#### ARTICLE I-Name

The name of the corporation formed pursuant to these Articles of Incorporation is NPS Enterprises Corp.

#### **ARTICLE II-Duration**

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

#### **ARTICLE III-Purpose**

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.

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 corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

#### **ARTICLE V-Registered Agent and Corporate Address**

The street address of the registered agent of the corporation is as follows:

537 Loyola Cir #29101 Orlando, FL 32828 The name of the registered agent of the corporation is:

Zahid Sadiq

The street address of the corporate offices shall be:

1823 South Orange Ave Orlando, FL 32806

#### **ARTICLE VI-Board of Directors**

The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial director follows:

Zahid Sadiq 537 Loyola Cir#29101 Orlando, FL 32828

#### **ARTICLE VII-Incorporator**

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

Zahid Sadiq 537 Loyola Cir #29101 Orlando, FL 32828

#### **ARTICLE VIII-Bylaws**

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

#### **ARTICLE IX-No Pre-emptive Rights**

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."

These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

Both preemptive rights and cumulative voting must be prohibited.

#### **ARTICLE X-Indemnification**

The corporation shall indemnify any other officer or director or any former officer or director to the full extent permitted by law.

#### **ARTICLE XI-No Cumulative Voting**

Shareholders do not have the right to cumulate their votes for the voting of directors.

#### ARTICLE XII-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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of JULY, 2011.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

11 JUL 20 AM 10: 57

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is NPS Enterprises Corp.

2. The name and address of the registered agent and office is Zahid Sadiq, 1823 South Orange Ave, Orlando, Florida 32806.

**DATED July 12, 2011** 

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

**DATED July 12, 2011** 

Zahid Sadiq