

COVER LETTER

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

SUBJECT: E.Cooley and Associates, 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: Holly Bejar

Name (Printed or typed)

505 Main Street, Suite 200

Address

Fort Worth, TX 76102

City, State & Zip

817-730-4507

Daytime Telephone number

eric@cooley.cc

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

APPROVED
AND
FILED

ARTICLE I NAME

The name of the corporation shall be: E.Cooley and Associates, Inc. 14 AUG -8 PM 2:30

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

408 S. Oceanshore Blvd.

Flagler Beach, FL 32136

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The purpose of the corporation is to provide convenience store services exclusively as a franchisee of 7-11.

ARTICLE IV SHARES 500,000

The number of shares of stock is: _____

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Eric D. Cooley - President - Secretary/Treasurer/ Director

Name and Title: _____

Address 408 S. Oceanshore Blvd

Address: _____

Flagler Beach, FL 32136

Name and Title: _____

Name and Title: _____

Address _____

Address: _____

Name and Title: _____

Name and Title: _____

Address _____

Address: _____

APPROVAL
AND
FILED

(cont.)

14 AUG -8 PM 2:30

Name and Title: _____	Name and Title: <u>SECRETARY OF STATE</u>
Address _____	Address: <u>CALLAHAN STATE BUILDING</u>
_____	_____
_____	_____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Eric D. Cooley
Address: 408 S. Oceanshore Blvd
Flagler Beach, FL 32136

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Holly Bejar
Address: 505 Main Street, Suite 200
Fort Worth, TX 76102

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Required Signature/Registered Agent

8/5/2014

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature/Incorporator

8/5/2014

Date

Article VIII

- 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; 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:

"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."

NEVADA CORPORATIONS ONLY. The Gaming Commission also requires the following language to appear on the **FACE and BACK** of each Stock Certificate:

The sale assignment, transfer, pledge or other disposition of this security is ineffective unless approved in advance by the Nevada gaming commission. If at any time such commission finds that an owner of this security is unsuitable to continue to have an involvement in gaming in such state, such owner must dispose of such security as provided by the laws of the State of Nevada and the regulations of the Nevada gaming commission thereunder. Such laws and regulations restrict the right under certain circumstances: (a) To pay or receive any dividend or interest upon any such security; (b) to exercise, directly or through any trustee or nominee, any voting right conferred by such security; or (c) to receive any remuneration in any form from the corporation, for services *rendered or otherwise.*"

- 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.

Once the Legal Department has approved the Articles of Incorporation and you have had them recorded with the Secretary of State, provide a copy of the file-stamped document (showing recording information) for the Legal Department's records. If the Articles of Incorporation are not prepared in compliance with the requirements set forth above, revisions and/or amendments will be required. The Secretary of State may require additional fees for the filing of any amendments.