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A PROFESSIONAL CORPORATION

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FRISCO BUILDING

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October 13, 1997

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****131.25 ****131.25

Subject: Midwestern Power Line of Florida, Inc.

Enclosed you will find an original and one (1) copy of the Articles of Incorporation regarding the above captioned proposed Florida corporation, together with a check in the amount of \$131.25 covering the filing fee, certified copy and certificate.

Kindly return the requested file-stamped document(s) to the undersigned at the address listed above. Your prompt attention to this matter is greatly appreciated.

Very truly yours,

Joseph P. Lennart
FOR THE FIRM

JPL/da
Enclosures

FILED
97 OCT 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nedra OCT 16 1997

TULSA • OKLAHOMA CITY • MUSKOGEE • DENVER

**ARTICLES OF INCORPORATION
OF
MIDWESTERN POWER LINE OF FLORIDA, INC.**

FILED
97 OCT 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is MIDWESTERN POWER LINE OF FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: Route 1 Box 760, Newberry, Florida 32669.

ARTICLE III SHARES

The total number of shares of stock which the corporation shall have authority to issue is 50,000 shares, each of the shares having a par value of \$1.00, thereby resulting in the amount of \$50,000.00, all of which shall be common stock.

The Board of Directors of the Corporation shall have full authority, to the extent permitted by law, to increase, decrease or otherwise adjust the capital stock of the corporation, to designate the classes or series thereof and to determine whether all or any part of such stock shall have voting powers, full or limited, or no voting powers, and to determine such designations, and such powers, preferences, relative, participating or optional, or other special rights and the qualifications, limitations or restrictions thereof as the Board shall from time to time determine in duly adopted resolutions.

At any time and from time to time, when authorized by resolution of the Board of Directors and without any action by its shareholders, the corporation may issue or sell any shares of its capital stock of any class or series, whether out of the unissued shares thereof authorized by the Certificate of Incorporation or the corporation as originally filed or by an amendment thereof or out of shares of its capital stock acquired by it after the issue thereof, and whether or not the shares thereof so issued or sold shall confer upon the holders thereof the right to exchange or convert such shares for or into other shares of capital stock of the corporation of any class or classes or any series thereof. When similarly authorized, but without any action by its shareholders, the corporation may issue or grant rights, warrants or options, in bearer or registered or such other form as the Board of Directors may determine, for the purchase of shares of the capital stock of any class or series of the corporation within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share as the Board of Directors may determine. Such rights, warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes, obligations or other evidences of indebtedness or shares of the capital stock of any class or series of the corporation and for such consideration and on such terms and conditions as the Board of

Directors, in its sole discretion, may determine. In each case, the consideration to be received by the corporation for any such shares so issued or sold shall be such as shall be fixed from time to time by resolution of the Board of Directors.

ARTICLE IV **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the initial registered agent are: Richard Smith; Route 1 Box 760; Newberry, Florida 32669.

ARTICLE V **INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Joseph P. Lennart	Riggs, Abney, Neal, Turpen, Orbison & Lewis Frisco Building 502 West Sixth Street Tulsa, Oklahoma 74119-1010

ARTICLE VI **BOARD OF DIRECTORS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

- (a) To adopt, amend or repeal the Bylaws of the corporation;
- (b) To authorize and cause to be executed or granted mortgages, security interests and liens upon the real and personal property of the corporation;
- (c) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;
- (d) By a majority of the whole Board of Directors, to designate one or more committees, each committee to consist of one (1) or more of the directors of the corporation. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the Bylaws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may

unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

- (e) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders meeting duly called upon such notice as is required by law, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

ARTICLE VII **MEETINGS OF SHAREHOLDERS**

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provided. The books of the corporation may be kept (subject to applicable law) inside or outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation. Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE VIII **OFFICERS AND DIRECTORS**

To the extent permitted by law, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the directors or officers are present at or participate in the meeting of the Board or committee thereof which authorizes the contract of transaction, or solely because the directors or officers or their votes are counted for such purpose.

ARTICLE IX **INDEMNIFICATION**

The Board of Directors is expressly authorized to 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, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person 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 to the extent and in the manner permitted by the laws of the State of Florida.

ARTICLE X AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon the shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to Chapters 607 and 621 of the Florida Statutes, makes this Certificate, hereby declaring and certifying that this is the act and deed of the undersigned and that the facts herein stated are true.



JOSEPH P. LENNART

October 13, 1997

Date

Statement of Registered Agent

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

10-14-97

Date

DEEJPL\CORP\MIDWEST.INC
10/13/97:dm

FILED
97 OCT 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA