

PO0000062901

TRANSMITTAL LETTER

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

FILED
00 JUN 26 PM 1:42
TALLAHASSEE, FLORIDA

SUBJECT: Midland Special Limited Partner, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003305370--3
-06/26/00--01155--003
*****87.50 *****87.50

Enclosed is 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: William K. Budd, General Counsel
Name (Printed or typed)
33 N. Garden Avenue, Suite 1200

Address
Clearwater, Florida 33755

City, State & Zip
(727) 461-4801

Daytime Telephone number

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

S. Thompeon JUN 28 2000
6358 5926 876

ARTICLES OF INCORPORATION
In compliance with Chapter 607, F.S. (Profit)

Article I- Name

The name of the corporation is Midland Special Limited Partner, Inc.

Article II- Principal Office

The principal office of the business and its mailing address are 33 North Garden Avenue, Suite 1200, Clearwater, Florida 33755-6601.

Article III- Purpose

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Statutes.

Article IV- Shares

The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares. The par value of each of such shares is one cent (\$.01). All such shares are of one class and are of common stock.

Article V- Initial Directors/ Officers

The initial members of the Board of Directors, each having a business address at the principal office of the corporation, are:

Robert J. Banks
Keith J. Gloeckl
Ray F. Mathis
Don R. Reynolds.

Each member of the Board of Directors shall hold office until his successor is elected and shall qualify. The officers of the corporation shall be those persons named by the Board of Directors from time to time.

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TALLAHASSEE FLORIDA

Article VI- Registered Agent

The name and Florida street address of the registered agent are Robert J. Banks, 33 North Garden Avenue, Suite 1200, Clearwater, FL 33755-6601.

Article VII- Incorporator

The name and address of the incorporator are William K. Budd, 33 North Garden Avenue, Suite 1200, Clearwater, Florida 33755-6601. The powers of the incorporator shall terminate upon the filing of these Articles of Incorporation under Chapter 607 of the Florida Statutes.

Article VIII- Liability of Directors

No director of the corporation shall have any personal liability to the corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of his or her duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) not permitted to be eliminated or limited under the laws of the State of Florida, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

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.

Signature of Registered Agent:

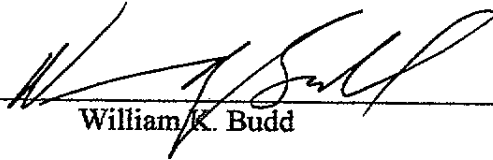


Robert J. Banks

June 21, 2000

IN WITNES WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming the corporation pursuant to the laws of the State of Florida, has executed, signed, and acknowledged this Article of Incorporation this 21st day of June, 2000.

Signature of Incorporator:


William K. Budd

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TALLAHASSEE FL 32309