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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Asza II, Inc.

Certificate of Status	1
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Page Count	05
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**ARTICLES OF INCORPORATION
OF
ASZA II, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

ARTICLE I

Name

The name of the Corporation is Asza II, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 2301 W. Linebaugh Ave., Tampa, FL 33612.

ARTICLE III

Shares

The Corporation shall have authority to issue 10,000 common shares of capital stock with a par value of \$0.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 2301 W. Linebaugh Ave., Tampa, FL 33612, and the name of the Corporation's initial registered agent at that address is Abdesslam Lahlou-Amine.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Address

Abdesslam Lahlou-Amine

2301 W. Linebaugh Ave., Tampa, FL 33612

Fax Audit Number: (((H12000024762 3)))

Fax Audit Number: (((H12000024762 3)))

ARTICLE VI
Initial Directors

The Corporation initially shall have one (1) director, whose name and address are:

Name:

Address:

Abdcsslam Lahlou-Amine

2301 W. Lincbaugh Ave., Tampa, FL
33612

ARTICLE VII
No Preemptive Rights or Cumulative Voting

Both preemptive rights and cumulative voting with respect to the Corporation's shares of capital stock shall be prohibited.

ARTICLE VIII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX
Special Provisions

(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

Fax Audit Number: (((H12000024762 3)))

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) 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.

(c) The following restrictive legend must appear clearly and legibly on each stock certificate issued by the Corporation:

"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."

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

(e) Both preemptive rights and cumulative voting must be prohibited.

ARTICLE X **Effective Date**

The effective date of filing of these Articles of Incorporation shall be January 30, 2012.

Dated this 30th day of January, 2012.

/s/ Abdesslam Lahlou-Amine
Abdesslam Lahlou-Amine
Incorporator

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Fax Audit Number: (((H12000024762 3)))

12 JAN 30 AM 10:45

ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for Asza II, Inc., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 30th day of January, 2012.

REGISTERED AGENT:

/s/Abdesslam Lahlou-Amine

Abdesslam Lahlou-Amine