

P96000034736

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SANTANA BOAT COMPANY, INC.
(Proposed corporate name - must include suffix)

700001785607
-04/18/96--01058--015
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Greg A. Church
Name (printed or typed)

2105 U.S. 1 South
Address

Vero Beach, Florida 32962
City, State & Zip

407 - 770 - 6323
Daytime Telephone number

FILED
96 APR 18 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 22 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
SANTANA BOAT COMPANY, INC.

FILED
96 APR 18 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

SANTANA BOAT COMPANY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2105 U.S. 1 South
Vero Beach, Florida 32962.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000

At a par value of One Dollar (\$1.00) per share.

All of said stock shall be common, and none shall be preferred stock, or stock of a different class.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Charles Gordon Church
502 North East Oleander Avenue
Port St. Lucie, Florida 34932.

ARTICLE V INCORPORATOR

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

Greg A. Church
2105 U.S. 1 South
Vero Beach, Florida 32962.

ARTICLE VI DIRECTOR

The number of directors constituting the initial Board of Directors of this corporation is one (1), and the name and address of the director who is to serve until the first annual meeting of shareholders or until a successor is elected and shall qualify is:

Greg A. Church
2105 U.S. 1 South
Vero Beach, Florida 32962.

ARTICLE VII OBJECTS, PURPOSES AND POWERS

The objects and purposes for which the corporation is formed are:

- (a) To manufacture and sell boats and to do all things necessary and desirable and requisite to carry on the business.
- (b) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.
- (c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and enjoy, any license, power, authority, concession, right or privilege which any corporation may make or grant.
- (d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares, merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business herein specified; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.
- (e) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole

or any part of the obligations or liabilities of any person, firm, association or corporation; to aid in any lawful manner, by loan, subsidy, guaranty, or otherwise, any corporation whose stocks, bonds, notes, debentures, or other securities are held or controlled, directly or indirectly, by this corporation, and to do any and all lawful acts or things necessary or advisable to protect, preserve, improve, or enhance the value of any such stock, bonds, notes, debentures, or other securities or obligations; and to endorse or guarantee the payment of principal or interest or both, or dividends upon any stocks, bonds, obligations, or other securities or evidences of indebtedness, and to guarantee the performance of any contracts or other undertakings in which this corporation is or becomes interested, of any corporation, association, partnership, firm, individual, or others, or any country, nation, or governmental or political authority.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of this corporation.

(g) To acquire by purchase, subscription or otherwise, and to own, hold, sell, dispose of, exchange, deal in or with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, including but not limited to the stocks, bonds, debentures or other evidence of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote the same, to the same extent as a natural person may do subject to the limitations, if any, on such rights now or hereafter provided by the laws of the State of Alabama.

(h) To endorse, guarantee, or otherwise obligate itself for, or pledge or mortgage all or any part of its properties for, the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or obligation of any other corporation or association, domestic or foreign, or of any firm,

partnership or joint venture.

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or body politic.

(j) To acquire, in whole or in part, the goodwill, rights, assets, shares, bonds and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, stock or other securities of this corporation, or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(k) To borrow or lend money, without security or upon the giving or receipt of such security as the Board of Directors of this corporation may deem advisable, by way of mortgage, pledge, transfer, assignment or otherwise, of real or personal property of every nature and description; or by way of guaranty; or otherwise.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(m) To issue bonds, debentures or other securities or obligations, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(n) To act as agent, jobber, broker, or attorney in fact in buying, selling, and dealing in real and personal property of every nature and description, leases respecting the same, estates and interests therein, and mortgages and securities thereof, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property, loans and all interests in and claims affecting the same.

(o) To purchase, take, receive, redeem or otherwise acquire, and to hold, own, pledge, transfer or otherwise dispose of its own shares of stock, bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(p) To enter into any plan or project for the assistance and welfare of its employees.

(q) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions or cooperation, as partner, joint venturer or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, for the purpose of carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

(r) To have one or more offices to carry on all of its operations and business in any of the states, districts, territories, possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(s) To carry on any other business in connection with the objects and purposes for which the corporation is formed.

(t) To do any and all of the acts and things herein set out, and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind; and to do any and all such acts and things and to exercise any and all powers to the full extent authorized or permitted under any laws that may be now or hereafter applicable or available to this corporation.

(u) To transact any or all lawful business for which corporations may be incorporated.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

ARTICLE VIII DURATION

The period for the duration of this corporation shall be perpetual.

ARTICLE IX RESTRICTIONS ON TRANSFER

This corporation may, from time to time, lawfully enter into any agreement, to which all or less than all of the holders of record of the issued and outstanding shares shall be parties, restricting the transfer of any or all shares represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

ARTICLE X BINDING EFFECT

All persons who acquire shares in this corporation shall acquire them subject to the provisions of these Articles of Incorporation, as the same may from time to time hereafter be amended. Except as otherwise expressly provided by the laws of the State of Alabama, this corporation shall be entitled to treat the person or entity in whose name any share is registered as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person or entity, whether or not this corporation shall have notice thereof.

ARTICLE XI EXECUTION OF DOCUMENTS

The President of this corporation shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of this corporation; and the Secretary or any Assistant Secretary of this corporation shall have authority to affix said seal to instruments requiring it and to attest the same.

ARTICLE XII EXERCISE OF POWER

The corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by statute or by these Articles of Incorporation. The corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon the Board of Directors by statute.

ARTICLE XIII INTEREST OF DIRECTORS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm,

association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to this corporation and if either:

(a) The fact of such relationship or interest is disclosed to the Board of Directors or committee thereof, and such Board of Directors or committee authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

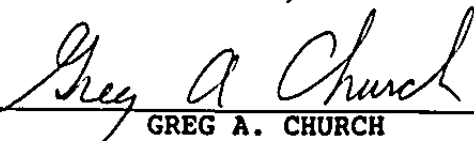
(b) The fact of such relationship or interest is disclosed to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XIV PRE-EMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, holders of shares of the stock of the corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchange for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

The undersigned incorporator has executed these Articles of Incorporation this 12 day of Apr, 1996.



GREG A. CHURCH

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: SANTANA BOAT COMPANY, INC.
2. The name and address of the registered agent and office is:

Charles Gordon Church
(NAME)

502 North East Oleander Avenue
(P.O. Box or Mail Drop Box ~~NOT~~ ACCEPTABLE)

Port St. Lucie, Florida 34932
(CITY/STATE/ZIP)

FILED
96 APR 18 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Charles G. Church
(SIGNATURE)

4/16/96
(DATE)

P 96000034736

Collins, Brown, Caldwell
Barkett, Rossway, Garavaglia & Moore

CHARTERED
ATTORNEYS AT LAW
756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

DUCK D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
GEORGE D. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III*
WHADLEY W. ROSSWAY

407-231-4343
FAX: 407-234-6212

PLEASE REPLY TO
POST OFFICE BOX 3608
VERO BEACH, FLORIDA 32964

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

May 22, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

000001637610
05/24/96 010017010
***87.50 ***87.50

Re: SANTANA BOAT COMPANY, INC.

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Amendment for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy with the appropriate certificate to this office.

I am also enclosing a check payable to the Department of State, Division of Corporations, in the amount of \$87.50 covering the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50

Thank you for your consideration in this matter.

Very truly yours,


John E. Moore, III
For the Firm

JEM,III/dbs
Enclosures

FILED
96 MAY 23 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NE
10/6/96/31

ARTICLES OF AMENDMENT

Pursuant to Florida Statutes §607.1001, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed April 18, 1996, #P96000034736.

FIRST: The following Article I is hereby amended to read as follows:

ARTICLE I - NAME

The name of the corporation is **RIO MAR YACHTS, INC.**

SECOND: The following Article IV is hereby amended to read as follows:

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Charles Gordon Church
502 North East Oleander Avenue
Port St. Lucie, FL 34952

THIRD: The foregoing amendments were adopted by the Stockholders and

Directors of the corporation on the 10 day of May, 1996.

FOURTH: The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this corporation have executed these Articles of Amendment this 22 day of May, 1996.

RIO MAR YACHTS, INC.

By: Greg A. Church

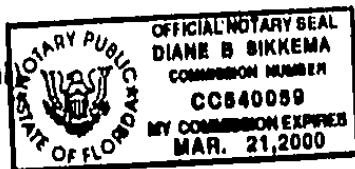
Greg A. Church, Director

FILED
96 MAY 23 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 22nd day of May, 1996, by GREG A. CHURCH, President of RIO MAR YACHTS, INC., on behalf of the corporation. He is personally known to me or produced Alabama Driver's License as identification.

(Notary Seal)



Diane B. Sikkema
Notary Public

P96 0000 34736

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

800002057368--1
-01/14/97--01135--005
*****87.50 *****87.50

OFFICE USE ONLY

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

1. Rio Mar Yachts, Inc P96-34736
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1/14/97

☒ 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 checked="" 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

N. HENDRICKS JAN 14 1997

Examiner's Initials

**ARTICLES OF AMENDMENT
OF
RIO MAR YACHTS, INC.**

FILED
97 JAN 14 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Rio Mar Yachts, Inc., was amended by the corporation's stockholders on October 21, 1996. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is Rio Mar Yachts, Inc.
2. Article III of the Articles of Incorporation of Rio Mar Yachts, Inc. is amended to read as follows:

"The aggregate number of shares which the Corporation shall have authority to issue is five million (5,000,000) shares of common stock, one cent (\$0.01) par value. Upon the effective date hereof, all outstanding and issued shares of the Corporation's common stock, One Dollar (\$1.00) par value, shall be deemed to be the same number of shares of share of the Corporation's common stock, one cent (\$0.01) par value."

3. Article VI of the Articles of Incorporation of Rio Mar Yachts, Inc. is amended to read as follows:

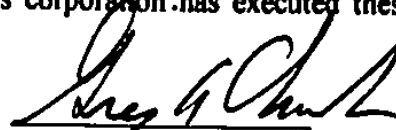
"The number of Directors shall never be less than one (1), nor more than fifteen (15) as determined from time to time by the corporation's Board of Directors. Each director shall be elected at the Corporation's annual meeting of stockholders and serve terms of one year each and shall serve until a successor is elected and qualified."

4. Article XIV of the Articles of Incorporation of Rio Mar Yachts, Inc. is deleted.

5. The foregoing Amendments to Articles of Incorporation were unanimously recommended by the board of directors on October 21, 1996, and adopted by the required number of Shareholders on October 21, 1996, after all required notice was either given or waived.

6. The effective date of these Amendments shall be upon the filing of these Articles of Amendments with the Florida Secretary of State.

Whereof, the undersigned President of this corporation has executed these Articles of Amendment on October 21, 1996.



Greg A. Church
President