

P00000038314



ACCOUNT NO. : 072100000032

REFERENCE : 664997 4727217

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 17 PM 3:40

ORDER DATE : April 17, 2000

ORDER TIME : 11:59 PM

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ORDER NO. : 664997-005

CUSTOMER NO: 4727217

CUSTOMER: Pat Austin, Legal Assistant
SALEM SAXON & NEILSEN, P.A.
SALEM SAXON & NEILSEN, P.A.
Suite 3200, One Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: LIBERTY BOATWORKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

g 4/17/00

RECEIVED
00 APR 17 PM 12:54
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LIBERTY BOATWORKS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 17 PM 3:40

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **Liberty Boatworks, Inc.** (hereinafter called the "Corporation").

ARTICLE II

PERIOD OF DURATION

The duration of this Corporation is to be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

(b) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said businesses.

(c) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(d) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(e) In general, to have and exercise any other powers conferred by the laws of the State of Florida, upon corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

CAPITAL

The amount of capital with which the Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS

1. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of By-Laws or by resolution of the Board of Directors.

2. **Code of By-Laws.** The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the

shares outstanding shall be necessary to exercise that power. The Code of By-Laws may contain any provisions for the regulation and management of this Corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

3. **Contracts in Which Directors Have an Interest.** Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4. **Compensation of Directors.** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Carl Dennis
187 Avenue C
Apalachicola, FL 32320

ARTICLE IX

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by a President and Secretary and such other assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Code of By-Laws.

ARTICLE X

OFFICERS

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers are as follows:

Carl Dennis
187 Avenue C
Apalachicola, FL 32320

President, Secretary, Treasurer

ARTICLE XI

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation, a statement of the number of shares of stock to which they each subscribe, and the value that they agree to pay therefore are as follows:

Bernice S. Saxon, Esq.
101 East Kennedy Blvd., Suite 3200
Tampa, FL 33602

- 500 shares at \$1.00 par value per share

ARTICLE XII

INTENTION OF SUBSCRIBERS

It is the intention of the subscribers to these Articles of Incorporation and to the capital stock as above set forth, that this Corporation shall remain a closed corporation, and that Stockholders of this Corporation may enter into such Stockholder and Trustee Agreements with other Stockholders of this Corporation as they may see fit, in order to carry out this intention; provided, however, that the Stockholder or Trustee Agreements must be noted upon the margin of the stock of the Corporation.

ARTICLE XIII

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 187 Avenue C, Apalachicola, FL 32320; however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida; the registered agent whose office is located at One Barnett Plaza, 101 E. Kennedy Boulevard, Suite 3200, Tampa, Florida 33602, shall be, until otherwise designated, Bernice S. Saxon, Esquire.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 14th day of April, 2000, for the purposes of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

WITNESSES:

Patricia M. Austin

Charlotte P. Bane



Bernice S. Saxon, Esq.
Incorporator

STATE OF FLORIDA
HILLSBOROUGH COUNTY

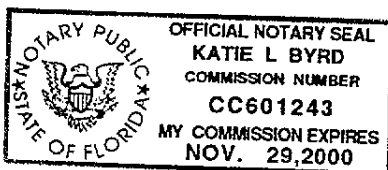
BEFORE ME, the undersigned authority, this 14th day of April, 2000, personally appeared Bernice S. Saxon, Esq., to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

Personally known ✓ OR
Produced Identification _____
Type of Identification Produced: _____

Katie L. Byrd
Notary Public
State of Florida

Print, Type or Stamp Name

KATIE L. BYRD



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVICED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT LIBERTY BOATWORKS, INC. CORPORATION, DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF APALACHICOLA, STATE OF
FLORIDA, HAS NAMED BERNICE S. SAXON, ESQ., 101 E. KENNEDY BOULEVARD, SUITE
3200, TAMPA, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE: 

BERNICE S. SAXON, ESQ.
TITLE: SUBSCRIBER

DATE: April 14, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

BERNICE S. SAXON, ESQ.
(REGISTERED AGENT)

DATE: April 14, 2000