## 39653

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	Secretary of State
BRUCE A. SMATHER. SECRETARY OF STATE	
C T CORPORATI Post oppice f Dallas, Texas ATIN: Thomas	OX 807 3 75221
SUBJECT: RP INT	ERNATIONAL, INC.
DOCUMENT NUMBER	• 839653
This will acknow	ledge receipt of the following:
1. <u> </u>	ck(s) totalling \$ 418.00
2 Art	icles of incorporation filed
3 Are	ndments to Articles of Incorporation filed
4 Art	icles of Merger or Consolidation filed
5 Cer	tificate of Withdrawal filed
6 Lis	ited Partnership filed
7 Lim	ited Partnership Annual Report filed
8 Tra	demark Application filed
req	lication for qualification filed <u>12-16-77</u> . It is no longer uired to issue a permit. A certificate under seal to this effect may obtained for \$5.
10 Rei	nstatement filed
11 Art	Icles of Dissolution filed
12 ОТН	ER :
	ENCLOSED:
1 Cer	tified Copy(ics).
2 Cer	tificate(s) Undor Seal.
3 Pho	tocopy(ies).
4 OTH	2R :
Corp.,100 1/1/77	

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(1)	Ing the word "incorporated", "Company" of So contained in the name at present;
(2) <u>3'aveda</u> (18008)	POBATED ENDER LAWS OF
(3) September 28, 1977 (DATE OF LECORPORATION	(4) <u>perpetual</u> N) (PERLOD OF DURATION)
(5) One Past Pirst Street.	RODO, NEVADA 69505 Ess of Principal Office)
(6) <u>CT</u>	CORPORATION SYSTEM
	PLORIDA REGISTORED AGENT}
c/o c '	T CORPORATION SYSTEM
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	х.	ESTIMATED VALUE OF ALL PROPERTY OWNED By THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED	\$\$1.000
	в.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR	\$\$4,000,000
	c.	ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR	s\$1,000
	Ð.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE COR- PORATION DURING THE COMING YEAR	\$\$4,000,000
	E.	TOTAL OF "A" AND "B"	\$ \$4,001,000
	F.	TOTAL OF "C" AND "D"	\$_\$4,001,000
	G.	DIVIDE "F" BY "E"	<u> </u>
	н.	MULTIPLY "G" BY TOTAL AUTHORIZED SHARES (AND THEIR PAR VALUE)	100,000
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-3-



I, Wm. D. Swackhamer, the duly elected Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

RP International, Inc.



as the same appears on file and of record in this office.



FILED IN THE OFFICE OF THE SECULTARY OF PATH OF THE STATE OF NEYADA

ARTICLES OF INCORPORATION

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OF

RP International, Inc.

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FIRST. The name of the corporation is RP International. Inc. (hereinafter called the "Corporation").

SECOND. The location of the principal office of the Corporation within the State of Nevada is One East First Street, Reno, Washoe County, Nevada 89505. The name and address of its resident agent is The Corporation Trust Company of Nevada, One East First Street, Reno, Washoe County, Nevada 89505.

THIRD. The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful business and to engage in any and all lawful activities.

FOURTH. The total authorized Capital Stock of the Corporation is One Hundred Thousand Dollars (\$100,000), consisting of One Hundred Thousand (100,000) shares, designsted Common Stock, having a par value of one dollar (\$1.00) per share. Each holder of Common Stock shall be entitled to one vote for each share of such Common Stock held by such holder with respect to every matter coming before any meeting of the stockholders. or otherwise to be acted upon by the stockholders; and no stockholder shall have any right or power of cumulative voting. The holders of the Common Stock shall be entitled to receive such dividends, share for share, in cash or in other property, as the Board of Directors of the Corporation in its discretion and subject to the provisions of law may declare. When the Board of Directors of the Corporation shall so determine, dividends may be paid in stock. Upon the liquidation, winding up, or dissolution of the Corporation, whether voluntary or involuntary, total or partial, the assets of the Corporation, after due provision is made for the liabilities of the Corporation, shall be distributed among the holders of the Common Stock, share for share. The Board of Directors of the Corporation may, by a majority vote, pursuant to the provisions of law, from time to time divide and redivide the Capital Stock of the Corporation into shares of smaller denominations than authorized herein and originally issued, thereby increasing the number of shares without changing the amount of Capital Stock.

FIFTH. The members of the governing board of the Corporation shall be styled directors. The number of initial stockholders of the Corporation shall be one (1), and the number of directors of the first Board of Directors shall be three (3), being the persons whose names and post office addresses follow:

James E. Coyle, 111 7777 Hines Place Dallas, Texas 75235 James S. Hatcher 7777 Hines Place Dallas, Texas 75235 C. Arthur Hamlin 7777 Hines Place Dallas, Texas 75235 Any director may be removed from office by the vote or written consent of stockholders representing not less than a simple majority of the issued and outstanding Capital Stock entitled to vote thereon. The number of the directors of the Corporation may from time to time be increased or decreased in such manner, not inconsistent with law, as may be provided by the Bylaws of the Corporation, or by any amendment thereto; provided, that the number of directors shall not be reduced less than three (3), except that in cases where all the shares of Capital Stock of the Corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stock-holders. It shall not be necessary for directors to be stockholders of the Corporation. SIXTH. The Capital Stock of the Corporation, after the payment of the amount of par value thereof, shall be paidup stock, and shall not be subject to assessment to pay the debts of the Corporation. SEVENTH. The names and post office addresses of the incorporators signing these Articles of Incorporation are as follows: Lawrence D. Stuart, Jr. 4700 First International Building Dallas, Texas 75270 Phillip J. Kushner 4700 First International Building Dallas, Texas 75270 Sally A. Schreiber 4700 First International Building Dallas, Texas 75270 EIGHTH. The Corporation shall have perpetual existence. NINTH. No holder of any shares of the Common Stock of the Corporation shall have any preemptive or preferential right to receive, purchase, or subscribe to or for (a) any unissued or - 2 -

treasury shares of any class of Capital Stock (whether now or hereafter authorized) of the Corporation, (b) any obligations, evidences of indebtedness, or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to or for, any such unissued or treasury shares, (c) any right of subscription to or right to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

TENTH. In furtherance of, and not in limitation of, the powers conterred by law, the Board of Directors of the Corporation is expressly authorized:

(a) Subject to the Bylaws, if any, adopted by the stockholders, to make, alter, or amend the Bylaws of the Corporation, including Bylaws respecting the number of directors;

(b) To judge as to the value of any labor, services, personal property, real estate, or leases thereof, for which the Corporation's Capital Stock may be issued; and the judgment of the Board of Directors of the Corporation in this regard shall be conclusive as to all except the then existing stockholders and creditors, and as to the then existing stockholders and creditors it shall be conclusive in the absence of actual fraud;

(c) To determine, subject to the provisions of law, what part of the consideration which shall be received by the Corporation for any shares of the Capital Stock of the Corporation which it shall issue from time to time shall be capital;

(d) By resolution passed by a majority of the Board of Directors of the Corporation, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the Corporation; such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors of the Corporation;

(e) By action of a majority of the remaining directors, though less than a quorum, to fill any and all vacancies in the Board of Directors of the Corporation, including those caused by an increase in the number of directors.

The Board of Directors of the Corporation shall have and may exercise any and all other powers, in addition to the powers expressly conferred by these Articles of Incorporation, which are conferred by law, or which may be conferred by the Corporation through appropriate Bylaw provisions.

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treasury shares of any class of Capital Stock (whether now or hereafter authorized) of the Corporation, (b) any obligations, evidences of indebtedness, or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to or for, any such unissued or treasury shares, (c) any right of subscription to or right to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

TENTH. In furtherance of, and not in limitation of, the powers conferred by law, the Board of Directors of the Corporation is expressly authorized:

(a) Subject to the Bylaws, if any, adopted by the stockholders, to make, alter, or amend the Bylaws of the Corporation, including Bylaws respecting the number of directors;

(b) To judge as to the value of any labor, services, personal property, real estate, or leases thereof, for which the Corporation's Capital Stock may be issued; and the judgment of the Board of Directors of the Corporation in this regard shall be conclusive as to all except the then existing stockholders and creditors, and as to the then existing stockholders and creditors it shall be conclusive in the absence of actual fraud;

(c) To determine, subject to the provisions of law, what part of the consideration which shall be received by the Corporation for any shares of the Capital Stock of the Corporation which it shall issue from time to time shall be capital;

(d) By resolution passed by a majority of the Board of Directors of the Corporation, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the Corporation; such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors of the Corporation;

(e) By action of a majority of the remaining directors, though less than a quorum, to fill any and all vacancies in the Board of Directors of the Corporation, including those caused by an increase in the number of directors.

The Board of Directors of the Corporation shall have and may exercise any and all other powers, in addition to the powers expressly conferred by these Articles of Incorporation, which are conferred by law, or which may be conferred by the Corporation through appropriate Bylaw provisions.

ELEVENTH. No contract or other transaction between the Corporation and any other Person (as used herein the term "Person" means an individual, firm, trust, partnership, ussociation, joint venture, corporation, or other entity) shall be af-fected or invalidated by the fact that any director of the Cor-poration is interested in, or is a member, director, or an officer of, such other Person, and any director may be a party to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, or transaction of the Corporation with any Person shall be affected or invalidated by the fact that any director of the Corporation is a party to, or interested in, such contract, act, or transaction, or in any way connected with such Person. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any Person in which he may be in any way interested; provided, that the fact of such interest shall have been disclosed to or shall be known by the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such act, contract, or transaction, even though the presence at a meeting or vote or votes of such interested director might have been necessary to obligate the Corporation upon such act, contract, or transaction.

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TWELFTH. Section 1. The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) 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, partnership, joint venture, trust, or other enter-prise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of noto conterdere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor 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, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the cir-cumstances of the case, such person is fairly and reasonably en-titled to indemnity for such expenses which the Court of appropriate jurisdiction shall deem proper.

Section 3. To the extent that such director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 preceding, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 preceding, (other than one ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of such director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 preceding. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit, or proceeding; or if such a quorum is not obtainable (or, even if obtainable, a quorum of disinterested directors so directs) by independent legal counsel in a written opinion, or by the stockholders of the Corporation or by such procedures as shall be authorized in the Bylaws of the Corporation.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors (or other body or party) in the manner provided in Section 5 preceding, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

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THIRTEENTH. The stockholders and directors shall have power to hold their meetings, if the fylaws so provide, outside the State of Nevada, and to keep the books, documents, and papers of the Corporation outside the State of Nevada (except those books, documonts, and papers required by law to be kept within the State of Nevada), and to have one or more offices within or without the State of Nevada, at such places as may from time to time be designated by the Bylaws or by resolution of the stockholders or directors, or as the business of the Corporation may require, except as otherwise required by the laws of the State of Nevada.

FOURTEENTH. The Corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor, without submitting such purchase to a vote of the stockholders of the Corporation.

FIFTEENTH. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by these Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

ME, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 27th day of September, 1977.

STATE OF TEXAS X X COUNTY OF DALLAS X

1, Data Chanter a Notary Public, do hereby certify that on this 27th day of September, 1977, personally appeared before me LANRENCE D. STUART, JR., PHILLIP J. KUSHNER, and SALLY A. SCHREIBER, who being by me first duly sworn declared that

they are the persons who signed the foregoing document as incor-porators and that the statements therein contained are true. Notary Public in and Dallas County, Texas for My commission expires: NORA CRAWSOPD, Notary Filoso In and fat Datas thumy, Terin My commission expression, 21, 1278 Eg 31, 1978 Adia 1 to 11 to 11 July and the second secon 03 11.3 -7-. . . . . . THE SEARCH AND THE PROPERTY AND THE PROP

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STATE OF FLORIDA	• • •	Υ.					
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	. 16,	197	Faderal Employee Identification Number (FEIM)	59-1776454	6. Date of Last Report		
Names and Street Addresses at Each O	ifficer vid ( T1		Street Addr	and of Lach			
Nerme of Officers and Directory	Title	Director (a)	Other and IDo NOT Une Port	S Oirector Office Bros Numbersh	City and State	<u>,</u>	
C. A. Ramlin	Pres.	x	7777 Rines Pla	sce	Dallas, Toras	-	
James E. Coyle, III	Sec, Treas	x	7777 Hines Place		Dallas, Texas	-	
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7. Registered	Name T		Young		HIDS NOT US P.O. Bes Number) I. W. GOTH AVE.		
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If you wish to change Registered Agent on							
this form, enter all new information have	City, State and Zip Code						
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