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LIMITED LIABILITY COMPANY

Mastercraft Builders USA, L.L.C.

RESUBMITTED.

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## ARTICLES OF ORGANIZATION OF MASTERCRAFT BUILDERS USA, L.L.C.

Pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for Mastercraft Builders USA, L.L.C. (the "Company"):

1. Name and Principal Place of Business. The name of the Company is Mastercraft Builders USA, L.L.C., and its mailing address and principal office shall be located at 5836 Richard Street, Jacksonville, Florida 32216.

2. Commencement and Duration of Existence. The Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State. The Company's existence shall terminate in the manner provided by law or as provided in the regulations or operating agreement adopted by the member(s) of the Company.

3. Purposes and Powers. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. Initial Registered Agent. The name and address of the initial registered agent in Florida for the Company is:

Stephen Vining.  
5836 Richard Street  
Jacksonville, FL 32216

5. Admission of Additional Members. Additional members may be admitted as members of the Company upon unanimous agreement of the then existing member(s) of the Company.

6. Continuation of Business. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company the remaining member(s) shall have the right to elect, within 90 days after the occurrence of such event, to continue the business of the Company.

Prepared by: Robert S. Bernstein (FL Bar No. 0967947)

Foley & Lardner

P.O. Box 240

Jacksonville, FL 32202

Telephone No. (904)359-2000

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7. Management. The Company is to be managed by its members who, by majority vote, based on their pro rata ownership interest, shall elect one or more representatives to the "Management Board" The name and address of the initial members is:

Mastercraft Builders USA, Incorporated,  
a Florida corporation  
5836 Richard Road  
Jacksonville, FL 32216

The name and address of the sole, initial representative constituting the Management Board is:

Stephen Vining  
5836 Richard Road  
Jacksonville, FL 32216

The Management Board shall have authority to elect officers of the Company, whom shall have such power and authority to act on behalf of the Company as established, from time to time, by regulation or operating agreement adopted by the Members of the Management Board.

Any person dealing with the Company may conclusively rely on a certificate signed by the Chair of the Management Board as to the authority of the Management Board to act on behalf of the Company and without further inquiry may rely upon the authority of any officer or manager to perform any act or execute and deliver any instrument for the Company.

**IN WITNESS WHEREOF**, pursuant to Section 608.407, Florida Statutes, the undersigned, a member of the Company, has executed these Articles of Organization as of June 28th, 1999.

**MASTERCRAFT BUILDERS USA,  
INCORPORATED**

By: 

Name: Stephen Vining

Title: Chief Executive Officer and Chairman

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### ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named in Section 4 of Articles of Organization of Mastercraft Builders USA, L.L.C. (the "Company") as the initial registered agent for the Company at the office designated in the Company's Articles of Organization, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with and hereby accepts the obligations of such position.

EXECUTED this 28<sup>th</sup> day of June, 1999.

  
\_\_\_\_\_  
Stephen Vining

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
FOR MASTERCRAFT BUILDERS USA, L.L.C.**

The undersigned, a member of Mastercraft Builders USA, L.L.C., a Florida limited liability company (the "Company"), deposes and says as follows:

1. The Company has at least one member.
2. The total amount of cash contributed by members is \$0.00. The agreed value of property other than cash contributed by members is \$0.00. The amount of cash or property anticipated to be contributed by member(s) is \$10,000,000.00.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Membership and Contributions as of the 28<sup>th</sup> day of June, 1999.

**MASTERCRAFT BUILDERS USA, INC.,**  
a Florida corporation

By: [Signature]

Name: Stephen Vining

Title: President and Chief Executive Officer

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