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

800002206619--8
-08/14/97-01002-005
****131.25 ****131.25

SUBJECT: Cajun Gear, Incorporated
(Proposed corporate name - must include suffix)

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: Donald L. Tibbedeaux
Name (Printed or typed)

4223 Spring Way Circle
Address

Valrico, Florida 33594
City, State & Zip

(813) 654-4226
Daytime Telephone number

FILED
97 AUG 14 PM 3:41
TALLAHASSEE, FLORIDA

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

8/14/97

ARTICLES OF INCORPORATION
FOR
CAJUN GEAR, INCORPORATED

FILED
97 AUG 14 PM 3:41
SEC.
TALLAHASSEE, FLORIDA

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 **CAJUN GEAR, INC.**

ARTICLE II

The principle place of business and mailing address of this corporation shall be :
4223 Spring Way Circle, Valrico, Florida 33594.

ARTICLE III

The initial issue of shares that the corporation is authorized to have shall be **ONE HUNDRED (100) SHARES**, each with a nominal value of **ONE DOLLAR (\$1.00)**. Subsequent issues of shares shall be governed by the laws, statutes and regulations of the United States, the State of Florida and the shareholders of the corporation.

ARTICLE IV

The name and address of the initial registered agent of this corporation is:
Donald L. Tibbedeaux, 4223 Spring Way Circle, Valrico, FL 33594

ARTICLE V

The name and address of the incorporator to these articles is:
Donald L. Tibbedeaux, 4223 Spring Way Circle, Valrico, FL 33594

ARTICLE VI

The general character of the business to be transacted by this corporation is:

- (a) To acquire, manufacture, distribute, sell, or license for manufacture, items for use with watercraft or other recreational devices, including the contractual development and testing of such items presented or proposed by others.
- (b) To acquire manage, oversee, provide referral service and co-ordinate services for owners of real estate, including initiating and concluding contracts to complete repairs to such property.
- (c) To acquire by purchase, lease or otherwise, equipment needed and supplies needed to manufacture, test, distribute, sell, inspect, repair or secure items of manufacture or structures contracted to our supervision.
- (d) To take, purchase, or otherwise acquire, and to own and hold such personal property, chattels, chattels real, rights, easements, privileges, choices in action, notes, bonds, mortgage and securities as may be lawfully acquired and held by the corporation under the laws of the State of Florida.
- (e) To take, buy, exchange, lease or otherwise acquire real property and any interest or right therein and to hold, own, operate, control, maintain, manage and develop such property and interest in any manner that may be necessary, useful or advantageous for the purpose of the corporation.
- (f) To sell, assign, convey, exchange, lease and otherwise deal in and dispose of such real and personal property, lands, buildings, chattels, chattels real, rights, easements, privileges, choices in action, notes, bonds, mortgages and securities, as may be lawfully be acquired, held or disposed of by the corporation under the laws of the State of Florida, by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(g) To contract debts and borrow money, issue, sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(h) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(i) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(j) To enter into, make, perform and carry out contracts and agreements of every kind, for any purpose, without limit as to amount, with any person, firm, association or corporation and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

(k) To carry on any or all of its operations and businesses and to promote its objectives within the State of Florida or elsewhere, without restriction as to place or amount to have, use, exercise and enjoy all of the general powers of like corporations.

(l) To any or all of the things herein set forth in the same extent as a natural person might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company of others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

(m) The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this

Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE VII

The amount of capital with which this corporation will begin business shall be and is the sum of ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

The initial number of stockholders shall be one (1). This number may be increased or decreased from time to time to not more than fifteen or less than one except as provided by provision of by-laws adopted by the stockholders in general meeting.

ARTICLE X

The business of this corporation shall be managed by a Board of Directors. In the management of the business of the corporation, the act of the stockholders represented in person or by proxy, shall be one vote in person or proxy, for each share of voting stock held by him with 66% required for enactment. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of this corporation. Shares of stock held in reserve for future investors shall constitute negative votes on matters presented for consideration.

ARTICLE XI

The names and street addresses of the principal stockholders are as follows:

Donald Tibbedeaux 4223 Spring Way Circle, Valrico, Florida 33594.

Additional principal stockholders, defined as persons or entities acquiring more than TEN PERCENT (10%) of the stock of this corporation, are required to be identified to the existing shareholders in general meeting and by an amendment to this Article.

ARTICLE XII

The stock issued to all shareholders is unrestricted in its transferability except as stated below. The sale price of such stock will be determined by stockholders in general meeting and will not be bound by the par value of such stock at the time of incorporation. New principal stockholders, as defined by Article X, must be identified, by the seller, to the existing stockholders, who must approve of the creation of such an entity by majority consent. Such approval may only be withheld only if such sale or transfer will not promote the purposes of this corporation, as stated in Article I, or are in violation of corporation by-laws or existing shareholder agreements.

ARTICLE XIII

In furtherance and not in limitation, powers conferred by statute, the following specific provisions are made for the regulation of business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as affairs of the corporation.
2. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the stockholders shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, Articles of Incorporation or amendment

thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the initial subscribers.

3. The initial by-laws may be adopted by the subscribers hereto, subject always to such by-laws as may be adopted by the subscribers or from time to time by the stockholders. The stockholders are expressly authorized to alter, adopt or amend the by-laws of the corporation.

4. The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the stockholders subject to the by-laws.

5. No contract or other transaction between this corporation and any other business, corporation, associations or group shall be effected or invalidated by the fact that any one, or more, of this corporations shareholders have an interest in, is a member of or is an officer of such entity, but each person party to these transactions shall be personally liable for any detriment incurred to this corporation as a result of such transactions.

ARTICLE XIV

The stockholders of record shall have pre-emptive rights in the issuance of any new or additional stock offered for public sale, equal to the percentage of stock currently held, which price shall be not less than the price of public offerings as determined by market value. The terms and other details for such offerings including the times of issuance, acceptance of sales and manner of payment shall be determined by the stockholders.

ARTICLE XV

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights

conferred on stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of not less than the majority of the stock of the corporation then out-standing.

IN WITNESS THEREOF, I, the undersigned subscribing incorporator, has hereunto set my hands and seal this 15th day of August, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


Donald Tibbedeaux

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Cajun Gear, Incorporated, desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation in the Township of Valrico, County of Hillsborough, State of Florida, has named Donald L. Tibbedeaux of 4223 Spring Way Circle, Valrico, Florida, 33594, as its agent to accept services of process within this state.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated corporation, at place designated by this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


Donald L. Tibbedeaux

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TALLAHASSEE

Before me, the undersigned authority, personally appeared **Donald Tibbedeaux**, the sole party to the foregoing Articles of Incorporation, to me well known and known by me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS MY HAND AND OFFICIAL SEAL this 12th day of August, 1997.

Katherine T. Quayle
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires _____



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SEC. OF STATE
TALLAHASSEE