

P12000007984

(Requestor's Name)

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(City/State/Zip/Phone #)

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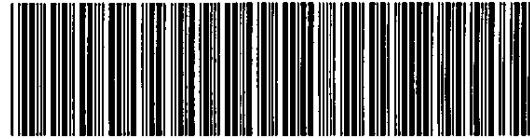
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Jan 24/12

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: 8100 GLADES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☒ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: SARAGA & LIPSHY, P.A.
Name (Printed or typed)
201 NE First Ave
Address
Delray Beach, FL 33444
City, State & Zip
561-330-0660
Daytime Telephone number
lipshy@slpalaw.com
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

8100

ARTICLES OF INCORPORATION OF
8100 GLADES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **8100 GLADES, INC.** ("**Corporation**").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation's business and purpose shall consist solely of the following:

- (i) The acquisition, ownership and management of one or more 7-Eleven stores in accordance with one or more Franchise Agreement(s), as herein defined; and
- (ii) to engage in such other lawful activities permitted to corporations by the Florida General Corporation Act (the "**Act**") as are incidental, necessary or appropriate to the foregoing. For the purposes of these Articles of Incorporation, the term "**Franchise Agreements**" shall mean and include all franchise agreements and authorizations from 7-Eleven, Inc., a Texas Corporation ("**7-Eleven**") in favor of the Corporation or its incorporator as set forth below.

ARTICLE IV

The aggregate number of shares of stock which the Corporation has authority to issue is 1,000 shares, with a par value of \$1.00 per share.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Palm Beach County, Florida, and its mailing address shall be:

8100 Glades Road
Boca Raton, Florida 33433

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation are:

Scott J. Frank
8100 Glades Road
Boca Raton, Florida 33433

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAME

ADDRESS

Scott J. Frank, President and
Secretary

8100 Glades Road
Boca Raton, Florida 33433

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation; provided that the Corporation shall at all times have at least one director and such director must be a Franchisee of 7- Eleven, as defined herein.

ARTICLE IX

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 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.

ARTICLE X

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. At all times, the Corporation shall be required to (a) maintain books and records separate from any other person; (b) maintain its bank accounts separate from any other person; (c) not commingle its assets with those of any person; (d) conduct its own business in its own name; (e) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person; (f) pay its own liabilities and expenses out of its own funds; (g) observe all corporate and other organizational formalities; (h) maintain an arm's length relationship with its affiliates and to enter into transactions with affiliates only on a commercially reasonable basis; (i) pay the salaries of its own employees from its own funds and maintain a sufficient number of employees in light of its contemplated business operations; (j) not guarantee or become obligated for the debts of any other person except for the liabilities, if any, permitted in any of the documents entered into in connection with 7-Eleven or hold out its credit as being available to satisfy the obligations of others; (k) not acquire the obligations or securities of its affiliates or shareholders; (l) not make loans or advances to any other person; (m) allocate fairly and reasonably any overhead expenses that are shared with any affiliate, including payment for office space and services performed by any employee of any affiliate; (n) use separate stationery, invoices, and checks bearing its own name; (o) not pledge its assets for the benefit of any other person; (p) hold itself out as a separate entity; (q) correct any known misunderstanding regarding its separate identity; (r) not identify itself as a division of any other person; and (s) maintain adequate capital in light of its contemplated business operations.

ARTICLE XI

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 XII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XIII

The name and address of the Incorporator of the Corporation is as follows:

NAME

Scott J. Frank

ADDRESS

8100 Glades Road
Boca Raton, Florida 33433

ARTICLE XIV

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

IN WITNESS WHEREOF, I have hereunto set my hand this 20 day of January, 2012.

INCORPORATOR



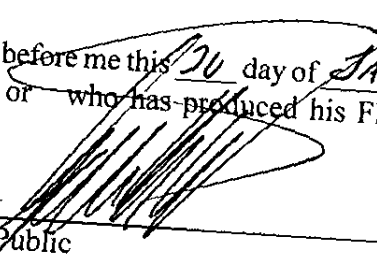
Scott J. Frank

STATE OF FLORIDA

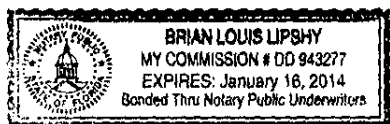
COUNTY OF PALM BEACH

)
) SS
)

The foregoing instrument was acknowledged before me this 30 day of January, 2012
by Scott J. Frank, who is personally known to me or who has produced his Florida Driver's
License as identification.



Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

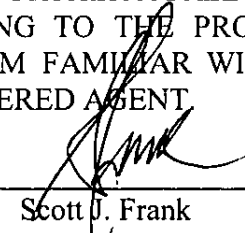
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is 8100 Glades, INC.
2. The name and address of the registered agent and office is:

Scott J. Frank
8100 Glades Road
Boca Raton, Florida 33433

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

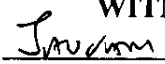
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 
Scott J. Frank

Dated: JANUARY 20, 2012

STATE OF FLORIDA }
 }
COUNTY OF PALM BEACH } ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Scott J. Frank, and who is personally known to me () or who did furnish a Florida Driver's License for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

 WITNESS my hand and official seal in the County and State last aforesaid this 20 day of JANUARY, 2012

NOTARY PUBLIC

