

LOI 000006229

MILLER & ASSOCIATES

Attorneys at Law

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Destin, Florida 32541-2349

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April 16, 2001

VIA FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399-6541

300004014163--9
-04/17/01--01107--002
****125.00 ****125.00

Re: DESTIN SAILING CHARTERS, LLC

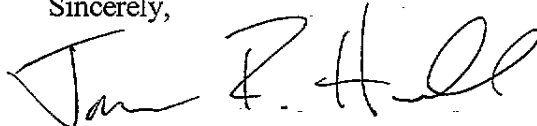
To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Organization and Statement Designating Registered Agent and Office, regarding the above-referenced limited liability company:

Also enclosed is a check in the amount of \$125.00 to cover the filing fee for the Articles of Organization and Statement Designating Registered Agent and Office. Upon filing, please return one copy each document in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



JASON R. HULL
Attorney at Law

JJM/dh
Enclosures (as stated)

LOI-6229
a

FILED
01 APR 17 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
DESTIN SAILING CHARTERS, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be DESTIN SAILING CHARTERS, LLC, and its principal office shall be located at 210 Highway 98 East, Destin, Florida 32541, and its mailing address shall be P.O. Box 722 in the City of Destin, County of Okaloosa, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations and perform any

service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service to assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment for any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purpose and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by two (2) managers. Management of this limited liability company is reserved to its members, whose names and addresses are as follows: Larry G. House of 955 Airport Road #1613, Destin, Florida 32541, and Kathleen J. House of 19218 St. Albans Valley Drive, Wildwood, Missouri 63038.

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Total capital contributions in the amount of \$5,000.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Also, a 1979 37' Irwin Catch (Coast Guard Vessel Official Number 609380). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being March 12, 2001.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII DURATION

This limited liability company shall exist for perpetual duration, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.


ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 415 Mountain Drive, City of Destin, County of Okaloosa, State of Florida, and the name of the company's initial registered agent at that address is Jason R. Hull, Miller & Associates, Attorneys at Law.

FILED
01/15/01 17 PM 5:00
JASON R. HULL
MILLER & ASSOCIATES
ATTORNEYS AT LAW
DESTIN, FLORIDA

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of DESTIN SAILING CHARTERS, LLC.

Executed by the undersigned on April 5th, 2001.


LARRY G. HOUSE


STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorize in the State and County aforesaid to take acknowledgements, personally appeared LARRY G. HOUSE, who is the person who executed the foregoing Articles of Organization and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and official seal this the 5th day of April, 2001.



(Seal)


Notary Public

My Commission Expires: 4-19-04

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

FILED
01 APR 17 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned on April 4, 2001.

Kathleen J. House
KATHLEEN J. HOUSE

STATE OF MISSOURI
COUNTY OF ST. LOUIS

BEFORE ME, the undersigned authority authorize in the State and County aforesaid to take acknowledgements, personally appeared KATHLEEN J. HOUSE, who is the person who executed the foregoing Articles of Organization and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and official seal this the 4 day of April, 2001.

TERESE M. BROWN
NOTARY PUBLIC- NOTARY SEAL
STATE OF MISSOURI, ST. LOUIS CITY
MY COMMISSION EXPIRES: 5-5-2002

Terese M. Brown
Notary Public

(Seal)

My Commission Expires: 5-5-2002

Personally Known OR Produced Identification _____
Type of Identification Produced _____

FILED
01 APR 17 PM 5:00
SECRETARY OF STATE
JENNIFER L. HOLMES

STATE OF FLORIDA
COUNTY OF OKALOOSA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is DESTIN SAILING CHARTERS, LLC.

The name of the registered agent for DESTIN SAILING CHARTERS, LLC is Jason R. Hull, Miller & Associates, Attorneys at Law, and the street address of the company's principal office where the agent is located is 415 Mountain Drive, Suite 3, Destin, Florida 32541.

This statement is to acknowledge that, as indicated above, DESTIN SAILING CHARTERS, LLC has appointed me, JASON R. HULL of MILLER & ASSOCIATES, ATTORNEYS AT LAW, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5th day of April, 2001.

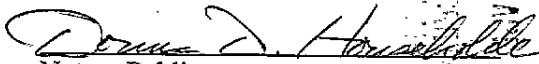
MILLER & ASSOCIATES
ATTORNEYS AT LAW

BY: 

JASON R. HULL

The foregoing instrument was acknowledged before me this 5th day of April, 2001, by JASON R. HULL of MILLER & ASSOCIATES, ATTORNEYS AT LAW, agent on behalf of DESTIN SAILING CHARTERS, LLC, a limited liability company.




Notary Public

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

FILED
MAY 17 PM 5:00