

P02 000068728

CT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 21 PM 12:23

CORPORATION(S) NAME

CEP Orange, Inc.

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06/21/02--01014--014

*****70.00 *****70.00

☒ Profit *Articles*

☐ Nonprofit

☐ Foreign

☐ Limited Partnership

☐ LLC

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

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☐ Reinstatement

☐ Annual Report

☐ Name Registration

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☐ Call If Problem

☐ Will Wait

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☐ Change of RA

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Tallahassee, FL 32301
Tel. 850 222 1092
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ARTICLES OF INCORPORATION

OF

CEP ORANGE, INC.

I.

The name of the Corporation is CEP Orange, Inc.

II.

The period of its duration is perpetual.

III.

The principal place of business/mailling address of the Corporation is 293 Plus Park Blvd., Suite 240, Nashville, Tennessee 37217.

IV.

The purpose or purposes for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Statutes.

V.

The aggregate number of shares which the Corporation shall have authority to issue is one hundred thousand (10,000) shares of the par value of one cent (\$0.01) per share. The shares are designated as Common Stock and have identical rights and privileges in every respect.

VI.

The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

VII.

The initial Board of Directors consists of one (1) director, and the name and address of the person to serve as director of the Corporation until the first annual meeting of shareholders or until his successor is elected and qualified is:

NAME

ADDRESS

Randle Richardson

293 Plus Park Blvd., Suite 240
Nashville, TN 37217

The number of directors constituting the Board of Directors shall be fixed by the Bylaws or Amendments thereto.

VIII.

Directors shall be elected by majority vote. Cumulative voting is expressly prohibited.

IX.

The name and address of the incorporator is Chad L. Mavity, 2400 Bank One Center, 910 Travis Street, Houston, Texas 77002-5895.

X.

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.


XI.

In no event shall any director of the Corporation be liable to the Corporation or its shareholders for monetary damages for any act or omission or any such director in his/her capacity as a director, except for liability for:

- (1) a breach of a director's duty of loyalty to the Corporation or its shareholders;
- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or,
- (4) an act or omission for which the liability of a director is expressly provided for by statute.

All directors of the corporation shall be entitled to indemnification by the corporation to the maximum extent permitted by the Florida Statutes (or such comparable statutory provision governing indemnification by a Florida corporation of its directors as may from time to time be applicable) as set forth in the bylaws. If the Florida Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended statute. Any amendment, repeal or modification of this Article XI shall not adversely affect any right or protection of a director of the corporation existing at the time of such amendment, repeal or modification.

EXECUTED this 20th day of June, 2002.


Chad L. Mavity

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

DATE: June 21, 2002

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary