

# P95000002812

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C T CORPORATION SYSTEM  
Requestor's Name  
1311 Executive Center Drive, Ste. 200  
Address  
Tallahassee, FL 32301 (904) 656-8290  
City State Zip Phone

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CORPORATION(S) NAME

Marine Services, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name

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**ARTICLES OF INCORPORATION  
OF**

**MARINE STEERING, INC.**

FILED  
SECRETARY OF STATE  
INCORPORATIONS  
90 JAN 11 PM 1:40

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be MARINE STEERING, INC.

**ARTICLE II**

The principal place of business and mailing address of the corporation shall be 100 Circuit Road, Nokomis, Florida 34275.

**ARTICLE III**

The name and address of the initial registered agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE IV**

The name and street address of the incorporator to these Articles of Incorporation is Jon C. Templeman, 13103 West 130th Street, Overland Park, Kansas 66213.

**ARTICLE V**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

## **ARTICLE VI**

Each shareholder of the corporation shall have and enjoy preemptive rights to subscribe to all additional issues of stock of the corporation or to any issuance of any securities of the corporation convertible into stock of the corporation.

## **ARTICLE VII**

The number of directors to constitute the Board of Directors of the corporation is two (2) persons.

## **ARTICLE VIII**

The duration of the corporation is perpetual.

## **ARTICLE IX**

The purposes for which the corporation is formed are as follows:

1. To engage in the business of designing, developing, manufacturing, assembling, marketing and dealing in all types of marine performance, safety and convenience products, and to do each and every thing necessary, related or incidental thereto.
2. To engage in any lawful act or activity for which corporations may be organized pursuant to Chapter 607 of the Florida Statutes.

## **ARTICLE X**

These Articles of Incorporation may be amended only upon the unanimous vote of the outstanding shares of the corporation entitled to vote. Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the corporation, does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to the owner or holder of such shares of stock or other securities of the corporation or pertaining to such shares of stock or other securities of the corporation may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States of America hereinafter adopted which have references to or affect corporations, such shares of stock or other securities of the corporation or such persons in any way.

## **ARTICLE XI**

The Board of Directors of the corporation, upon the unanimous vote of all directors comprising the Board of Directors of the corporation, is expressly authorized:

- (a) To make, alter, amend or repeal the bylaws of the corporation; and
- (b) To set apart out of any of the money or funds of the corporation available for dividends, a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

## **ARTICLE XII**

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balances of subscriptions for shares of stock of the corporation.

## **ARTICLE XIII**

The corporation shall indemnify each and all of the corporation's directors and officers, or any person who may have served at the corporation's request as a director or officer of another corporation in which the corporation owns shares of capital stock or of which the corporation is a creditor, or the estate of any such director, officer or person, notwithstanding that any such director, officer or person may have ceased to be such, against all liabilities, costs, damages or expenses, including attorney's fees, which may be imposed upon or actually and necessarily incurred by any such director, officer or person, or the estate of any such director, officer or person, in connection with, arising out of or resulting from any claim, action, suit or proceeding in which any such director, officer or person, or the estate or legal representative of any such director, officer or person may be made parties, or a party, by reason of being or having been director or officer, or by reason of any action alleged to have been taken or omitted by any such director, officer or person, in either such capacity, except in relation to matters as to which any such director, officer or person or former director, officer or person, shall be finally adjudged in such claim, action, suit or proceeding to be liable for conduct amounting to bad faith; and except that in the event of a settlement or compromise of any such claim, action, suit or proceeding, such indemnification shall be provided only in connection with such matters covered by said settlement or compromise, as to which a majority of the disinterested directors of the corporation, having first approved such settlement or compromise, shall have determined that such director, officer or person involved was not guilty of conduct amounting to bad faith, and in making such determination the Board of Directors may rely conclusively upon the opinion of independent legal counsel selected by the Board of Directors for such purpose. If a quorum

of the Board of Directors cannot be obtained by reason of the exclusion of all interested directors, or otherwise, the approval of said settlement or compromise and determination that the director, officer or person involved was not guilty of conduct amounting to bad faith, shall be made by a committee of three (3) persons selected for that purpose by the shareholders of the corporation at a duly called special or annual meeting of the shareholders of the corporation. The right to indemnification herein provided shall not be exclusive of any other rights to which any such director, officer or person may be lawfully entitled.

The undersigned incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
JON C. TEMPLEMAN

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Marine Steoring, Inc.

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

CT Corporation System

(Name)

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 corporation 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.*

David Bryan  
(Signature)

11/1/75  
(Date)

DAVID BRYAN  
VICAL ASSISTANT SECRETARY