

Document Number Only

197000000005

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002055504--7
-01/13/97--01033--022
*****52.50 *****52.50

FILED OF STATIONS
SECTION OF CORPORATIONS
91 JAN -8 PM 3:39

Bout Dealers' Acceptance Company LLC

400002055504--7
-01/13/97--01033--023
*****35.00 *****35.00

400002055504--7
-01/13/97--01033--024
*****52.50 *****52.50

☐ Profit

☐ NonProfit

☒ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

400002055504--7
-01/13/97--01033--025
*****8.75 *****8.75

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

X CUS *G/S*

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

CR2E031 (1-89)

1/8/97

1/8/97
J. TAX
FILING
R. AGENT FEE
C. COPY
TOTAL
N. BANK
BALANCE DUE
T.F.M.O.

JAN -8 AM 11:11
RECEIVED
ON OF CORPORATION
JAN -8
105.00
35.4
8.75
148.25

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

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1. Boat Dealers' Acceptance Company, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. 12/20/96
(Date of Organization)
5. See attachment
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon or after qualification
(Date first transacted business in Florida)
7. c/o Newcourt Financial USA Inc., 300 Bank One Tower, 111 Monument Circle,
Indianapolis, IN 46204
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

MGRM
Member: Newcourt Financial USA Inc.
300 Bank One Tower, 111 Monument Circle,
Indianapolis, IN 46204

F95000001745
Member: BDAC Investments, Inc.
300 Bank One Tower, 111 Monument Circle,
Indianapolis, IN 46204

January 6, 1997
(Date)

[Signature]

(Signature of a Member or Authorized Representative of a member)

Robert J. Hicks, Vice President of Newcount Financial USA Inc., Member

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By: _____

[Signature]
(Signature)

1/7/97

(Date)

Jeffrey Graves

(Type Name of Officer)

Asst. Secretary

(Title of Officer)

**Attachment by Foreign Limited Liability Company
for Authorization to Transact Business in Florida**

Boat Dealers' Acceptance Company, L.L.C.

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- Item 5. The Company shall be dissolved upon the earlier of: (i) December 31, 2025, (ii) the unanimous written consent of the Members to dissolve the Company, (iii) 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, (iv) any other event that would constitute "bankruptcy" under the Section 18-801(4) of the Delaware Limited Liability Company Act, as amended ("Act"), or any event of bankruptcy under Section 18-304 of the Act with respect to a Member, or (v) the entry of a decree of judicial dissolution under Section 18-802 of the Act.

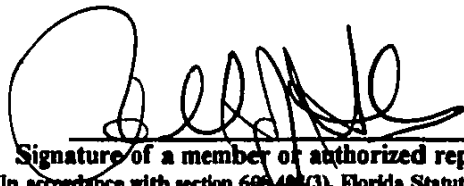
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Boat Dealers

Acceptance Company, L.L.C.

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 25,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . This cash total includes amounts from 2 and 3 above.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 25,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 606.40(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert J. Hicks, Vice President of Newcourt
Financial USA Inc., Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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PM 3:39

1. The name of the limited liability company is: Boat Dealers' Acceptance Company,
L.L.C.

2. The name and address of the registered agent and office is:

CT CORPORATION SYSTEM

(Name)

c/o CT CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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.

CT CORPORATION SYSTEM


(Signature)

Assistant Secretary
(Title)

1/7/97

(Date)

FILING FEE: \$35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BOAT DEALERS' ACCEPTANCE COMPANY
L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE
AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JANUARY,
A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE
NOT BEEN ASSESSED TO DATE.

FILED STATE
SECRETARY OF CORPORATIONS
97 JAN 8 PM 3:39



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2697635 8300

DATE:

8272711

971004490

01-06-97