

P02000053645  
CT CORPORATION

CORPORATION(S) NAME

RePipe-Miami, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY 15 PM 12:45

APPROVED  
AND  
FILED

☒ Profit - Articles

☐ Amendment

☐ Merger

☐ Nonprofit

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Reinstatement

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☐ Certified Copy

☐ Photocopies

☒ UCC

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

5/15/02

Order#: 5344263

Availability

Document

Examiner

Updater

Verifier

W.P. Verifier

Ref#:

Amount: \$

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660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

✓  
5/15

**ARTICLES OF INCORPORATION  
OF  
REPIPE-MIAMI, INC.**

The undersigned natural person of the age of eighteen years or more, acting as incorporator under the Florida Business Corporation Act (the "Act"), adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the corporation (the "Corporation") is rePipe-Miami, Inc.

**ARTICLE II  
Business**

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Act.

**ARTICLE III  
Authorized Capital Stock**

1. Authorized Stock. The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, consisting of 1,000 shares of common stock, par value \$1.00 per share (the "Common Stock").

2. Common Stock. Each share of the Common Stock shall be equal to each other share of the Common Stock. The holders of shares of the Common Stock shall be entitled to one vote for each such share upon all questions presented to the shareholders.

3. Voting Rights. Except as may be provided in these Articles of Incorporation or as may be required by applicable law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote. It is expressly prohibited for any shareholder to cumulate his votes in any election of directors.

4. Denial of Preemptive Rights. No shareholder of the Corporation shall, by reason of his holding shares of any class, have any preemptive or preferential right to purchase or subscribe to any shares of any class of the Corporation now or hereafter to be authorized or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect dividend or voting rights of such shareholder, other than such rights, if any, as the Corporation's board of directors (the "Board") in its discretion may fix; and the Board may issue shares of any class of the Corporation, or any notes, debentures, bonds, or other securities convertible into or

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carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

#### **ARTICLE IV**

##### **Address of Initial Principal Office**

The address of the initial principal office of the Corporation is 5051 Westheimer, Suite 1890, Houston, Texas 77056.

#### **ARTICLE V**

##### **Address of Initial Registered Office**

The address of the initial registered office of the corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

#### **ARTICLE VI**

##### **Election of Directors**

1. Number. The number of directors constituting the initial Board of the Corporation is two. The name and address of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Tim B. Tarrillion	5051 Westheimer, Suite 1890 Houston, Texas 77056
Lawrence D. Keister	5051 Westheimer, Suite 1890 Houston, Texas 77056

The business and affairs of the Corporation shall be conducted and managed by, or under the direction of, the Board. The total number of directors constituting the entire Board shall be fixed and may be altered from time to time by or pursuant to a resolution passed by the Board.

2. Term. Each director shall serve for a term expiring at the first annual meeting following the annual meeting at which such director was elected. Except as otherwise provided in these Articles of Incorporation, directors who are elected at an annual meeting of shareholders, and directors elected in the interim to fill vacancies and newly created directorships, shall hold office for the term for which elected and until their successors are elected and qualified or until their earlier death, resignation or removal.

3. Vacancies. Except as otherwise provided for herein, newly created directorships resulting from any increase in the authorized number of directors, and any vacancies on the Board resulting from death, resignation, disqualification, removal or other cause, may generally be filled by a majority of the directors elected by such class

or classes then in office, by a sole remaining director so elected or by the unanimous written consent or the affirmative vote of a majority of the outstanding shares of such class or classes entitled to elect such director or directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the newly created directorship or for the directorship in which the vacancy occurred, and until such director's successor shall have been duly elected and qualified, subject to his earlier death, disqualification, resignation or removal. Subject to the provisions of these Articles of Incorporation, no decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.

4. Removal of Directors. Any director may be removed from office only by the affirmative vote of the holders of a majority of the combined voting power of the then outstanding shares of capital stock of the Corporation entitled to vote at a meeting of shareholders called for that purpose, voting together as a single class.

## **ARTICLE VII**

### **Name and Address of Incorporator**

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Mark R. Yzaguirre	Jackson Walker L.L.P. 1100 Louisiana, Suite 4200 Houston, Texas 77002

## **ARTICLE VIII**

### **Meetings of Shareholders**

Meetings of shareholders of the Corporation (the "Shareholder Meetings") may be held within or without the State of Florida, as the Bylaws of the Corporation (the "Bylaws") may provide. Special Shareholder Meetings may be called only by (a) the President, (b) the holders of at least 10 percent of all of the shares entitled to vote at the proposed special meeting, or (c) the Board pursuant to a resolution adopted by a majority of the then authorized number of directors of the Corporation. Special Shareholder Meetings may not be called by any other person or persons or in any other manner. Elections of directors need not be by written ballot unless the Bylaws shall so provide.

## **ARTICLE IX**

### **Limitation of Liability**

A director of the Corporation shall not be personally liable to the Corporation or the shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director: (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 607.0834 of the Act, or (d) for any transaction from which the director derived an improper personal benefit.

If the Act is amended after the date of filing of these Articles of Incorporation to authorize corporate action further limiting or eliminating the personal liability of a director, then the liability of the directors of the Corporation shall be limited or eliminated to the fullest extent permitted by the Act, as so amended, or a similar successor provision. Any repeal or modification of this Article by the shareholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE X**

### **Indemnification**

Any person who at any time shall serve or shall have served, as a director, officer, employee, or agent of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors, and administrators of such person, shall be indemnified by the Corporation in accordance with Section 607.0850 of the Act, as so amended, or a similar successor provision, against all costs and expenses (including but not limited to counsel fees, amounts or judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which he may be involved by virtue of such person being or having been such director, officer, employee, or agent. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders, or otherwise.

## **ARTICLE XI**

### **Amendment of Corporate Documents**

1. Articles of Incorporation. Whenever any vote of the holders of voting shares of the capital stock of the Corporation is required by law to amend, alter, repeal or rescind any provision of these Articles of Incorporation, then any such alteration, amendment, repeal or rescission (a "Change") of any provision of these Articles of Incorporation shall be approved by the affirmative vote of the holders of at least a majority of the combined voting power of the then outstanding voting shares of capital stock of the Corporation, voting together as a single class.

2. Bylaws. Except as otherwise provided in the Act, any Change of the Bylaws may be adopted either (a) by the Board or (b) by the shareholders by the affirmative vote of the holders of at least a majority of the combined voting power of the then outstanding voting shares of capital stock of the Corporation, voting together as a single class.

## **ARTICLE XII**

### **Existence**

The Corporation is to have perpetual existence.

IN WITNESS HEREOF, the undersigned has hereunto set his hand this 14th day of May, 2002.

REPIPE-MIAMI, INC.

By: 

Mark R. Yzaguirre, Incorporator


CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits to the following statement in accepting the designation as registered agent and registered office of rePipe-Miami, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 14<sup>th</sup> day of May, 2002.

CT CORPORATION SYSTEM

By: 

Name: E. A. Wallace

Title: Assistant Secretary

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