

Holland & Knight LLP

Requester's Name

315 S. Calhoun St., suite 600

Address

Tallahassee, Fl. 32301

425-5675

City/State/Zip

Phone #

**PO0000042008**

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. HTC Catholic Protection Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-04/26/00--01056--009  
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☐ Walk in

☒ Pick up time

4pm

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

RECEIVED  
00 APR 26 AM 11:00  
FILED  
00 APR 26 PM 2:30  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

T SMITH APR 26 2000

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
HTC CATHODIC PROTECTION INC.

The undersigned, acting as incorporator of HTC Cathodic Protection Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is HTC Cathodic Protection Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

6860 Phillips Industrial Boulevard  
Jacksonville, FL 32256

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, and the corporation shall be authorized to exercise and enjoy all powers, rights and privileges conferred upon corporations by the laws of the State of Florida as in force from time to time, including, without limitation, all powers necessary or appropriate to carry out all those acts and activities in which it may lawfully engage.

Prepared by Donald W. Wallis  
Florida Bar No. 188668  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

FILED  
00 APR 26 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V. AUTHORIZED SHARES

The total number of shares of stock of all classes which the corporation is authorized to issue is one thousand (1,000) shares of Common Stock, having no par value.

## ARTICLE VI. POWERS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

- (a) The business and affairs of the corporation shall be under the direction of the Board of Directors, and the directors need not be elected by ballot unless required by the by-laws of the corporation.
- (b) In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws or any provision thereof.
- (c) The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, or rights or options entitling the holders thereof to purchase any shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable.
- (d) No contract or other transaction between this corporation and any other corporation, partnership, individual or other entity and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are directors, principles, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the entire Board of Directors and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Florida Business Corporation Act.
- (e) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any part of any new or additional issue of stock of

any class of the corporation or securities convertible into stock of any class of the corporation.

- (f) To the maximum extent permitted by the Florida Business Corporation Act as from time to time amended, the corporation shall indemnify its currently acting and its former directors, officers, agents, and employees and those persons who, at the request of the corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities.
- (g) The corporation reserves the right to amend and repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida. All rights herein conferred are granted subject to this reservation.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1200 South Pine Island Road, Plantation, Florida 33324 as the street address of the initial registered office of the corporation and names CT Corporation System the corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation has two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one.

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Donald W. Wallis	50 North Laura Street Suite 3900 Jacksonville, FL 32202

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

Donald W. Wallis

Donald W. Wallis, Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

#### CT CORPORATION SYSTEM

Dated: April 24, 2000

By: Barbara A. Burke  
Name: CT Corporation System  
Its: \_\_\_\_\_

**BARBARA A. BURKE  
SPECIAL ASSISTANT SECRETARY**

JAX1 #545741 v1

**FILED**  
**00 APR 26 PM 2:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**