

CT CORPORATION SYSTEM

F01000004909

CORPORATION(S) NAME

Hatteras Yachts, Inc.

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01 SEP 18 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

BK

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign qual. | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/18/01

Order#: 4790938
600004596896--7
-09/18/01--01043--007
*****70.00 *****70.00

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

SK

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Hatteras Yachts, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 36-4317869
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 23, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of Application
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 110 Glenburnie Road, New Bern, North Carolina 28560
(Principal office address)
110 Glenburnie Road, New Bern, North Carolina 28560
(Current mailing address)
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and the state of
8. Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

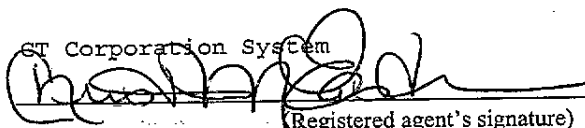
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

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

CT Corporation System


(Registered agent's signature)

Christine M. Eastwine
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mary P. McConnell, Vice President and Secretary

(Typed or printed name and capacity of person signing application)

EXHIBIT A
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
HATTERAS YACHTS, INC.

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Directors:

Grant Oppegaard
2900 IDS Center
80 South 8th Street
Minneapolis, Minnesota 55402

Roger Cloutier
2900 IDS Center
80 South 8th Street
Minneapolis, Minnesota 55402

William C. Naumann
110 North Glenburnie Road
New Bern, North Carolina 28560

Officers:

President and Chief Executive Officer:

William C. Naumann
110 North Glenburnie Road
New Bern, North Carolina 28560

Executive Vice President:

Grant E. Oppegaard
2900 IDS Center
80 South 8th Street
Minneapolis, Minnesota 55402

Executive Vice President:

Roger R. Cloutier, II
2900 IDS Center
80 South 8th Street
Minneapolis, Minnesota 55402

Sr. Vice President, Engineering
and Product Development:

John M. Adams Sr.
110 North Glenburnie Road
New Bern, North Carolina 28560

Executive Vice President,
Construction Management:

Donald E. Farlow
110 North Glenburnie Road
New Bern, North Carolina 28560

Executive Vice President, Operations:

Werner Kuhnke
110 North Glenburnie Road
New Bern, North Carolina 28560

Vice President, Human Resources:

Christopher L. Miller
110 North Glenburnie Road
New Bern, North Carolina 28560

Vice President, Chief Financial
Officer and Treasurer:

Robert H. Nenni
110 North Glenburnie Road
New Bern, North Carolina 28560

Sr. Vice President, Sales and
Marketing:

E. Bryant Phillips
110 North Glenburnie Road
New Bern, North Carolina 28560

Vice President and Secretary:

Mary P. McConnell
2900 IDS Center
80 South 8th Street
Minneapolis, Minnesota 55402

Vice President:

Mark W. Peters
2900 IDS Center
80 South 8th Street
Minneapolis, Minnesota 55402

Assistant Treasurer:

Joseph A. Samstag
110 North Glenburnie Road
New Bern, North Carolina 28560

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HATTERAS YACHTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1343146

DATE: 09-14-01