

Document Number Only

P99000030100

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

000002826570--0  
-04/01/99--01071--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

000002826570--0  
-04/01/99--01071--004  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

APA Acquisition Corp.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Call When Ready

☒ Walk In

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☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

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TO  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
J. SMITH  
BUTTERFIELD

99 APR - 1 AM 11:25

RECEIVED

J. SMITH APR 01 1999

FILED  
99 APR - 1 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**APA ACQUISITION CORP.**

FILED  
99 APR - 1 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is APA Acquisition Corp.

ARTICLE II

The street address of the initial principal office of the corporation is 1800 Bering Drive, Suite 1000, Houston, Texas 77057.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock, no par value per share. Cumulative voting of the shares is expressly prohibited. No shareholder or other person shall have any preemptive right whatsoever.

ARTICLE IV

The street address of the corporation's initial registered office is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of its initial registered agent at such address is C T Corporation System.

ARTICLE V

The number of Directors constituting the initial Board of Directors is two (2). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualified are as follows:

Mark A. Rome  
1800 Bering Road, Suite 100  
Houston, Texas 77057

Ross M. Patten  
1800 Bering Road, Suite 100  
Houston, Texas 77057

#### ARTICLE VI

The name and address of the incorporator is as follows:

Joe Perillo  
600 Travis, Suite 3500  
Houston, Texas 77002

#### ARTICLE VII

The purpose for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Florida Business Corporation Act.

#### ARTICLE VIII

No director of the corporation shall be liable to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporation management or policy, by a director, unless: (a) the director breached or failed to perform his or her duties as a director; and (b) the director's breach of, or failure to perform, those duties constitutes: (i) a violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the director received an improper personal benefit, either directly or indirectly; (iii) a circumstance under which the liability provisions of Section 607.0834 are applicable; (iv) in a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or (v) in a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness

or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If the Florida Business Corporation Act or other applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have set my hand this 31 day of March, 1999.

  
\_\_\_\_\_  
Joe Perillo

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Business Corporation Act.

C T Corporation System

By:   
\_\_\_\_\_  
Victor Alfano, Asst. Secretary

Date: 03/31/99

FILED  
99 APR -1 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA