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☐ PICK-UP    ☐ WAIT    ☐ MAIL

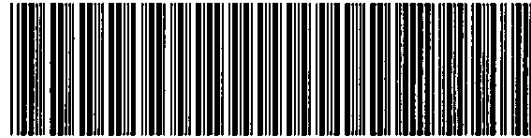
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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**G. MCLEOD**  
FEB 15 2012  
**EXAMINER**



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12 FEB 14 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

111-6112-1



## THE DORCEY LAW FIRM, PLC

Estate Planning - Business Planning - Asset Protection,

Probate - Estate Litigation - Business Litigation

239-418-0169

DorceyLaw.com

**Joshua O. Dorcey, Esq.**

Managing Member \*

Josh@DorceyLaw.com

**Steven J. Gibbs, Esq.**

Partner \*\*

Steve@DorceyLaw.com

February 7, 2012

Registration Section  
Division of Corporations  
Attn: Gina McLeod  
Regulatory Specialist II  
P.O. Box 6327  
Tallahassee, FL 32314

**RE:** Filing of Articles of Organization, HMS Nautical Distribution, LLC  
Letter Number: 211A00027302

Dear Ms. McLeod:

As requested, please find enclosed the Articles of Organization with the new name for filing. An extra copy of the Articles is enclosed. Please date stamp it and return it to the following:

**THE DORCEY LAW FIRM, PLC**  
ATTN: STEVEN J. GIBBS, ESQ.  
10181 Six Mile Cypress Pkwy., Suite C  
Fort Myers, FL 33966  
Ph. 239-418-0169  
Fx. 239-418-0048  
[steve@dorceylaw.com](mailto:steve@dorceylaw.com)  
[www.dorceylaw.com](http://www.dorceylaw.com)

Please note that my address has changed and the name of the law firm. Thank you for your assistance in this matter.

Sincerely,

Steven J. Gibbs, Esq.

Enclosures: Original Articles of Organization (and copy)  
Copy of your letter of December 6, 2011

Also Licensed in:

\* Alabama

\*\* Minnesota

ARTICLES OF ORGANIZATION  
HMS Nautical Distribution, LLC  
A LIMITED LIABILITY COMPANY  
(Pursuant to Chapter 608, Florida Statutes)

FILED  
12 FEB 14 PM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. NAME: The name of the limited liability company is HMS Nautical Distribution, LLC, referred to hereafter as the "Company."
2. PURPOSE: The purpose of this manager managed limited liability company is to sell for profit quality marine and nautical products through direct marketing to dealer networks and to engage in direct retail marketing at marine shows, conventions and tournaments, and related internet marketing, and any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. ADDRESS OF PRINCIPAL OFFICE: The street address of the principal office of the Company is:  
1101 SE 3<sup>rd</sup> Street, Cape Coral, Florida 33990
4. MAILING ADDRESS: The mailing address of the Company is:  
P.O. Box 152330, Cape Coral, Florida 33915
5. MANAGEMENT: The Company is to be managed by one or more members and is, therefore, a member managed company. Pursuant to Fla. Stat. Sec. 608.4235, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability solely by virtue of being a member. The name and address of each manager and member is:

Managing Member: Patrick A. Sammet, Trustee of the Patrick A. Sammet Living Trust

P.O. Box 152330, Cape Coral, Florida 33915

Member: Larrie Hedrick

1101 SE 3<sup>rd</sup> Street, Cape Coral, Florida 33990

6. CONTINUATION OF LIMITED LIABILITY COMPANY: So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued relationship of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such member or its nominee or designee to the Company as a member, effective as of the

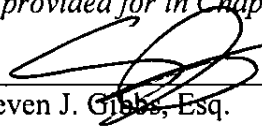
occurrence of the event that terminated the continued membership of the last remaining member.

7. INDEMNIFICATION: (A) The Company shall indemnify any person or entity who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for action taken in the capacity of such person as director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by on or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. (B) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by, on, or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

8. REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S SIGNATURE: The name and the Florida street address of the registered agent is:

Steven J. Gibbs, Esq.  
10181 Six Mile Cypress Pkwy, Suite C  
Fort Myers, Florida 339966

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, 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 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 as provided for in Chapter 608, F.S.*

  
\_\_\_\_\_  
Steven J. Gibbs, Esq.

9. DURATION AND EXISTENCE; EFFECTIVE DATE: The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.



Authorized Representative: Patrick A. Sammet, Trustee of the Patrick A. Sammet Living Trust

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

STATE OF Florida    )  
                                  )ss.  
COUNTY OF Lee     )

On this February 6, 2012, before me, Anita L. Perch, a notary public, qualified for said county, personally came Patrick A. Sammet, Trustee, who provided a driver's license and was shown to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed.



Notary Public

NOTARY PUBLIC-STATE OF FLORIDA  
Anita L. Perch  
Commission # DD998270  
Expires: JUNE 07, 2014  
BONDED THRU ATLANTIC BONDING CO., INC.