

P16000020174

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FILED
16 MAR 31 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 08 2016

D CUSHING



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 17, 2016

SOUTHKEN CAPITAL, INC.
C/O SABRINA JUMA
1730 BRIDGET'S COURT
KISSIMMEE, FL 34744

SUBJECT: SOUTHKEN CAPITAL, INC
Ref. Number: P16000020174

We have received your document for SOUTHKEN CAPITAL, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This document was previously filed on March 1, 2016.

You filed this electronically see attached articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 916A00005518

RECEIVED
16 MAR 31 AM 10:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHKEN CAPITAL, INC.**

FILED
16 MAR 31 PM 4:51
TALLAHASSEE, FLORIDA

ARTICLE I – CORPORATE NAME

The name of this corporation is: SOUTHKEN CAPITAL, INC.

ARTICLE II – PURPOSE

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.

ARTICLE III – EFFECTIVE DATE

The effective date of this corporation is: March 26, 2016

ARTICLE IV – PRINCIPAL OFFICE

The principal place of business of this corporation is: 13451 Landstar Boulevard, Orlando, Florida 32824. The mailing address of this corporation is: 1730 Bridget's Court, Kissimmee, Florida 34744.

ARTICLE V – CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, par value One Dollar (\$1.00). All stock certificates shall contain the following restrictive legend:

“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 VI – INITIAL REGISTERED AGENT AND OFFICE

Notwithstanding anything herein to the contrary, the registered agent of this corporation shall be a Franchisee; however, if that Franchisee is not a resident of the state where this corporation is formed, another person approved by 7-Eleven Inc. shall be named as the registered agent.

The name and address of the initial registered agent is: Sabrina Juma, 1730 Bridget's Court, Kissimmee, Florida 34744.

ARTICLE VII – INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is: Sabrina Juma, 1730 Bridget's Court, Kissimmee, Florida 34744.

ARTICLE VIII – OFFICERS AND DIRECTORS

The name and address of the officers and directors to this corporation are: President: Sabrina Juma, 1730 Bridget's Court, Kissimmee, Florida 34744.

ARTICLE IX – SHAREHOLDERS

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.

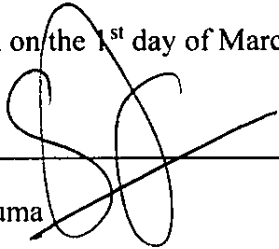
ARTICLE X – VOTING RIGHTS AND PREEMPTIVE RIGHTS

Preemptive rights, voting trusts, cumulative voting, use of proxies or agents, and voting by pledgees or receivers are prohibited.

ARTICLE XI – AMENDMENTS

These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation, and any attempt to revise, amend or repeal them without such consent shall be null and void and of no effect.

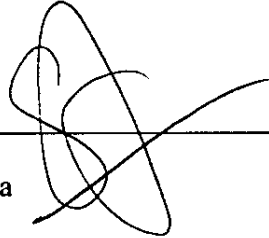
The undersigned have executed these Articles of Incorporation on the 1st day of March, 2016.



Sabrina Juma

Acceptance by Resident Agent

Having been named as registered agent and designated to accept service of process for the above corporation, 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.



Sabrina Juma

STATE OF Florida

COUNTY OF Orange

I, Sabrina Tuma, Secretary of Southern Capital, do hereby certify that on March 26th, 2016, at a meeting of its Board of Directors, at which meeting a quorum of said Board was present and acting, or by unanimous written consent, the attached Bylaws were duly and unanimously enacted and such Bylaws have not been amended or revoked, and remain in full force and effect.

CERTIFIED on this 26th day of March, 2016.



(Signature of Secretary)

Sabrina Tuma

(Name of Secretary)

Southern Capital, Inc.

(Name of Corporation)