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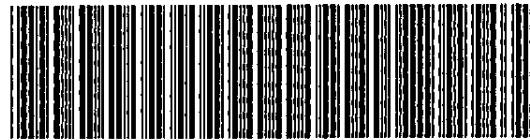
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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# *Saxon & Chakhtoura, P.A.*

ATTORNEYS AND COUNSELORS AT LAW

111 SOUTH SCOTT ST. • MELBOURNE, FL 32901 • (321) 727-2545 • FAX (321) 727-2549 • [saxonchakhtoura@cfl.rr.com](mailto:saxonchakhtoura@cfl.rr.com)



BENJAMIN Y. SAXON  
RAYMONDA CHAKHTOURA

October 7, 2011

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314  
850/245-6052, Office

IN RE:           A&C HUTCH, INC.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of the above-named corporation for filing. Also enclosed you will find our check in the amount of \$78.75 to cover the following fees:

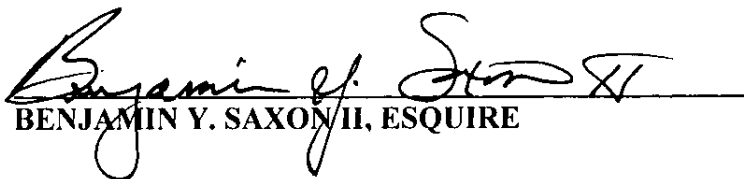
Filing Fee & Registered Agent	\$70.00
Certified Copy	<u>8.75</u>
<b>TOTAL</b>	<b>\$78.75</b>

Please return the certified copy and proof of filing to this office in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this request.

Sincerely yours,

**LAW OFFICES OF SAXON & CHAKHTOURA, P.A.**  
**Attorneys & Counselors at Law**

  
BENJAMIN Y. SAXON II, ESQUIRE

BYS/mbh  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**A&C HUTCH, INC.**

11 OCT 11 PM 5:00  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

**ITEM 1 - NAME OF CORPORATION**

1.01 NAME. The name of this corporation shall be **A&C HUTCH, INC.**

**ITEM 2 - GENERAL NATURE OF BUSINESS**

2.01 GENERAL NATURE. 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 and to do all things natural persons might or could lawfully do in the premises as follows:

(1) To borrow or raise money for any of the purposes of the corporation in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes, or other obligations of any nature and in any manner for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, either at the time owned or thereafter acquired or in any other manner.

(2) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, to pay for the same in cash or stock or bonds of the corporation or otherwise, to hold, utilize, or in any manner dispose

of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and conduct in any lawful manner the whole or any part of the business thus acquired.

### **ITEM 3 - STOCK**

3.01 NUMBER. The maximum number and par value of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

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."

### **ITEM 4 – STOCKHOLDER(S)**

4.01 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.

2011 OCT 11 PM 5:01  
CLARK COUNTY, FLORIDA

## ITEM 5 - CAPITAL

5.01 AMOUNT. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (exactly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ITEM 6 - CORPORATE EXISTENCE

6.01 DURATION. This corporation shall exist perpetually unless dissolved by law.

## ITEM 7 - ADDRESS OF CORPORATION

7.01 INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is **3328 Constellation Drive, Melbourne, Florida 32940**, and the name of the initial registered agent of this corporation at that address is **Amy Hutchinson**.

7.02 MAILING ADDRESS OF CORPORATION. The mailing address of this corporation shall be **3328 Constellation Drive, Melbourne, Florida 32940**.

## ITEM 8 - NUMBER OF DIRECTORS

8.01 NUMBER. The initial number of directors of this corporation shall be **one (1)**.

The number of directors may be increased or diminished from time to time by resolutions adopted by the stockholders but shall never be less than **one (1)**.

## ITEM 9 - NAME AND ADDRESS OF BOARD OF DIRECTORS

9.01 DESIGNATION. The name and post office address of the first Board of Directors of this corporation are as follows:

**Amy Hutchinson  
3328 Constellation Drive  
Melbourne, Florida 32940**

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TALLAHASSEE, FLORIDA

## ITEM 10 - INCORPORATORS

10.01 DESIGNATION. The names and addresses of the persons signing these Articles are:

**Amy Hutchinson  
3328 Constellation Drive  
Melbourne, Florida 32940**

## ITEM 11 - VOTING RIGHTS

11.01 VOTING. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

## ITEM 12 - SPECIAL PROVISIONS

12.01 POWERS OF BOARD OF DIRECTORS. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend, and alter the by-laws of this corporation.
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in.
- (3) From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation, other than the stock book or any of them shall be open to inspection of the stockholders; and no stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

12.02 DISPOSITION OF ASSETS. Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting

power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting powers, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its corporate franchises or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the corporation.

12.03 POWERS. This corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

12.04 VOTING. Both preemptive rights and cumulative voting are prohibited.

12.05 CALLING OF SPECIAL MEETINGS. Special meetings of shareholders may be called by the Board of Directors.

12.06 APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER. The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

12.07 MEETING BY CONFERENCE TELEPHONE. Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

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

12.09 SELF-DEALING. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any

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TALLAHASSEE, FLORIDA

one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporations; and any director or directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act, or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a part or are parties to or interest in such contract, act, or transaction, in any way connected with such person or persons, firm, or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested. Any directors of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

12.10 MEETING. Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

12.11 AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of this Articles of Incorporation be made. Notwithstanding the above, these Articles of Incorporation may not be



revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

12.12 RESTRICTIVE PROVISION. The Board of Directors or the stockholders of this corporation may, by the adoption of appropriate resolutions for this corporation, not in contravention of the statutes and other laws and regulations of the State of Florida and the United States of America, authorize whatever restrictions on the transfer of the capital stock of this corporation as they shall deem appropriate.

I, **THE UNDERSIGNED**, being the original subscriber to the capital stock heretofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true.

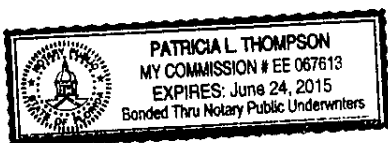
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6<sup>th</sup> day of October, 2011.

  
AMY HUTCHINSON

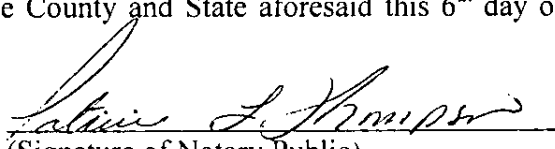
STATE OF FLORIDA     )  
COUNTY OF BREVARD    )

BEFORE ME, the undersigned authority duly authorized to administer oaths in the State and County aforesaid, personally appeared **AMY HUTCHINSON**, who: (check one) ☒ is personally known to me or \_\_\_\_\_ has produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation, and **she** acknowledged before me that **she** executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 6<sup>th</sup> day of October, 2011.



My commission expires:

  
(Signature of Notary Public)

Patricia L. Thompson  
(Typed Name of Notary Public)

11 OCT 11 PM 5:01  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

FILED

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, the following  
is submitted:

First -- That **A&C HUTCH, INC.**, desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at **3328 Constellation Drive, Melbourne,  
Florida 32940**, has named **AMY HUTCHINSON** located at **3328 Constellation Drive,  
Melbourne, Florida 32940**, as its agent to accept service of process within Florida.

Signature:

  
\_\_\_\_\_  
**AMY HUTCHINSON**

Title:

**Subscriber/Director**

Date:

**October 6, 2011**

Having been named to accept service of process for the above stated corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties.

Signature:

  
\_\_\_\_\_  
**AMY HUTCHINSON**

Date:

**October 6, 2011**

11 OCT 11 PM 5:01  
TALLAHASSEE, FLORIDA