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TALLAHASSEE, FLORIDA

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C T Corporation System  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301  
City State Zip Phone

CORPORATION(S) NAME

TP Acquisition Corp

- ☒ Profit - Articles  
☐ NonProfit  
☐ Limited Liability Company  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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PK 4/12/99

**ARTICLES OF INCORPORATION  
OF  
TP ACQUISITION CORP.**

**(a Florida corporation)**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of the Corporation is **TP ACQUISITION CORP.** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$.01 per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is 700 Central Avenue, Louisville, Kentucky 40208.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than ten (10) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

Rebecca C. Reed  
700 Central Avenue  
Louisville, KY 40208

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the initial registered agent of the Corporation at that address is CT Corporation System.

## ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Brian J. Walsh, 515 E. Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

## ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

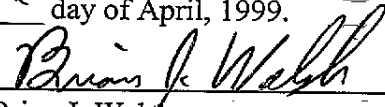
## ARTICLE IX - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

## ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of TP ACQUISITION CORP. this 8th day of April, 1999.

  
\_\_\_\_\_  
Brian J. Walsh  
Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
TP ACQUISITION CORP.**

The undersigned, CT Corporation System, whose business address is 1200 S. Pine Island Road, Plantation, Florida 33324, hereby accepts appointment as the initial registered agent of **TP ACQUISITION CORP.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CT Corporation System

By: Connie Bryan  
Registered Agent

**CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY**

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