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REFERENCE : 675827 150067A

AUTHORIZATION : *Patricia Pzyts*

COST LIMIT : \$ 122.50

ORDER DATE : September 7, 1995

ORDER TIME : 10:04 AM

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ORDER NO. : 675827

CUSTOMER NO: 150067A

CUSTOMER: Cheryl R. Franklin, Legal Asst  
SIDNEY L. VIHLEN, III, P.A.

Suite 1136  
2180 West State Road 434  
Longwood, FL 32779

DOMESTIC FILING

NAME: LUKE POTTER WINNEBAGO, INC.

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: Jennifer Moran

EXAMINER'S INITIALS:

FILED  
95 SEP - 7 PM 1:59  
SECTION CLERK  
TALLAHASSEE, FLORIDA

RECEIVED  
95 SEP - 7 PM 1:59  
SECTION CLERK  
TALLAHASSEE, FLORIDA

T. BROWN SEP - 7 1995

**ARTICLES OF INCORPORATION  
OF  
LUKE POTTER WINNEBAGO, INC.**

**FILED**  
95 SEP -7 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is:

**LUKE POTTER WINNEBAGO, INC.**

**ARTICLE II  
CORPORATE EXISTENCE**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

**ARTICLE III  
PURPOSES**

This Corporation is formed for the purposes of engaging in any general business and business related activities as are permitted under the laws of the State of Florida and the United States, including, without limitation, purchase and sale of recreational vehicles.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with no par value. All or any part of said stock of this Corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, contracts, labor or services at a just valuation to be fixed by the Board of

Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

#### **ARTICLE V** **INITIAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida is 12664 West Colonial Drive, Winter Garden, Florida 34787. The Directors may from time to time, move the principal office to any other address in the State of Florida. The Corporation shall have the privilege of having one or more branch offices at other places within the State of Florida or outside the State of Florida as may be deemed necessary and be designated from time to time by the Board of Directors of this Corporation.

#### **ARTICLE VI** **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII** **INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially. 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. The initial Board of Directors shall consist of the following:

**MICHAEL L. POTTER.....DIRECTOR**  
**CRAIG SCHROTH.....DIRECTOR**  
**SARAH E. PEMBERTON.....DIRECTOR**

**ARTICLE VIII**  
**OFFICERS**

The initial officers of the Corporation shall be:

**MICHAEL L. POTTER.....PRESIDENT**  
**CRAIG SCHROTH.....VICE-PRESIDENT**  
**ROGER NEAMAN.....ASSISTANT VICE-PRESIDENT**  
**SARAH E. PEMBERTON.....SECRETARY/TREASURER**

The initial officers shall serve until the first annual meeting of the Board of Directors to be held immediately following the first annual meeting of the stockholders of the Corporation. Thereafter, the officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately following each annual meeting of the stockholders of the Corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2180 Sanlando Center, 2180 West S.R. 434, Suite 1136, Longwood, Florida 32779; and the name of the initial registered agent of this Corporation at that address is **SIDNEY L. VIHLEN, III.**

**ARTICLE X**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, at any regular or special meeting of the Board of Directors unless all directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

CRAIG SCHROTH  
12664 West Colonial Drive  
Winter Garden, Florida 34787

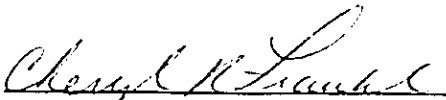
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 6<sup>th</sup> day of September, 1995.

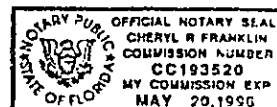
  
\_\_\_\_\_  
CRAIG SCHROTH,  
Incorporator

STATE OF FLORIDA       }  
COUNTY OF SEMINOLE   }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared **CRAIG SCHROTH**, who is either personally known by me, or who produced a Drivers License as identification, and who, after being duly sworn, acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

2<sup>nd</sup> WITNESS my hand and official seal in the County and State last aforesaid on this the 6<sup>th</sup> day of September, 1995.

  
\_\_\_\_\_  
Notary Public, State of Florida  
CHEYL R. FRANKLIN  
\_\_\_\_\_  
Typed/Printed Name of Notary  
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **LUKE POTTER WINNEBAGO, INC.**, which is contained in the foregoing Articles of Incorporation.

  
**SIDNEY L. VIHLEN, III**  
Registered Agent

FILED  
95 SEP -7 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA