

L010000 16908

Requester's Name

Address

City/State/Zip

Phone #

EFFECTIVE DATE

9-24-01

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. OUTBOARD PROPULSION SYSTEMS, LLC
(Corporation Name) (Document #)

2. 000004616340--8
(Corporation Name) (Document #) -09/28/01--01045--003
***150.00 ***150.00

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

2008 SEP 28 AM 10:40
DIVISION OF CORPORATIONS
& BUSINESSES
TALLAHASSEE, FLORIDA

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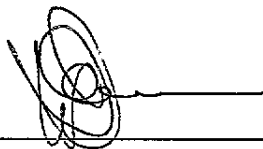
Examiner's Initials

**CERTIFICATE OF CONVERSION
OF
OUTBOARD PROPULSION SYSTEMS, LLC**

Pursuant to the provisions of §608.439, *Florida Statutes*, OUTBOARD PROPULSION SYSTEMS, LLC, a limited liability company organized on June 6, 2000 under the laws of the State of Delaware, and continuously under such jurisdiction until this date, September 24, 2001, desiring to convert to a limited liability company under the laws of the State of Florida, and in conjunction with filing Articles of Organization in the State of Florida, pursuant to the provisions of §608.407, *Florida Statutes*, and in the name of OUTBOARD PROPULSION SYSTEMS, LLC, by action of its members, hereby files this Certificate of Conversion, effective as of September 24, 2001, and states that:

- a) The entity, OUTBOARD PROPULSION SYSTEMS, LLC, was first created on June 6, 2000 in the State of Delaware as a limited liability corporation.
- b) The name of this entity has continuous been OUTBOARD PROPULSION SYSTEMS, LLC since its inception.
- c) The name of this entity as set forth in its articles of organization, filed in the State of Florida, is OUTBOARD PROPULSION SYSTEMS, LLC.
- d) The effective date of this conversion is to be September 24, 2001.

IN WITNESS WHEREOF, the undersigned member has executed this Certificate of Conversion.



William Lawson, Member

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**ARTICLES OF ORGANIZATION
OF
OUTBOARD PROPULSION SYSTEMS, LLC**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is OUTBOARD PROPULSION SYSTEMS, LLC (the "Company").

ARTICLE II

Duration of Existence

The Company shall remain in existence perpetually, unless sooner terminated in accordance with the provisions of the Florida Limited Liability Company Act or the Company's Operating Agreement.

Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 1815 North U.S. Highway #1, Ormond Beach, FL 32174, and its initial registered agent is Michael R. Moses, whose address is 1815 North U.S. Highway #1, Ormond Beach, FL 32174.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

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ARTICLE IV

Management of the Company

The Company shall be managed by one or more managers who shall be elected annually by the members in the manner set forth in the Company's Operating Agreement.

ARTICLE V

Operating Agreement

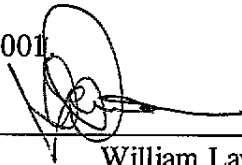
The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VI

Indemnification

If in the judgment of the members, the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his, her or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4229, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 24th day of September, 2001.



William Lawson, Member

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §48.091 and §608.415, *Florida Statutes*, OUTBOARD PROPULSION SYSTEMS, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Michael R. Moses an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1815 North U.S. Highway #1, Ormond Beach, FL 32174, the business address of its Registered Agent, as its Registered Office.

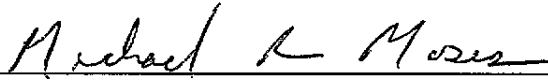


William Lawson, Member

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ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §48.091 and §608.415, *Florida Statutes*.



Michael R. Moses

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