

PI4000060494

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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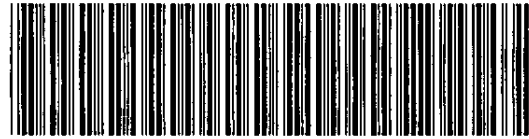
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** GANDOR USA CORP

**DOCUMENT NUMBER:** P14000060494

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ORLANDO CARVAJAL  
Name of Contact Person  
GANDOR USA CORP  
Firm/ Company  
11680 SW 72ND STREET  
Address  
MIAMI, FL 33173  
City/ State and Zip Code

orlandocarvajaljr@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ORLANDO CARVAJAL at ( 305 ) 282-5960  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

**GANDOR USA CORP**

(Name of Corporation as currently filed with the Florida Dept. of State)

**P14000060494**

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

**N/A**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
*(Principal office address **MUST BE A STREET ADDRESS**)*

**11680 SW 72ND STREET**  
**MIAMI, FL 33173**

**C. Enter new mailing address, if applicable:**  
*(Mailing address **MAY BE A POST OFFICE BOX**)*

**11680 SW 72ND STREET**  
**MIAMI, FL 33173**

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent* **N/A**

*(Florida street address)*

*New Registered Office Address:* \_\_\_\_\_, Florida \_\_\_\_\_  
*(City) (Zip Code)*

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

If amending the Officers and/or Directors, enter the title and name of each officers/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change            PT     John Doe  
 Remove            V     Mike Jones  
 Add                SV    Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____



**ARTICLES OF AMENDMENT OF  
GANDOR USA CORP**

*Pursuant to the provisions of Section 607.1006 Florida Statutes*

**Articles 1 – SHARE**

The corporation is authorized to issue One Thousand Shares (1,000 Shares) of \$ 1.00 par value common stock, which shall be designated “common shares”

**Articles 2 – POWER OF CORPORATION**

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its Business and Affairs, subject to the limitations or restrictions imposed by applicable law or these Articles of incorporation.

**Articles 3 – TERMS OF EXISTANCE**

The corporation shall have perpetual existence.

**Articles 4 – EFFECTIVE DATE**

These articles of incorporation shall be effective upon approval of the Secretary of State, State of Florida.

**Articles 5 – PURPOSE OF CORPORATION**

The corporation shall engage in any activity or Business permitted under the law of the United States and of the State of Florida.

**Articles 6 – BY LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Director and the shareholders.

**SUPPLEMENTAL PROVISION/ INFORMATION**

(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; (b) anyone listed as a shareholder of this corporation who has participated in 7-Eleven, Inc.’s franchise qualification process and has been approved by 7-Eleven, Inc. as a shareholder of this

corporation; and (c) 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.

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."

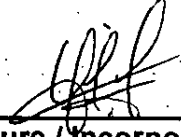
c) These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

d) Both preemptive rights and cumulative voting must be prohibited.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate. I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provision of all statutes related to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as Registered Agent.

  
\_\_\_\_\_  
Signature Registered Agent

08/07/2014  
\_\_\_\_\_  
Dated

  
\_\_\_\_\_  
Signature / Incorporator

08/07/2014  
\_\_\_\_\_  
Dated

The date of each amendment(s) adoption: AUGUST 7, 2014 if other than the date this document was signed.

Effective date if applicable: N/A  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

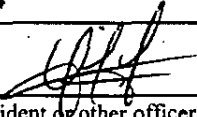
"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_"  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated AUGUST 7, 2014

Signature   
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ORLANDO CARVAJAL  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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