

PO1000099537

Jay's Boat Performance, Inc.



VIA REGULAR MAIL

October 8, 2001

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
01 OCT 12 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700004634187--4
-10/12/01--01021--003
*****70.00 *****70.00

RE: FILING ARTICLES OF INCORPORATION FOR JAY'S BOAT
PERFORMANCE, INC.

To Whom It May Concern,

Please file the enclosed Articles of Incorporation for Jay's Boat Performance, Inc. Please find enclosed the original signed articles and a check in the amount of \$70.00 to cover the filing fees.

Please send the filed Articles of Incorporation back to the following address: 1524 Rosewood Street, Clearwater, FL 33756 ATTN: Michelle.

Please do not hesitate to contact me with any questions or concerns.

Thank you,

Michelle Kaye

Michelle Kaye GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA Address
DATE 10-12-01
DOC. EXAM 16

332 ANCLOTE ROAD, TARPON SPRINGS, FLORIDA 34689 SHOP 727-943-2699 CELL PHONE 727-415-7159



B. Mitchell OCT 12 2001

ARTICLES OF INCORPORATION
OF
JAY'S BOAT PERFORMANCE, INC.

FILED
01 OCT 12 PM 2: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

The name of the corporation is **JAY'S BOAT PERFORMANCE, INC.** and the mailing address and principal place of business is 1524 Rosewood Street, Clearwater, FL 33755.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- (A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- (B) To conduct business in, or have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

- (C) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, Pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.
- (F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common shares with a par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with this corporation shall begin business shall not be less than the sum of \$100.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

SPECIAL PROVISION

It is the intent of the incorporator that the corporation shall have the power to qualify as a Subchapter S corporation under the Internal Revenue Code. In such event, such actions as are necessary will be taken by the appropriate officers to accomplish any necessary compliance.

ARTICLE VIII

DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTOR

The name and mailing address of the member of the first Board of Directors:

Jay Neudecker
610 Bayou Lane
Palm Harbor, FL 34683

ARTICLE X

INCORPORATOR

The name and mailing address of the incorporator of these Articles of Incorporation is:

Michelle Kaye
1524 Rosewood Street
Clearwater, FL 33755.

The incorporator certifies that the proceeds of the stock subscribed will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE XI

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such

officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director of employee may be entitled apart from the provision of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be ample value.

ARTICLE XII

BYLAWS OR SHAREHOLDERS AGREEMENT

By shareholder agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased shareholder, or any shareholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholder if the shareholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XIII

AMENDMENT

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 shareholders, and approved at a shareholder's

meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV

DATE OF INCEPTION


The date the corporate existence shall be the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8th day of October, 2001.


Michelle Kaye

ACCEPTANCE OF REGISTERED AGENT OF JAY'S BOAT PERFORMANCE, INC.

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the law of the State of Florida.


Michelle Kaye
1524 Rosewood Street
Clearwater, FL 33755.