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## Florida Department of State

Division of Corporations  
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## BASIC AMENDMENT

SPENCER BOAT CO., INC.

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SPENCER BOAT CO., INC.**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, Spencer Boat Co., Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated April 25, 2000.
2. The Amended and Restated Articles of Incorporation set forth herein were approved by the shareholders of the outstanding shares of common stock of the Corporation on April 25, 2000, and the number of votes cast were sufficient for approval.
3. The Articles of Incorporation, as amended, in effect as of this date are amended as set forth herein in the following respects:
  - a. The article concerning the principal office and mailing address is amended in certain respects.
  - b. The article concerning capital stock is amended in certain respects.
  - c. The article concerning the initial registered agent and office is amended in certain respects and the article number has changed.
  - d. Articles VI, VII, VIII and IX regarding the Initial Board of Directors, Incorporator, Meetings by Conference Call and Action by Directors without a Meeting, respectively, are deleted.
  - e. The article concerning indemnification is amended in certain respects and the article number has changed.
  - f. Article X regarding Bylaws is added.
  - g. Article XIII regarding the Beginning of Corporate Existence is deleted.
4. Each share of common stock of the Corporation, par value \$1.00 per share, which is currently outstanding shall automatically be converted to one share of Class A Voting Common Stock, par value \$1.00 per share, after the filing of the within Amended and Restated Articles of Incorporation.

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5. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments.

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of Spencer Boat Co., Inc., a Florida corporation, are hereby amended and restated as follows:

**ARTICLE I**  
**NAME**

The name of the corporation is *Spencer Boat Co., Inc.*

**ARTICLE II**  
**DURATION**

The corporation shall have a perpetual existence.

**ARTICLE III**  
**PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
**ADDRESS**

The principal place of business and mailing address of the corporation shall be:

4200 North Flagler Drive  
West Palm Beach, Florida 33407

**ARTICLE V**  
**CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000,000 shares of common stock, par value \$1.00 per share, of which 1,000,000 shall be

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Class A Voting Common Stock and 1,000,000 shall be Class B Non-Voting Common Stock. Holders of Class A Voting Common Stock and holders of Class B Non-Voting Common Stock shall have equal rights except that sole voting rights shall be vested in the holders of Class A Voting Common Stock and the holders of Class B Non-Voting Common Stock shall have no voting rights except as required by law.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 4200 North Flagler Drive, Palm Beach, Florida 33407, and the name of the registered agent of the corporation at the address is William E. Yeargin.

#### ARTICLE VII

##### POWERS

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### ARTICLE VIII

##### INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or

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liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agent shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

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**ARTICLE IX****AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

**ARTICLE X****BYLAWS**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation as of the 16<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
James E. Brenstien, President