

# P95000002126

*Jim Spencer*  
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*West Jordan, UT*  
*72500*

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF INCORPORATION

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The undersigned, acting as incorporator of Dive Boots International, Inc., under Florida General Act, adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is: Dive Boots International Inc.

ARTICLE II COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III PURPOSE

This corporation may engage in any activity or business permitted under the law of the United States and Florida.

ARTICLE IV AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be in whole or in part in cash or in property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL PLACE OF BUSINESS

The address of the registered office and principal place of business of the corporation is 96 Hendricks Isle, Unit #1, Fort Lauderdale, Florida, 33302 and the name of the corporation's initial registered agent at that address is Jim R. Spence.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the by laws, but shall never be less than one. The name and street address of the initial directors are:



Jim R. Spanco  
96 Wandricks Isle  
Fort Lauderdale, Florida 33302

The incorporator of the corporation assigns to this corporation his rights under Section 607.161. Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE VII. DIRECTORS

1. The business of this corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from one member and not more than eleven members. A majority of the first Board of Directors named below shall have the power to approve and adopt the By laws of this Corporation until their successors are elected or appointed.

2. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By laws of the Corporation.

3.. The offices of this Corporation may consist of a President, Vice President, Secretary and Treasurer, and such other officers and agent as may be provided for by the By laws of this Corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such By laws.

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.



ARTICLE IX AMENDMENTS

The corporation reserves the right to amend, alter change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval by the Board of Directors. Thereafter, every amendment shall be approved by the shareholder's and approved at a shareholder's meeting by the unanimous vote of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of January, 1995.

*Jim R. Spence*

STATE OF FLORIDA  
COUNTY OF

The foregoing instrument was acknowledged before me this  
3, day of January, 1995.

Commission Expires:

*Mary Kaplan*  
*Notary Public*



OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of the registered agent.

*Jim R. Spence*