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FLORIDA LIMITED LIABILITY CO.

Barefoot Scorpion, LLC

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**ARTICLES OF ORGANIZATION
OF
BAREFOOT SCORPION, LLC
*A Florida Limited Liability Company***

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CLERK OF CIRCUIT COURT
SALVADORE

The undersigned, under the provisions of Chapter 608 of the Florida Statutes, (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

**ARTICLE I
NAME**

The name of the limited liability company shall be BAREFOOT SCORPION, LLC, and its principal place of business shall be in the County of Indian River County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

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

1. To own and operate a tackle and sports shop and to otherwise engage in any activity or business authorized under the 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 to do any and all things herein set forth 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 the 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 thereof, and to perform and carry out, assign, cancel, or rescind any of 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, 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.

7. The several clauses contained in this statement of the general nature of the business or business 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 purposes and powers.

Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

(a) **Sharing of Profits.** 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 shall be divided equally between the members. The distributive share of the profits shall be determined and paid to the members as the Managing Member may so direct, but not later than December 31st of each year.

(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.

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MIDDLE DISTRICT
FLORIDA

**ARTICLE IV
LIMITED LIABILITY COMPANY 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 V
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS**

The principal office and mailing address of this limited liability company shall be at 3321 Bridge Plaza Drive, Vero Beach, Florida 32963.

**ARTICLE VII
MANAGEMENT**

This limited liability company shall be managed by the following one (1) Member Manager. The name and address of the manager who shall serve as such until the first annual meeting of members or until their successors are duly qualified is as follows:

Jonathan P. Ward
3321 Bridge Plaza Drive
Vero Beach, Florida 32963

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT
ADDRESS OF ORGANIZER**

The address of the initial registered name and address of the limited liability company's registered agent is Rebecca F. Emmons, Esq., at Stewart, Evans, Stewart & Emmons, PA, 2911 Cardinal Drive, Vero Beach, Florida 32963.

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VERO BEACH, FLORIDA

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JUDGE
PALM BEACH COUNTY, FLORIDA

ARTICLE IX
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by consent of two-thirds of the Members. 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 the written consent of two-thirds of the Members. Upon 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 upon unanimous consent of such remaining members.

The undersigned, being an original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of BAREFOOT SCORPION, LLC.

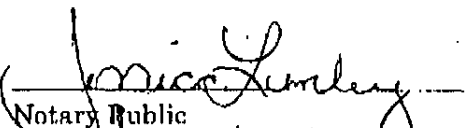
Executed by the undersigned at Vero Beach, Indian River County, Florida on
Aug 13, 2013.


Jonathan P. Ward

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 13th day of August 2013, by Jonathan P. Ward, who has produced no identification.
personally known to me.




Notary Public
Name: Jessica Lumley
State of Florida
My Commission expires: 10/30/2014

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

Rebecca F. Emmons, an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

Rebecca F. Emmons, is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.

Rebecca F. Emmons

Rebecca F. Emmons

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