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LAW OFFICES  
**POLSINELLI, WHITE, VARDEMAN & SHALTON**  
A PROFESSIONAL CORPORATION

TELECOPIER NUMBER  
(816) 753-1536

1000 PLAZA STEPPES BUILDING  
700 WEST 47TH STREET  
KANSAS CITY, MISSOURI 64112-1802  
(816) 753-1000

OTHER OFFICES IN:  
OVERLAND PARK, KANSAS  
ST. LOUIS, MISSOURI  
TOPEKA, KANSAS  
JEFFERSON CITY, MISSOURI

Becky Ziegler  
(816) 360-4119  
bziegler@pwvs.com

April 14, 2000

**BY FEDERAL EXPRESS**

Florida Dept. of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee FL 32399

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-04/17/00--01110--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Articles of Incorporation - PEAVEY VENTURES, INC.**

Dear Sir/Madam:

Attached for filing are the Articles of Incorporation of PEAVEY VENTURES, INC.

Our firm's check in the amount of \$78.75 is enclosed as the filing fee (filing fee and certified copy).

Please return the certified copy to me by Federal Express. Our firm's account no. is:  
0640-1119-7.

Very truly yours,

  
Becky Ziegler  
Paralegal

03 APR 17 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Attachments

NEW / NEW  
BLZIE 753341

F. CHAMBERLAIN APR 20 2000

**ARTICLES OF INCORPORATION  
OF  
PEAVEY VENTURES, INC.**

00 APR 17 AM 10:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of incorporating a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**FIRST: NAME**

The name of the corporation (the "Corporation") is PEAVEY VENTURES, INC.

**SECOND: PRINCIPAL PLACE OF BUSINESS**

The street address of the initial principal office, and, if different, the mailing address of the Corporation is: 14865 West 105<sup>th</sup>, Lenexa, Kansas 66215.

**THIRD: PURPOSE**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Statutes, including to acquire, own, improve, develop, mortgage, encumber, lease, sell and otherwise deal in and with real property.

In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

**FOURTH: CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is Fifty Thousand (50,000) shares of common stock, of the par value of \$1.00 per share.

**FIFTH: PREEMPTIVE RIGHTS**

In the event the Corporation hereafter issues additional common stock, or securities convertible into common stock, then each of the holders of common stock as of such record date (not exceeding sixty (60) days nor less than ten (10) days preceding the date for the allotment of rights) as shall be fixed therefor by the Board of Directors shall have the preemptive right to subscribe for and to purchase at the issue price fixed therefor by the Board of Directors an amount of such shares of common stock, or securities convertible into common stock, which bears the same proportion to the total amount then proposed to be issued as the number of shares of common stock held by such holder on such record date bears to the total number of shares of common stock outstanding on such record date. The Board of Directors by resolution may fix the period within which such right may be exercised, which period, however, shall extend for not less than seven (7) days nor more than thirty-one (31) days after notice

of such right is mailed to the stockholders. Unless such right is exercised within such period, such right shall, upon the expiration of such period, terminate for all purposes in respect of the common stock, or securities convertible into common stock, then proposed to be issued.

#### **SIXTH: REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the Corporation's registered agent and registered office in Florida is: Zane Peavey, Unit 410, Building E, Gulf and Bay Club, 5750 Midnight Pass Road, Sarasota, Florida 34242.

#### **SEVENTH: INCORPORATOR**

The name and the mailing address of the incorporator are as follows: Becky Ziegler, 700 West 47<sup>th</sup> Street, Kansas City, MO 64112

#### **EIGHTH: EXISTENCE**

The Corporation is to have perpetual existence.

#### **NINTH: BOARD OF DIRECTORS**

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall each mean the total number of directors which the Corporation would have if there were no vacancies.

#### **TENTH: CUMULATIVE VOTING**

At all elections of directors, each stockholder shall have the right to vote, in person or by proxy, the number of shares owned by such stockholder, for as many persons as there are directors to be elected, or to cumulate said shares and give one candidate as many votes as the number of directors multiplied by the number of such stockholder's shares shall equal, or to distribute them on the same principle among as many candidates as such stockholder shall see fit.

#### **ELEVENTH: BYLAWS**

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or (ii) by a majority of the full Board of Directors. Any change so made by the stockholders may thereafter be further changed by a majority of the full Board of Directors; provided, however, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof by the

stockholders if, at the time of enactment, the stockholders shall so expressly provide, and (B) shall not divest the stockholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

#### **TWELFTH: INDEMNIFICATION**

(a) The Corporation shall 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, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 nolo contendere 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.

(b) The Corporation shall 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, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees and amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of the 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; 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 the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (a) and (b) of this Article, 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 with the action, suit or proceeding.

(d) Any indemnification under Sections (a) and (b) of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to the 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 shareholders of the Corporation.

(e) 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 the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(g) The Corporation may give any further indemnity, in addition to the indemnity authorized or contemplated under this Article, including Section (f), to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in these Articles of Incorporation or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in any bylaw or agreement of the Corporation which has been adopted by a vote of the shareholders of the Corporation, and provided further that no such indemnity shall indemnify any person from or on account of such persons conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this Section (g) shall be deemed to limit the power of the Corporation under Section (f) of this Article to enact bylaws or to enter into agreements without shareholder adoption of the same.

(h) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

(i) For the purpose of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting

or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

(j) For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this section.

#### **THIRTEENTH: NO SHAREHOLDER LIABILITY**


The stockholders of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

#### **FOURTEENTH: AMENDMENTS**

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, changed or repealed, and other provisions authorized or permitted by the Florida Business Corporation Act at the time in force may be added or inserted in the manner and at the time prescribed by the Florida Business Corporation Act, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 14th day of April, 2000.

  
Becky Ziegler, Incorporator

IN WITNESS WHEREOF, these Articles of Incorporation have been executed  
this \_\_\_\_\_ day of April, 2000.

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***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.***

Zane Peavey  
Zane Peavey/Registered Agent

April 14, 2000  
Date

00 APR 17 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED