

FILED
in the Office of the
Secretary of State of Texas
JUL 27 1994
Corporations Section

RESTATED ARTICLES OF INCORPORATION
OF
CONSOLIDATED GRAPHICS, INC.

ARTICLE ONE

Consolidated Graphics, Inc. (the "Corporation"), pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the entire text of the Amended and Restated Articles of Incorporation and all amendments previously issued by the Secretary of State that are in effect to date and such Restated Articles of Incorporation contain no change in any provision thereof.

ARTICLE TWO

The Restated Articles of Incorporated were adopted by resolution of the Board of Directors of the Corporation on July 19, 1994.

ARTICLE THREE

The Amended Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles of Incorporation attached hereto as *Exhibit A* which accurately copy the entire text thereof.

DATED July 19, 1994.

CONSOLIDATED GRAPHICS, INC.


By: 
Joe R. Davis
President and Chief Executive
Officer

EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
CONSOLIDATED GRAPHICS, INC.**

I.

The name of the Corporation is CONSOLIDATED GRAPHICS, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the Corporation is organized are:

To transact any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act and to buy, sell, lease, own and deal in and to transact business with respect to real and personal property and services; and

In general, to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

IV.

The aggregate number of shares which the Corporation shall have authority to issue is 25,000,000, of which 20,000,000 shares are classified as Common Stock, par value of \$.01 per share ("Common Stock"), and 5,000,000 shares are classified as Preferred Stock, par value of \$1.00 per share ("Preferred Stock").

The Board of Directors of the Corporation may provide by resolution that some or all of any or all classes and series of its shares shall be uncertificated shares, provided that such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation.

The preferences, limitations and relative rights in respect of the Common Stock and the Preferred Stock are, or shall be established, as follows:

Division A - Common Stock

Dividends. Subject to any requirements with respect to preferential or participating dividends as may be provided by the express terms of any outstanding series of Preferred Stock, the holders of the Common Stock shall be entitled to receive such dividends thereon as may be declared from time to time by the Board of Directors of the Corporation.

Liquidation. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, holders of the Common Stock shall be entitled to receive such assets and properties of the Corporation as are available for distribution to shareholders after there shall have been paid or set apart for payment the full amounts necessary to satisfy any preferential or participating rights to which the holders of each outstanding series of Preferred Stock are entitled by the express terms of such series.

Voting. Shares of Common Stock shall be entitled to vote on each matter submitted to a vote of shareholders, except (1) as may otherwise be prescribed with respect to the election of one or more directors by the holders of any one or more series of Preferred Stock in the event of arreages in the payment of dividends on any series of Preferred Stock in the resolution or resolutions of the Board of Directors of the Corporation providing for the establishment of any such series and (2) to the extent the holders of any one or more series of Preferred Stock are entitled to vote separately as a class by law or by the resolution or resolutions of the Board of Directors of the Corporation providing for the issuance of any such series.

Division B - Preferred Stock

The Corporation may issue one or more series of Preferred Stock. The Preferred Stock of each such series shall have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional, redemption, conversion, exchange or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed by the Board of Directors in the resolution or resolutions providing for the issuance of such series of Preferred Stock pursuant to the authority to do so which is hereby expressly vested in the Board of Directors.

Except as otherwise provided in any resolution or resolutions of the Board of Directors providing for the issuance of any particular series of Preferred Stock, the number of shares of stock of any such series so set forth in such resolution or resolutions may be increased or decreased (but not below the number of shares of

such series then outstanding) by a resolution or resolutions likewise adopted by the Board of Directors.

Except as otherwise provided in any resolution or resolutions of the Board of Directors providing for the issuance of any particular series of Preferred Stock, shares of Preferred Stock redeemed or otherwise acquired by the Corporation shall assume the status of authorized but unissued Preferred Stock and shall be unclassified as to series and may thereafter, subject to the provisions of this Article IV and to any restrictions contained in any resolution or resolutions of the Board of Directors providing for the issue of any such series of Preferred Stock, be reissued in the same manner as other authorized but unissued Preferred Stock.

Except as otherwise specifically required by law or as specifically provided in any resolution or resolutions of the Board of Directors providing for the issuance of any particular series of Preferred Stock, the exclusive voting power of the Corporation shall be vested in the Common Stock of the Corporation. Each share of Common Stock entitles the holder thereof to one vote at all meetings of the stockholders of the Corporation.

V.

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

VI.

The post office address of its initial registered office is 3300 Allied Bank Plaza, Houston, Texas 77002, and the name of its initial registered agent at such address is Stephen W. Van Hooser.

VII.

The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the By-laws of the Corporation.

The number of directors presently constituting the Board of Directors of the Corporation is nine and the names and addresses of such persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Joe R. Davis | 2210 West Dallas Street, Houston, Texas |
| Brady F. Carruth | 2210 West Dallas Street, Houston, Texas |
| Clarence C. Comer | 2210 West Dallas Street, Houston, Texas |
| Gary L. Forbes | 2210 West Dallas Street, Houston, Texas |
| W. D. Hawkins | 2210 West Dallas Street, Houston, Texas |
| James H. Limmer | 2210 West Dallas Street, Houston, Texas |
| Joel T. Milner | 2210 West Dallas Street, Houston, Texas |
| Thomas E. Smith | 2210 West Dallas Street, Houston, Texas |
| Hugh N. West | 2210 West Dallas Street, Houston, Texas |

VIII.

Directors shall be elected by majority vote. Cumulative voting is expressly prohibited.

IX.

No shareholder of the Corporation or any other person shall have any preemptive right whatsoever to acquire additional, unissued, or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares or other securities of the Corporation.

X.

The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

CONSOLIDATED GRAPHICS, INC.

**STATEMENT OF ELIMINATION
OF
SERIES A PREFERRED STOCK**

FILED
In the Office of the
Secretary of State of Texas
JUL 27 1994
Corporations Section

To the Secretary of State
of the State of Texas:

Pursuant to the provisions of Article 2.13 of the Texas Business Corporation Act the undersigned corporation submits the following statement for the purpose of eliminating from its Amended and Restated Articles of Incorporation a series of shares and all references to such series contained therein.

1. The name of the corporation is Consolidated Graphics, Inc.
2. The following resolutions, eliminating the series of shares designated as the Series A Preferred Stock and all references to such series from the Amended and Restated Articles of Incorporation, were duly adopted by all necessary action on the part of the corporation on July 19, 1994:

WHEREAS, pursuant to its authority under Article 2.13 of the Texas Business Corporation Act (the "TBCA"), this Board of Directors established by resolution a series of Preferred Stock par value \$.01 per share ("Preferred Stock"), designated as Series A Preferred Stock (the "Series A Preferred Stock"); and

WHEREAS, the terms of the Preferred Stock provide that, upon the redemption or other acquisition by the Corporation of shares of any particular series of Preferred Stock, such shares shall assume the status of authorized but unissued Preferred Stock and shall be unclassified as to securities; and

WHEREAS, all of the authorized and outstanding shares of Series A Preferred Stock were acquired and cancelled by the Corporation on their conversion into shares of common stock, par value \$.01 per share, of the Corporation, and no shares of Series A Preferred Stock remain outstanding or are held as treasury shares as of the date of these resolutions;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Article 2.13 of the TBCA, the Series A Preferred Stock and all references to such series are hereby eliminated from the Amended and Restated Articles of Incorporation of the Corporation; and further

RESOLVED, that the form, terms and provisions of the Statement of Elimination incorporating these resolutions and any other information required under Article 2.13 of the TBCA, as submitted to this Board of Directors is hereby adopted and approved in all respects; and further


RESOLVED, that the Chief Executive Officer and President of the Corporation is hereby authorized and empowered to execute, deliver and file the Statement of Elimination, in the name of and on behalf of the Corporation pursuant to Article 2.13 of the TBCA; and further

RESOLVED, that the authority granted to the officers of the Corporation under these resolutions shall include the authority to perform such further acts and deeds as may be necessary, convenient or appropriate, in the judgment of such officers, to carry out the transactions contemplated hereby, and all act, and deeds previously performed by the officers of the Corporation prior to the date of these resolutions that are within the authority conferred hereby are ratified, confirmed and approved as the authorized acts and deeds of the Corporation.

Dated: July 19, 1994

CONSOLIDATED GRAPHICS, INC.

By:


Joe K. Davis
President and Chief Executive
Officer