

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

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TALLAHASSEE FLORIDA

FLORIDA PROFTT CORPORATION OR P.A.

COMPASS FLORIDA 2002, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
COMPASS FLORIDA 2002, INC.**

The undersigned natural person, being more than 18 years of age, hereby establishes a corporation pursuant to Chapter 607 of the Florida Business Corporation Act (the "Act") and adopts the following articles of incorporation:

ARTICLE I

Name

The name of the corporation is Compass Florida 2002, Inc.

ARTICLE II

Purpose

The purpose for which the corporation is organized is to transact any or all lawful business for which a corporation may be incorporated under the Act.

ARTICLE III

Principal Place of Business

The street address and mailing address of the corporation's principal place of business is 15 South 20th Street, Birmingham, Alabama 35233.

ARTICLE IV

Capital, Shareholders

4.1 Authorized Capital. The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares of common stock, each having a par value of \$1.00.

4.2 Voting of Shares. Each shareholder of record entitled to vote shall have one vote for each shares of stock standing in the shareholder's name on the books of the corporation, except that in the election of directors the shareholder shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

4.3 Quorum, Vote Required. At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote; and at any meeting at which a quorum is present the affirmative vote of a majority of the votes cast on the

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matter represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by the laws of Florida.

ARTICLE V

No Preemptive Rights

No shareholder of the corporation shall have any preemptive or similar right to acquire or subscribe for any additional unissued shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

ARTICLE VI

Board of Directors

6.1 Generally. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors.

6.2 Initial Board. The initial board of directors of the corporation shall consist of three (3) persons and the name and addresses of such persons, who are to serve as directors until the first annual meeting of the shareholders or until any successors are elected and shall qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
D. Stevenson Ferguson, Jr.	2001 Kirby Drive Houston, TX. 77019
Garret R. Hegel	15 South 20 th Street Birmingham, AL. 35233
Jerry W. Powell	15 South 20 th Street Birmingham, AL. 35233

ARTICLE VII

Limitation of Liability

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except that this provision shall not eliminate or limit the liability of a director to the corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of

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loyalty to the corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 607.0834 of the Act relating to any unlawful distribution; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII

Registered Agent

The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of its initial registered agent at such address is Corporation Service Company. The written acceptance of the initial registered agent to the corporation as such is stated below.

ARTICLE IX

Incorporator

The name and address of the incorporator is:

W.D. Gilchrist, Jr.
24 Greenway Plaza, 14th Floor
Houston, Texas 77046

[Signature Page Follows]

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Dated: October 24, 2002.


W. D. Gleichrist, Jr., Incorporator

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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.

Dated: 10/25, 2002.

Deborah D Skipper
Registered Agent

Deborah D. Skipper
Asst. V. Pres.

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