

*Law Offices*  
**REX P. COWAN**

POST OFFICE BOX 857  
WINTER HAVEN, FLORIDA 33882-0857

505 AVENUE A, N.W. (SUITE 200)  
TELEPHONE: (941) 294-9433  
FAX: (941) 299-2384

19000036383  
April 16, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300002844163--9  
-04/19/99--01125--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

In Re: OUTBOARD MOTOR PARTS, INC.

**EFFECTIVE DATE**  
4-16-99


Gentlemen:

Enclosed herewith please find original and one copy of Articles of Incorporation and Designation of Resident Agent in connection with the above-referenced corporation, along with my check in the amount of \$122.50 for filing fees.

I would appreciate it if you would please file the Articles and return to me one certified copy of same, along with your Certificate.

Thanking you in advance for your usual kind, courteous and prompt cooperation,  
I am

Very truly yours,

  
Rex P. Cowan

RPC:mjg  
Enclosures

**FILED**  
99 APR 19 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SHARON

APR 21 1999

ARTICLES OF INCORPORATION  
OF  
OUTBOARD MOTOR PARTS, INC.

ARTICLE I

NAME

The name of this corporation is OUTBOARD MOTOR PARTS, INC..

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSES

The nature of the corporation and objects or purposes to be transacted, promoted or carried on by it are:

- a) To procure, buy, sell, export, import, repair, trade and otherwise deal in marine motors and marine motor parts, both new and used.
- b) To transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Seven Hundred Fifty (750) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED AGENT

The address of this corporation shall be 595 Sixth Street, Winter Haven, Florida 33881, and the Registered Agent at that address shall be WARREN G. GAY.

FILED  
96 APR 19 PM 2:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

EFFECTIVE DATE  
4-16-99

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Warren G. Gay	595 Sixth Street, N.W. Winter Haven, FL 33881
Donald E. Bastin, Jr.	2938 Avenue G, N.W. Winter Haven, Florida

## ARTICLE VII

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:  
Warren G. Gay, 595 Sixth Street, N.W., Winter Haven, Florida 33881.

## ARTICLE VIII

### INDEMNIFICATION

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

## ARTICLE IX

### BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws or adopt new By-Laws shall be vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

## ARTICLE X

### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided for in Section 607.0704, Florida Statutes (1995) and the By-Laws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible under shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares that such holder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue or shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation.

STATE OF FLORIDA  
COUNTY OF POLK

  
(Warren G. Gay, Incorporator)

The foregoing Articles of Incorporation were acknowledged before me this 16<sup>th</sup> day of April, 1999. He is personally known to me.

  
NOTARY PUBLIC

My Commission expires:



EDITH L. HAYWARD  
My Commission CC468141  
Expires Jul. 14, 1999  
Bonded by ANB

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

FILED  
99 APR 19 PM 2:51  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That **OUTBOARD MOTOR PARTS, INC.**, desiring to organize or qualify under the Laws of the State of Florida, with his principal place of business in the City of Auburndale, State of Florida, has named **WARREN G. GAY**, located at 595 Sixth Street, N.W., Winter Haven, Florida 33881, as its Agent to accept service of process within Florida.

DATED this 16th day of April, 1999

OUTBOARD MOTOR PARTS, INC.

By: Warren G. Gay  
(Warren G. Gay, President)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 16th day of April, 1999.

Warren G. Gay  
(Warren G. Gay, Registered Agent)