

Document Number Only

P960000089684

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200001992652-4
-10/31/96--01085--013
*****70.00 *****70.00

The Plank Company

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☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
THE PLANK COMPANY

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CLERK OF THE
COURT
TAMPA, FLORIDA

ARTICLE I.

THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: THE PLANK COMPANY.

ARTICLE II.

THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE IS 44 EAST BROAD STREET, TAMPA, FLORIDA 33606, AND THE MAILING ADDRESS OF THE CORPORATION IS 8601 GULF FREEWAY, HOUSTON, TEXAS 77017.

ARTICLE III.

THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: ONE HUNDRED THOUSAND WITH A PAR VALUE OF \$1.00 PER SHARE, ALL OF WHICH SHALL BE IN THE SAME CLASS, NAMELY, COMMON STOCK. EACH SHARE SHALL HAVE FULL VOTING RIGHTS WITH RESPECT TO THE ELECTION OF DIRECTORS AND OTHER MATTERS OF CORPORATION BUSINESS. THE RIGHT TO CUMULATIVE VOTING IS EXPRESSLY DENIED.

ARTICLE IV.

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA BUSINESS CORPORATION ACT.

ARTICLE V.

IN ADDITION TO ALL OF THE GENERAL POWERS POSSESSED BY A CORPORATION UNDER THE PROVISIONS OF THE FLORIDA BUSINESS CORPORATION ACT AND THE POWERS OF A CORPORATION INHERENT AND IMPLIED IN LAW, THE CORPORATION SHALL HAVE THE FOLLOWING EXPRESS POWERS:

1. TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PENSION TRUSTS, PROFIT-SHARING PLANS, STOCK BONUS PLANS, AND OTHER INCENTIVE PLANS FOR ALL OF, OR ANY CLASS OR CLASSES OF ITS OFFICERS AND EMPLOYEES, OR ITS OFFICERS OR ITS EMPLOYEES;

2. TO BE AN ORGANIZER, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY PARTNERSHIP, JOINT VENTURE, LIMITED LIABILITY COMPANY OR OTHER ENTERPRISE, AND TO THE EXTENT PERMITTED IN ANY OTHER JURISDICTION TO BE AN INCORPORATOR OF ANY OTHER CORPORATION OF ANY TYPE OR KIND; AND

3. TO GRANT FRANCHISES AND LICENSES.

THE POWERS OF THE CORPORATION MAY BE EXERCISED BY IT ANYWHERE IN THE WORLD; AND THE HEREINABOVE SET FORTH RECITAL OF SPECIFIC POWERS OF THE CORPORATION SHALL NOT BE INTERPRETED TO PROHIBIT THE CORPORATION FROM EXERCISING OTHER POWERS OF CORPORATIONS NOW OR HEREAFTER LEGALLY PERMITTED TO BE EXERCISED BY CORPORATIONS.

ARTICLE VI.

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

ARTICLE VII.

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1), AND THE NAME AND ADDRESS OF THE PERSON WHO IS TO SERVE AS DIRECTOR UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL HIS SUCCESSOR IS ELECTED AND SHALL QUALIFY IS:

MICHAEL J. PLANK
8601 GULF FREEWAY
HOUSTON, TEXAS 77017

ARTICLE VIII.

A. THE CORPORATION SHALL INDEMNIFY ANY PERSON WHO WAS OR IS A PARTY OR IS THREATENED TO BE MADE A PARTY TO ANY THREATENED, PENDING, OR COMPLETED ACTION, SUIT, OR PROCEEDING, WHETHER CIVIL OR CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE, BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION,

OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE, AGAINST EXPENSES (INCLUDING ATTORNEYS' FEES), JUDGMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT, ACTUALLY AND REASONABLY INCURRED BY HIM IN CONNECTION WITH SUCH ACTION, SUIT, OR PROCEEDING, INCLUDING ANY APPEAL THEREOF, IF HE ACTED IN GOOD FAITH OR IN A MANNER REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION, AND WITH RESPECT TO ANY CRIMINAL ACTION OR PROCEEDING, IF HE HAD NO REASONABLE CAUSE TO BELIEVE HIS CONDUCT WAS UNLAWFUL. HOWEVER, WITH RESPECT TO ANY ACTION BY OR IN THE RIGHT OF THE CORPORATION TO PROCURE A JUDGMENT IN ITS FAVOR, NO INDEMNIFICATION SHALL BE MADE IN RESPECT OF ANY CLAIM, ISSUE OR MATTER AS TO WHICH SUCH PERSON IS ADJUDGED LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF HIS DUTY TO THE CORPORATION UNLESS, AND ONLY TO THE EXTENT THAT, THE COURT IN WHICH SUCH ACTION OR SUIT WAS BROUGHT DETERMINES, ON APPLICATION, THAT DESPITE THE ADJUDICATION OF LIABILITY, SUCH PERSON IS FAIRLY AND REASONABLY ENTITLED TO INDEMNITY IN VIEW OF ALL THE CIRCUMSTANCES OF THE CASE. ANY INDEMNIFICATION HEREUNDER SHALL BE MADE ONLY ON A DETERMINATION BY A MAJORITY OF DISINTERESTED DIRECTORS OR A MAJORITY OF SHAREHOLDERS THAT INDEMNIFICATION IS PROPER IN THE PARTICULAR CIRCUMSTANCES BECAUSE THE PARTY TO BE INDEMNIFIED HAS MET THE APPLICABLE STANDARD OF CONDUCT. DETERMINATION OF ANY ACTION, SUIT, OR PROCEEDING BY JUDGMENT, ORDER, SETTLEMENT, CONVICTION, OR ON A PLEA OF NOLO CONTENDRE OR ITS EQUIVALENT, SHALL NOT, OF ITSELF, CREATE A PRESUMPTION THAT THE PARTY DID NOT MEET THE APPLICABLE STANDARD OF CONDUCT. INDEMNIFICATION HEREUNDER MAY BE PAID BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION OF ANY ACTION, SUIT, OR PROCEEDING, ON A PRELIMINARY DETERMINATION THAT THE DIRECTOR, OFFICER, EMPLOYEE, OR AGENT MET THE APPLICABLE STANDARD OF CONDUCT AND ON RECEIPT OF AN UNDERTAKING BY OR ON BEHALF OF THE DIRECTOR, OFFICER, EMPLOYEE, OR AGENT TO REPAY SUCH AMOUNT, UNLESS IT IS ULTIMATELY DETERMINED THAT HE IS ENTITLED TO BE INDEMNIFIED BY THE CORPORATION AS AUTHORIZED IN THIS ARTICLE VIII.

B. THE CORPORATION SHALL ALSO INDEMNIFY ANY DIRECTOR, OFFICER, EMPLOYEE, OR AGENT WHO HAS BEEN SUCCESSFUL ON THE MERITS OR OTHERWISE, IN DEFENSE OF ANY ACTION, SUIT, OR PROCEEDING, OR IN DEFENSE OF ANY CLAIM, ISSUE OR MATTER THEREIN, AGAINST ALL EXPENSES, INCLUDING ATTORNEYS' FEES, ACTUALLY AND REASONABLY INCURRED BY HIM IN CONNECTION THEREWITH, WITHOUT THE NECESSITY OF AN INDEPENDENT DETERMINATION THAT SUCH DIRECTOR, OFFICER, EMPLOYEE, OR AGENT MET ANY APPROPRIATE STANDARD OF CONDUCT.

C. THE INDEMNIFICATION PROVIDED FOR HEREIN SHALL CONTINUE AS TO ANY PERSON WHO HAS CEASED TO BE A DIRECTOR, OFFICER, EMPLOYEE OR AGENT, AND SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND ADMINISTRATORS OF SUCH PERSON.

D. IN ADDITION TO THE INDEMNIFICATION PROVIDED FOR HEREIN, THE CORPORATION SHALL HAVE THE POWER TO MAKE ANY OTHER OR FURTHER INDEMNIFICATION, EXCEPT AN INDEMNIFICATION AGAINST GROSS NEGLIGENCE OR WILFUL MISCONDUCT, UNDER ANY RESOLUTION OR AGREEMENT DULY ADOPTED BY A MAJORITY OF DISINTERESTED DIRECTORS, OR DULY AUTHORIZED BY A MAJORITY OF SHAREHOLDERS.

E. IF ANY EXPENSES OR OTHER AMOUNTS ARE PAID BY WAY OF INDEMNIFICATION, OTHERWISE THAN BY COURT ORDER OR ACTION BY THE SHAREHOLDERS, THE CORPORATION SHALL, NOT LATER THAN THE TIME OF DELIVERY TO THE SHAREHOLDERS OF WRITTEN NOTICE OF THE NEXT ANNUAL MEETING, UNLESS SUCH MEETING IS HELD WITHIN THREE MONTHS FROM THE DATE OF SUCH PAYMENT, AND, IN ANY EVENT, WITHIN FIFTEEN MONTHS FROM THE DATE OF SUCH PAYMENT, DELIVER BY MAIL TO EACH SHAREHOLDER OF RECORD AT THE TIME ENTITLED TO VOTE FOR THE ELECTION OF DIRECTORS, A STATEMENT SPECIFYING THE PERSONS PAID, THE AMOUNTS PAID, AND THE NATURE AND STATUS AT THE TIME OF SUCH PAYMENT OF THE LITIGATIONS OR THREATENED LITIGATION.

ARTICLE IX.

THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

BRUCE W. MERWIN
DOW, COGBURN & FRIEDMAN, P.C.
NINE GREENWAY PLAZA, SUITE 2300
HOUSTON, TEXAS 77046

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 27th DAY OF OCTOBER, 1996.

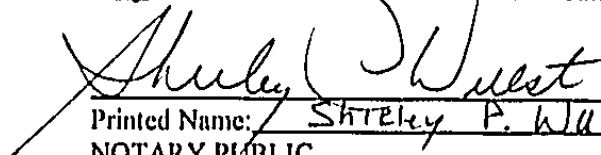


BRUCE W. MERWIN
ATTORNEY FOR THE PLANK COMPANY

STATE OF TEXAS §

COUNTY OF HARRIS §

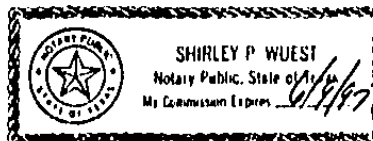
The foregoing instrument was acknowledged before me this 29th day of October, 1996, by Bruce W. Merwin, as an incorporator. He X is personally known to me or has produced a [driver's license] as identification and did not take an oath.


Printed Name: SHIRLEY P. WUEST
NOTARY PUBLIC

(AFFIX NOTARY SEAL)

My Commission Expires:

6/9/97



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: 10/31, 1996.

BY: Connie Bryan

(TYPE NAME OF OFFICER)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(TITLE OF OFFICER)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA