

F98000003667

CORPORATION SYSTEM

FILED
JUN 29 PM 1:28
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Champion Holdings, Inc.

merged: Champion Boats, Inc. & Back Country Powerboats, Inc.

Merger &
Name
Change

500004452065--3
-06/29/01--01057--014
*****105.00 *****105.00

500004452065--3
-07/06/01--01003--004
*****8.75 *****8.75

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

RECEIVED
TALLAHASSEE, FLORIDA
JUN 29 PM 1:28
NOT AGENCY OF
SUFFICIENCY OF
TO AGENCY OF
JUN 29 PM 1:28

Availability
Document
Examiner
Updater
Verifier
W.P. Verifier

6/29/01

Order#: 4623252

Ref#: _____

Amount: \$ _____

CB

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

X00789, 02775, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

BACK COUNTRY POWERBOATS, INC., a Fla corp. P98000063261

CHAMPION BOATS, INC., an AK corp not authorized to transact business in FL

INTO

**CHAMPION HOLDINGS, INC. which changed its name to CHAMPION
BOATS, INC., an Arkansas entity, F98000003667**

File date: June 29, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 2, 2001

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: BACK COUNTRY POWERBOATS, INC.
Ref. Number: P98000063261

We have received your document for BACK COUNTRY POWERBOATS, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Annette Ramsey
Corporate Specialist

Letter Number: 001A00039423

7/5

* Annette,
Please backdate this merger
to June 29, 2001.

Thanks!

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>CHAMPION HOLDINGS, INC.</u>	<u>ARKANSAS</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>CHAMPION BOATS, INC.</u>	<u>ARKANSAS</u>
<u>BACK COUNTRY POWERBOATS, INC.</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
June 20, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
June 20, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

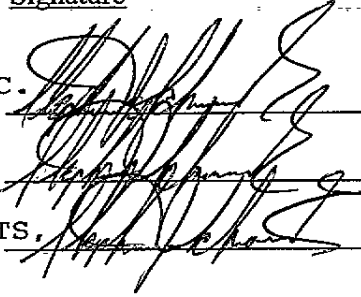
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

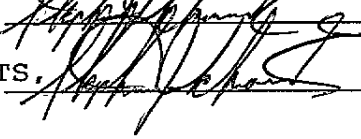
Typed or Printed Name of Individual & Title

CHAMPION HOLDINGS, INC.



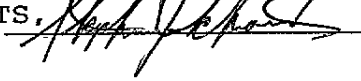
STEVE SCHRANCK, PRESIDENT

CHAMPION BOATS, INC.



STEVE SCHRANCK, PRESIDENT

BACK COUNTRY POWERBOATS,
INC.



STEVE SCHRANCK, PRESIDENT

PLAN OF MERGER
(Non Subsidiaries)
NOT APPLICABLE

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

The name and jurisdiction of each subsidiary corporation is

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

The surviving corporation owns all of the issued and outstanding shares of each merging corporation, therefore, the issued and outstanding shares of the merging corporations shall be cancelled and no shares of the surviving corporation shall be issued.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

FL068 - C T System Online

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Not applicable

Other provisions relating to the merger are as follows:

The Articles of Incorporation of the surviving corporation shall be amended to change the name to Champion Boats, Inc.



Arkansas Secretary of State Sharon Priest

State Capitol • Little Rock, Arkansas 72201-1094 • 501.682.3409

CERTIFICATE

I, Sharon Priest, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show:

CHAMPION BOATS, INC.

A corporation chartered under the laws of the State of Arkansas, filed Articles of Incorporation in this office December 3, 1986 .

Our records indicate the aforementioned surviving corporation merged with BACK COUNTRY POWERBOATS, INC., a Florida corporation and with and into CHAMPION HOLDINGS, INC. an Arkansas corporation on June 29, 2001. The name of the surviving corporation shall be CHAMPION BOATS, INC..

I certify that as far as the records show CHAMPION BOATS, INC. is at this time chartered and in good standing, having met all the requirements governing a domestic corporation in this State.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and Official Seal, on this, the
6th day of July 2001.

A handwritten signature in cursive script that reads "Sharon Priest".

Sharon Priest
Secretary of State

A handwritten signature in cursive script that reads "Teresa A. Kelley".

By:

Teresa A. Kelley

C-3 Rev. 1/00