

P95000059/85

OFFICE USE ONLY (Document #)

Greenberg

(Requestor's Name)

Michelle

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425-8526

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(Phone #)

500001550455  
-08/01/95--01051--011  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Outdoor Mercantile company, Inc.

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time

3:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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

D. BROWN AUG - 1 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
OUTDOOR MERCANTILE COMPANY, INC.  
(a Florida corporation)

FILED  
95 AUG -1 PM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is OUTDOOR MERCANTILE COMPANY, INC.  
(hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have  
the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is  
1701 S. State Road 7, Pompano Beach, Florida 33069.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than  
one (1) nor more than five (5) directors, and shall initially consist of three (3) directors.  
The number of directors within these limits may be increased or decreased from time to  
time as provided in the By-laws of the Corporation. The names of the initial directors of  
the Corporation are as follows:

Samuel Zackowitz  
Ellen Zackowitz  
Peter Litsky

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1701 S. State  
Road 7, Pompano Beach, Florida 33069. The name of the initial registered agent of the  
Corporation at that address is Samuel Zackowitz.

#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Samuel Zackowitz, 1701 S. State Road 7, Pompano Beach, Florida 33069.

#### ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

#### ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

#### ARTICLE X - AMENDMENT


These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of OUTDOOR MERCANTILE COMPANY, INC. this 28 day of August, 1995.

  
\_\_\_\_\_  
SAMUEL ZACKOWITZ  
Incorporator

CONSENT OF REGISTERED AGENT  
OF  
OUTDOOR MERCANTILE COMPANY, INC.

The undersigned, Samuel Zackowitz, whose business address is 1701 S. State Road 7, Pompano Beach, Florida 33069, hereby accepts appointment as the initial registered agent of **OUTDOOR MERCANTILE COMPANY, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
SAMUEL ZACKOWITZ  
Registered Agent

FILED  
95 AUG -1 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904 222-0071  
904 222-0072

800-342-8086

P9500059185



ACCOUNT NO. : 0721000000032  
REFERENCE : 797511 4331939  
AUTHORIZATION : *Kristy Hair*  
COST LIMIT : \$ 87.50

FILED  
JUN 16 PM 1:18

ORDER DATE : January 10, 1996

LAUDERDALE, FL 33301

ORDER TIME : 12:02 PM

ORDER NO. : 797511

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traurig Hoffman  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

RECEIVED  
JUN 16 PM 1:12  
CORPORATION

DOMESTIC AMENDMENT FILING

NAME: OUTDOOR MERCANTILE COMPANY,  
INC.

*File  
1st*

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

*AMEND  
COR-16*

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
OUTDOOR MERCANTILE COMPANY, INC.**

96 JUL 18 PM 4:18  
FILED

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned Samuel Zackowitz, being the sole Incorporator of Outdoor Mercantile Company, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on August 1, 1995, DOES HEREBY CERTIFY:

1. The name of this Corporation is **OUTDOOR MERCANTILE COMPANY, INC.**
2. The Articles of Incorporation of the Corporation (the "Articles of Incorporation") are hereby amended as follows:

Article III of the Articles of Incorporation is deleted in its entirety and replaced by the following:

**ARTICLE III**

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is Eleven Thousand (11,000), consisting of (i) Ten Thousand (10,000) shares of common stock, par value \$.01 per share (the "Common Stock"), and (ii) One Thousand (1,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock of the Corporation are as follows:

1. **Provisions Relating to the Preferred Stock.**
  - (a) The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.
  - (b) Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more

classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

A. whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

B. the number of shares to constitute the class or series and the designations thereof;

C. the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

D. whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

E. whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds shall be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

F. the dividend rate, if any, whether any such dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when any such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

G. the preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

H. whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price, ratio or rate at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

1. such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable and in the best interests of the Corporation.

The shares of each class or series of Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

## 2. Provisions Relating to the Common Stock.

(a) Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as herein above provided, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.

(b) Subject to the rights of the holders of the Preferred Stock, the holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

(c) Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

### 3. General Provisions.

(a) Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

(b) No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds, or other securities convertible into or carrying options or warrants to

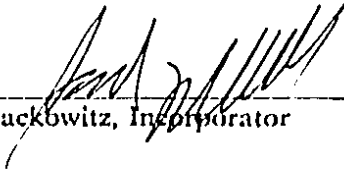


purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by the sole Incorporator of the Corporation as of January 9, 1996, pursuant to Section 607.1005 of the Florida Business Corporation Act. Shareholder approval was not required since shares of capital stock had not been issued.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator of the Corporation named above, for the purpose of amending the articles of incorporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Amendment this 9 day of January, 1996.

  
\_\_\_\_\_  
Samuel Zuckowitz, Incorporator

1100 - 342 - 11006



ACCOUNT NO. : 072100000032

REFERENCE : 797511 4331939

AUTHORIZATION : *Patricia P. -*

**COST LIMIT       :   \$ 87.50**

ORDER DATE : January 10, 1996

ORDER TIME : 12:02 PM

ORDER NO. : 797511

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant  
Greenberg Traurig Hoffman  
515 East Las Olas Boulevard  
Suite 1500  
Fort Lauderdale, FL 33301

93111001 1-2247032

RECEIVED  
JAN 16 PM 1:12  
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME : OUTDOOR MERCANTILE COMPANY,  
INC.

XX ARTICLES OF AMENDMENT  
\_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen E. Rozar

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
OUTDOOR MERCANTILE COMPANY, INC.  
FOR THE  
DESIGNATION OF PREFERENCES, RIGHTS AND  
LIMITATIONS OF THE 12% SENIOR REDEEMABLE PREFERRED STOCK

FILED  
26 JUL 19 01 4:19  
CLERK OF COURT  
JUL 19 2001

Pursuant to the provisions of Sections 607.0602 and 607.1006 of the Florida Business Corporation Act, Outdoor Mercantile Company, Inc. (the "Company"), a corporation organized and existing under the Florida Business Corporation Act, hereby adopts the following Articles of Amendment to its Articles of Incorporation.

**FIRST: Designation of 12% Senior Redeemable Preferred Stock**

Of the 1,000 shares of Preferred Stock, par value \$.01 per share, authorized pursuant to Article III of the Company's Articles of Incorporation, Five Hundred (500) of such shares are hereby designated as the 12% Senior Redeemable Preferred Stock (the "Senior Preferred Stock").

The powers, designations, preferences, and relative, participating, optional or other special rights of the Senior Preferred Stock authorized hereunder and the qualifications, limitations and restrictions of such preferences and rights are as follows:

1. **Stated Value.** The Stated Value of each share of Senior Preferred Stock is \$1,000.

2. **Rank.** The Senior Preferred Stock shall rank prior to any other equity securities of the Corporation (including any other class of Preferred Stock and including the common stock, par value \$.01 per share (the "Common Stock")), with respect to dividend rights and rights on liquidation, winding up or dissolution (all of such equity securities of the Corporation to which the Senior Preferred Stock ranks prior, including the Common Stock, are at times collectively referred to herein as the "Junior Securities").

### 3. Dividends.

(a) The holders of the shares of Senior Preferred Stock shall be entitled to receive, out of funds legally available for the payment of dividends, cumulative cash dividends at the annual rate of 12% of stated value (\$120) per share. Such dividends shall be payable quarterly to the holders of record, at the close of business on the last day of each calendar quarter, of each share then outstanding (each of such dates being a "Dividend Payment Date") commencing on March 31, 1996, whether or not declared by the Board of Directors. Each such dividend shall be payable in cash and shall be fully cumulative and shall accrue (whether or not declared), without interest, from the first day of the period with respect to which such dividend is payable through the Dividend Payment Date with respect to such period as herein provided. If the Dividend Payment Date is not a business day, the Dividend Payment Date shall be the next succeeding business day. Accumulated unpaid cash dividends for any past dividend periods may be paid on any date fixed by the Board of Directors, whether or not a regular Dividend Payment Date, to holders of record on the Dividend Payment Date for the past dividend periods with respect to which such cash dividend accrued.

(b) All dividends paid with respect to shares of the Senior Preferred Stock pursuant to paragraph (3)(a) shall be paid pro rata to the holders entitled thereto.

(c) Notwithstanding anything contained herein to the contrary, no cash dividends on shares of the Senior Preferred Stock shall be paid or set apart for payment by the Corporation during any time when the terms and provisions of any agreement of the Corporation, including any agreement relating to its indebtedness, prohibits such payment or setting apart for payment or provides that such payment or setting apart for payment would constitute a breach thereof or a default thereunder.

(d) (i) Holders of shares of the Senior Preferred Stock shall be entitled to receive the dividends provided for in paragraph (3)(a) hereof in preference to and in priority over any dividends upon any of the Junior Securities.

(ii) So long as any shares of the Senior Preferred Stock are outstanding, the Corporation shall not declare, pay or set apart for payment any dividend on any of the Junior Securities or make any payment on account of, or set apart for payment money for a sinking or other similar fund for, the purchase, redemption or other retirement of, any of the Junior Securities or any warrants, rights, calls or options exercisable for any of the Junior Securities, or make any distribution in respect thereof, either directly or indirectly, and whether in cash, obligations or shares of the Corporation or other property (other than distributions or dividends in stock to the holders of such stock), and shall not permit any corporation or other entity directly or indirectly controlled by the Corporation to purchase or redeem any of the Junior Securities or any warrants, rights, calls or options exercisable for any of the Junior Securities, unless prior to or concurrently with such declaration, payment, or setting apart for payment, as the case may be, of dividends payable

to the holders of any class of Junior Securities, all accrued and unpaid dividends payable in cash on shares of the Senior Preferred Stock not paid on the dates provided for in paragraph (3)(a) hereof shall have been or, concurrently therewith, shall be paid or in the case of any other payment, all of the shares of Senior Preferred Stock have been redeemed.

4. Liquidation Preference.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the business of the Corporation, including an event of the type described in subparagraph (b) of this paragraph (4) the holders of shares of Senior Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, for each share held, an amount in cash equal to the stated value per share (\$1,000) plus an amount in cash equal to all accrued but unpaid dividends thereon (without interest) to the date fixed for liquidation (the "Liquidation Value"), before any payment shall be made or any assets distributed to the holders of any of the Junior Securities. If the assets of the Corporation are not sufficient to pay in full the Liquidation Value payable to the holders of outstanding shares of the Senior Preferred Stock, then the holders of all such shares shall share ratably in such distribution of assets in accordance with the amount which would be payable on such distribution if the amounts to which the holders of outstanding shares of Senior Preferred Stock are entitled were paid in full.

(b) For the purposes of this paragraph (4), the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) by the Corporation of its property or assets or the property or assets of a subsidiary of which the Corporation owns at least fifty (50%) percent of such subsidiary's voting securities that would leave the Corporation, including its subsidiaries, without continuing business that is substantial in relationship to the property or assets disposed of, shall be deemed to be a liquidation, dissolution or winding up.

5. Redemption.

(a) Optional Redemption. The shares of Senior Preferred Stock may be redeemed at any time at the Corporation's option, upon payment in cash for each share held, of an amount equal to \$1,000 plus an amount equal to all accrued but unpaid dividends thereon (without interest) to the date fixed for such redemption. If less than all the shares of Senior Preferred Stock are to be redeemed, the shares to be redeemed will be redeemed on a pro rata basis.

(b) **Mandatory Redemption.** The Corporation shall redeem, pro rata, the shares of Senior Preferred Stock commencing upon the fourth anniversary of the issue date of the Senior Preferred Stock, in the redemption amounts set forth below plus an amount per share equal to all unpaid dividends therein, including accrued dividends, whether or not declared, to the redemption date as set forth below:

<u>Date of Redemption</u>	<u>Number of Shares to be Redeemed</u>	<u>Redemption Amount</u>
Fourth Anniversary of Issue Date	50	\$ 50,000
Fifth Anniversary of Issue Date	75	75,000
Sixth Anniversary of Issue Date	125	125,000
Seventh Anniversary of Issue Date	250	250,000

(c) In the event of a redemption under (a) above, the Corporation shall cause to be mailed to each of the holders of Senior Preferred Stock to be redeemed, at the last address as it shall appear upon the Preferred Stock Register, at least 15 days and not more than 60 days prior to the date of such redemption, a notice stating the date on which such redemption shall take place (a "Redemption Date").

(d) On or after a Redemption Date as provided in (a) or (b) above, the holders of shares of Senior Preferred Stock which are to be redeemed shall surrender their certificates representing such shares to the Corporation at its principal place of business or as otherwise notified, and thereupon the redemption price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. From and after the Redemption Date, all rights of the holders of such redeemed shares of Senior Preferred Stock, except the right to receive the Redemption Value upon surrender of their certificate or certificates, shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever.

6. **Voting Rights.** The holders of record of shares of Senior Preferred Stock shall not be entitled to any voting rights except as required by the provisions of the Florida Business Corporation Act.

## SECOND: Adoption of Amendments to Articles of Incorporation

These Articles of Amendment to Articles of Incorporation and the amendments to the Company's Articles of Incorporation set forth herein were adopted and approved by the Company's Board of Directors without shareholder action on January 10, 1996, pursuant to Section 607.0602 of the Florida Business Corporation Act, and shareholder action was not required.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation have been executed by the undersigned duly authorized officer of the Company as of the 10 day of January, 1996.

OUTDOOR MERCANTILE COMPANY, INC.

By:

Samuel Zuckowitz, President