

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

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-05/24/99--01002--002
*****70.00 *****70.00

Freight - Mc Moran Development Co.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/

☐ After 4:30

☒ Pick Up

☐ Call When Ready

☒ Walk In

☐ Mail Out

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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THANK YOU ! CONNIE BRYAN

MAY 21 1999

ARTICLES OF INCORPORATION
OF

FREEPORT-McMoRan DEVELOPMENT CO.

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

FIRST: The name of the corporation is: Freeport-McMoRan Development Co.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 4388 Pendola Point Road, Tampa, Florida 33619

THIRD: The number of shares the corporation is authorized to issue is: 1,000 shares of common stock, \$1 par value per share

FOURTH: 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.

FIFTH: The name and address of the person who is to serve as the initial director is:

Michael C. Kilanowski, Jr., 1615 Poydras St., New Orleans, LA 70112

SIXTH: The name and address of each incorporator is:

Connie Bryan 660 East Jefferson St., Tallahassee, Florida 32301

SEVENTH:

A. To the full extent from time to time permitted by law, no director or officer of the corporation shall be personally liable to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders.

B. The board of directors may (1) cause the corporation to enter into contracts with its directors and officers providing for the limitation of liability set forth in this article to the full extent permitted by law, (2) adopt by-laws or resolutions, or cause the corporation to enter into contracts, providing for indemnification of directors and officers of the corporation and other persons (including but not limited to directors and officers of the corporation's direct and indirect subsidiaries) to the full extent permitted by law and (3) cause the corporation to exercise the powers set forth in Fla. Stat. § 607.0850(12), notwithstanding that some or all of the members of the board of directors acting with respect to the foregoing may be parties to such contracts or beneficiaries of such by-laws or resolutions or the exercise of such powers.

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C. The board of directors may cause the corporation to approve for its direct and indirect subsidiaries limitation of liability and indemnification provisions comparable to the foregoing.

D. Notwithstanding any other provision of these articles of incorporation, the affirmative vote of at least 80% of the total voting power shall be required to amend or repeal this article. Neither the amendment nor repeal of this article, nor the adoption of any provision of these articles of incorporation inconsistent with this article, shall eliminate or reduce the protection afforded by this article to a director or officer of the corporation with respect to any action or inaction occurring prior to the time of such amendment, repeal or adoption.

E. The corporation shall indemnify any person who 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, to the fullest extent permitted by law. The foregoing indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

F. The provisions of this article shall be deemed to be a contract between the corporation and each person who serves as such director, officer, employee or agent of the corporation in any such capacity at any time while this article is in effect. Any amendment or repeal of this article or any by-law or resolution relating to indemnification shall not adversely affect any right or protection of a director, officer, employee or agent of the corporation with respect to any conduct occurring prior to the time of such amendment or repeal.

Connie Bryan
Connie Bryan, Incorporator

Date: May 21, 1999

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

C T Corporation System

By Connie Bryan
Connie Bryan

Date: May 21, 1999

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