

## **ARTICLES OF ORGANIZATION**

**OF**

**WINDFAIRE, L.L.C.**

**State of Alabama  
County of Shelby**

The undersigned organizer, intending to organize a limited liability company under the Alabama Limited Liability Company Act, Title 10, Chapter 12, *Code of Alabama* (1975), as the same may be amended from time to time, hereby adopts the following Articles of Organization:

### **ARTICLE I**

#### **NAME**

The name of the limited liability company shall be WINDFAIRE, L.L.C. (the "Limited Liability Company").

### **ARTICLE II**

#### **DURATION**

The period of duration of the Limited Liability Company is perpetual.

### **ARTICLE III**

#### **PURPOSE**

The purpose for which the Limited Liability Company is organized is to provide representation services, but not limited to, to market, list, buy and sell boats, motors, trailers, electronics, including related service business such as transportation, surveys, establishment of new dealers, solicitation of orders, dealer assistance, dealer termination, promotional activities, and market potential; to represent customers, clients and for any other lawful purpose or purposes for which limited liability companies may be organized under the Alabama Limited Liability Company Act and agreed upon by the members of the Limited Liability Company from time to time, whether or not related or incidental to any of the foregoing activities.

### **ARTICLE IV**

#### **REGISTERED AGENT/OFFICE**

The location and mailing address of the initial registered office is 4514 Old Tavern Road, Birmingham, AL, 35242 and the name of the initial registered agent at said address is Larry B. Read.

## ARTICLE V

### INITIAL MEMBERS AND ORGANIZER

The names and mailing addresses of the initial members of the Limited Liability Company are:

<u>Name</u>	<u>Mailing Address</u>
Larry Read	2903 North Woodridge Road Birmingham, Alabama 35223
Roger Read	4514 Old Tavern Road Birmingham, Alabama 35242

The name and mailing address of the organizer of the Limited Liability Company is:

<u>Name</u>	<u>Mailing Address</u>
Larry Read	2903 North Woodridge Road Birmingham, Alabama 35223

## ARTICLE VI

### ADDITIONAL MEMBERS

The members of the Limited Liability Company shall have the right to admit additional members to the Limited Liability Company in accordance with the terms of the operating agreement, if any, of the Limited Liability Company. If the Limited Liability Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of a majority of the members at such time and upon such terms and conditions as may be mutually agreed upon by a majority of the members and the person desiring to become a member.

## ARTICLE VII

### MANAGEMENT

The management of the Limited Liability Company shall be by one or more managers elected by the members from time to time, according to the terms, qualifications and procedures set forth in the operating agreement, if any, of the Limited Liability Company. Subject to any provisions in the operating agreement of the Limited Liability Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and



duties of any person or group or class of persons, the managers shall have the right and authority to manage the business or affairs of the Limited Liability Company and to make all decisions with respect thereto.

The name and mailing address of the initial manager, who is to serve as manager until his successor is elected and begins serving, is:

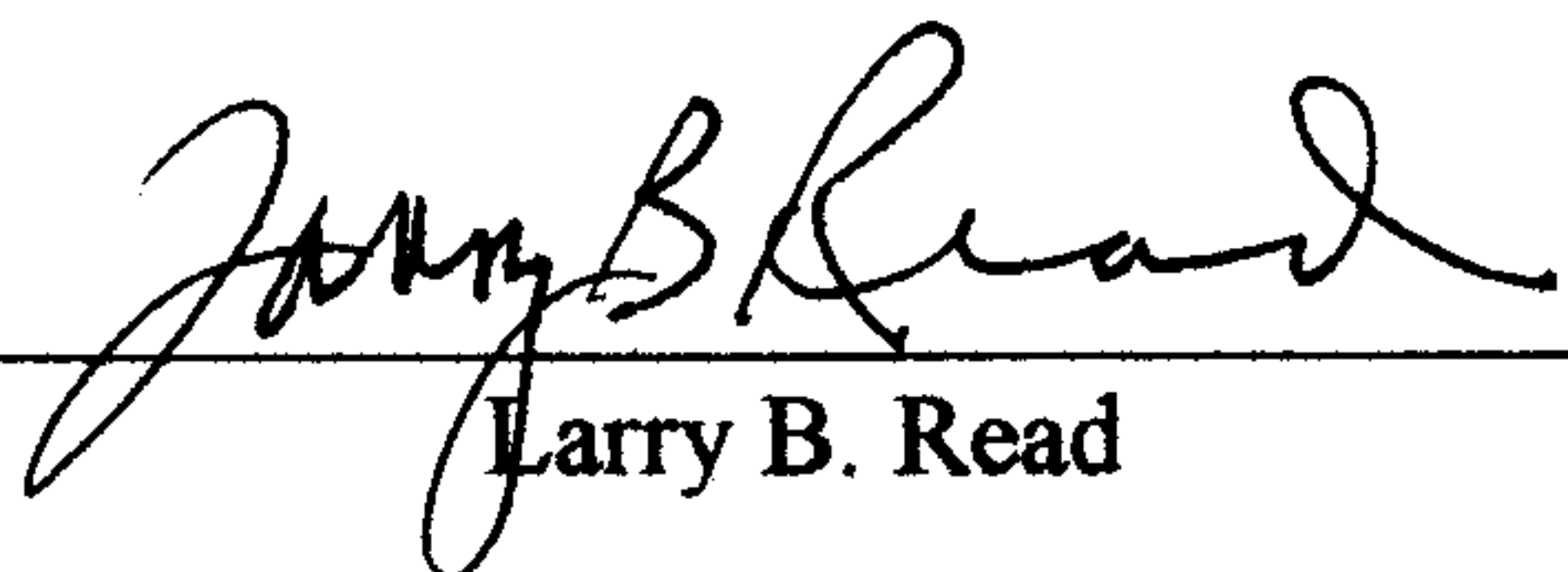
<u>Name</u>	<u>Mailing Address</u>
Larry B. Read	2903 North Woodridge Road Birmingham, Alabama 35223

## ARTICLE VIII

### CLASSES OF MEMBERS

The Limited Liability Company shall have two classes of members: a Class A Member and a Class B Member. Each of the Class A Member and the Class B Member shall have the right, power and duty to share in the profits, losses and distributions of certain assets of the Limited Liability Company (the "Sharing Right, Power and Duty"). The Class A Member shall have, in addition to the Sharing Right, Power and Duty, the right, power and duty to determine, in its sole discretion, voting as a separate class, the times at which the manager or managers, as the case may be, shall distribute to the members of the Limited Liability Company certain assets of the Limited Liability Company (the "Distribution Right, Power and Duty"). The Class B Member shall have, in addition to the Sharing Right, Power and Duty, all such other rights, powers and duties, other than the Distribution Right, Power and Duty, provided to the members of the Limited Liability Company, as shall be more particularly described and set forth in the Operating Agreement of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization as its organizer on this 25 day of February, 2009.

  
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Larry B. Read