

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Bluewater Trolling Bait  
INC.

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Don

Name \_\_\_\_\_

Date 9/30

Time 9:20

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

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DIVISION OF CORPORATIONS

RP  
9-30-97

**ARTICLES OF INCORPORATION  
OF  
BLUEWATER TROLLING BAITTS, INC.**

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The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be BLUEWATER TROLLING BAITTS, INC.

**ARTICLE II**

The general nature of the business or businesses to be conducted by this corporation shall be to do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

### **ARTICLE III**

The capital stock of the corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

### **ARTICLE IV**

Every shareholder, upon the sale for cash 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 V**

This corporation shall have perpetual existence.

### **ARTICLE VI**

The principal offices of the corporation shall be located at 261 North Alternate A1A, Unit B, Jupiter, Florida 33477, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

#### ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors are as follows:

Richard Black  
15 Bay Harbor Road  
Tequesta, Florida 33469

Katherine R. Black  
15 Bay Harbor Road  
Tequesta, Florida 33469

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

#### ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is as follows:

James P. Garrity  
220 East Madison Street, Suite 1202  
Tampa, Florida 33602

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

President/Treasurer  
Vice President/Secretary  
Vice President

Richard Black  
Katherine R. Black  
T. Gregory Rigg

#### **ARTICLE IX**

The time and place of the annual stockholders' meeting shall be the 15th day of January of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

#### **ARTICLE X**

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

#### **ARTICLE XI**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

#### **ARTICLE XII**

The name and address of the initial registered agent of this

corporation is Jackie L. Fulford, Garrity & Associates, P.A. 220 East Madison Street, Suite 1202, Tampa, Florida 33602.

#### **ARTICLE XIII**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### **ARTICLE XIV**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XV**

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the

existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

  
\_\_\_\_\_  
James P. Garrity, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 26th day of September, 1997, by James P. Garrity, who is personally known to me or who has produced a \_\_\_\_\_ driver's license as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Jackie Lee Fulford



JACKIE LEE FULFORD  
My Commission CC499901  
Expires Oct. 08, 1999

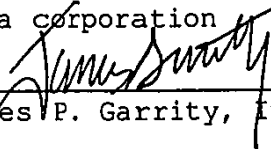
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED,  
AGENT'S ACCEPTANCE OF STATUTORY OBLIGATIONS**

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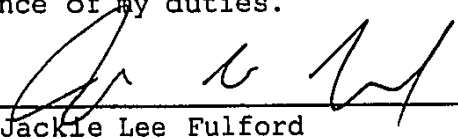
PLEASE TAKE NOTICE that BLUEWATER TROLLING BAITs, INC., in compliance with Sections 48.091 and 607.0501 of the Florida Statutes, hereby designates 220 East Madison Street, Suite 1202, Tampa, Florida 33602 as the location of its registered office and designates Jackie L. Fulford as its agent to accept service of process within the state of Florida.

BLUEWATER TROLLING BAITs, INC., a  
Florida corporation

By:   
James P. Garrity, Incorporator

Date: September 26, 1997

Having been named as agent to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby acknowledge my familiarity with, and acceptance of, the obligations of this position. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By:   
Jackie Lee Fulford

Date: September 26, 1997