

Document Number Only

P96000088226

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Jackson - Shaw / Florida, Inc.

Profit - Articles

☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name Filing

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/25

FILED
95 OCT 25 PM 1:41

400001986184--4
-10/25/96--01063--005
*****70.00 *****70.00

JACKSON-SHAW COMPANY
3860 West Northwest Highway, Suite 350
Dallas, Texas 75220
(214) 351-7400

October 23, 1996

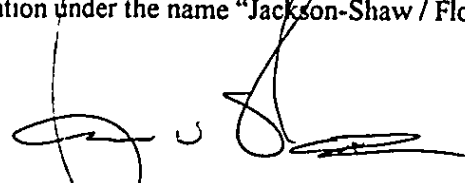
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Consent to Use of Similar Corporate Name

Gentlemen:

I am the President and sole Director of Jackson-Shaw Company, a Texas corporation which has qualified to do business in Florida, and of a new corporation, the Articles of Incorporation of which are being submitted for your approval. The name of the new corporation is Jackson-Shaw / Florida, Inc. As President and Director of the former, I hereby consent to the similar corporate name of the latter and request your approval of its incorporation under the name "Jackson-Shaw / Florida, Inc."

Thank you.

A handwritten signature in black ink, appearing to read 'Lewis W. Shaw, II', is written over a horizontal line.

Lewis W. Shaw, II, President and Sole
Director of Jackson-Shaw Company

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

JACKSON-SHAW / FLORIDA, INC.

FILED
96 OCT 25 PM 1:42
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: JACKSON-SHAW / FLORIDA, INC.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 3860 WEST NORTHWEST HWY. SUITE 350, DALLAS, TEXAS 75220

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 100,000

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A	

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
N/A			

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A	

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

NONE

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

SEE ADDENDUM

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

LEWIS W. SHAW, II
3860 W. NORTHWEST HWY. SUITE 350
DALLAS, TEXAS 75220

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Arla Dee Icenhour - 350 N. St. Paul, Dallas, Texas 75201
Sharon Linda Bean - 350 N. St. Paul, Dallas, Texas 75201
LaDonna McKinney - 350 N. St. Paul, Dallas, Texas 75201

FILED
96 OCT 25 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 24 DAY OF OCTOBER, 1996

Arla D. Icenhour
SIGNATURE/TITLE

LaDonna McKinney
SIGNATURE/TITLE

Sharon Linda Bean
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED Oct 24, 19 96

BY Randy A. Shelley
Randy A. Shelley
(TYPE NAME OF OFFICER)

Special Assistant Secretary
(TITLE OF OFFICER)

ADDENDUM TO STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
JACKSON-SHAW / FLORIDA, INC

Seventh Provisions for the regulation of the internal affairs of the corporation as

(a) Cumulative voting by the shareholders of the corporation at any election for directors of the corporation is hereby prohibited. Every shareholder entitled to vote at each 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.

(b) Each director and each officer (and the heirs, executors and administrators thereof) shall be indemnified by the corporation against reasonable costs and expenses (including attorney's fees) incurred thereby in connection with any action, suit or proceeding to which such director or officer may be made a party by reason of such director or officer being or having been a director or officer of the corporation, except in relation to any actions, suits or proceedings, in which such director or officer has been adjudged liable because of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of such director or officer. In such cases, in the absence of any adjudication which expressly absolves the director or officer of liability to the corporation or its shareholders for willful misfeasance, bad faith, gross negligence and reckless disregard of the duties involved in the conduct of the office of such director or officer, or in the event of a settlement, each director and officer (and the heirs, executors and administrators thereof) shall, nevertheless, be indemnified by the corporation against payments made, including reasonable costs and expenses, provided that such indemnity shall be conditioned upon the prior determination by a resolution of two-thirds of those members of the Board of Directors of the corporation who are not involved in the action, suit or proceeding, that the director or officer has no liability by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of such director or officer, and provided further that, if a majority of the members of the Board of Directors of the corporation is involved in the action, suit or proceeding, such determination shall have been made by written opinion of independent counsel. Such a determination by the Board of Directors, or by independent counsel, and the payments of amounts by the corporation on the basis thereof shall not prevent a shareholder from challenging such indemnification by appropriate legal proceedings on the ground that the person indemnified was liable to the corporation or its security holders by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of the office of such director or officer. The foregoing rights and indemnification shall not be exclusive of any other rights to which the officers and directors may be entitled according to law.

(c) Except to the extent such power may be modified or divested by action of shareholders representing a majority of the issued and outstanding shares of the capital stock

of the corporation, the power to alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors

(d) No contract, act or transaction of this corporation with any person or persons, firm, trust or association, or any other corporation shall be affected or invalidated by the fact that any director, officer or shareholder of this corporation is a party to or is interested in, any such contract, act or transaction, or is in any way connected with any such person or persons, firm, trust or association, or is a director, officer or shareholder of, or otherwise interested in, any such other corporation, except as may be otherwise provided in Article 2.41 of the Texas Business Corporation Act. No duty to pay damages to this corporation shall be imposed upon such director, officer or shareholder of this corporation solely by reason of such fact, regardless of whether the vote, action or presence of any director, officer or shareholder may be or have been necessary to obligate this corporation on, or in connection with, such contract, act, or transaction, provided that if such vote, action or presence is or shall have been necessary, such interest or connection shall have been known or disclosed to the Board of Directors of this corporation. Except as otherwise required by law, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as director, except that this article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for

(1) a breach of the director's duty of loyalty to the corporation or its shareholders or members,

(2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

(3) a transaction from which the 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 by an applicable statute.