

MAR 02 2016

FILE NO. R2673079.7

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR REGISTRATION
OF FOREIGN LIMITED LIABILITY COMPANY**

Please read Instructions L0251

1. **ENTITY TYPE** – check only one to indicate the type of entity applying for registration:

☒ LIMITED LIABILITY COMPANY

☐ PROFESSIONAL LIMITED LIABILITY COMPANY

2. **NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME)** – enter the exact, true name of the foreign LLC:

Utah Water Sports, L.C.

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** – identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

3.1 ☒ **Name in state or country of formation**, with no changes or additions – go to number 4 and continue.

3.2 ☐ **Fictitious name** – check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** – a resolution of the company adopting the fictitious name must be attached to and submitted with this form.

3.3 **If you checked 3.2**, enter or print the name to be used in Arizona:

4. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** – if professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. **FOREIGN DOMICILE** – list the state or country in which the foreign LLC was formed:

Utah

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** 05/19/1999

7. **PURPOSE OR GENERAL CHARACTER OF BUSINESS** – describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:
Watercraft sales and service

8. STATUTORY AGENT IN ARIZONA:					
8.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			8.2 OPTIONAL – Mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box):		
Mastercraft Dealer Services, LLC					
Statutory Agent Name (required) Wayne R. Sorensen					
Attention (optional) 655 Haul Road			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Page		AZ	86040	Address 2 (optional) City State Zip	
		State	Zip		
8.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Registration.					

- 9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS** – see Instructions 1002 – give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

Wayne R. Sorensen		
Attention (optional)		
11017 S Jordan Gateway		
Address 1		
Address 2 (optional)		
South Jordan	UT	84108
City	State or Province	Zip
Country	UNITED STATES	

10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 10.1** Is the Arizona known place of business street address the same as the **street address** of the statutory agent? ☒ Yes – go to the next page and continue.
☐ No – complete number 10.2 and continue.
- 10.2** If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country	UNITED STATES	

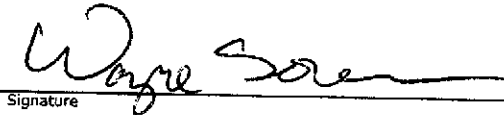
COMPLETE NUMBER 11 OR NUMBER 12 – NOT BOTH.

11. MANAGER-MANAGED LLC – *see Instructions L0251* – check this box ☒ If management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*

12. MEMBER-MANAGED LLC – *see Instructions L0251* – check this box ☐ If management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*

13. SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


Signature

Wayne R. Sorensen
Printed Name

02/26/2016
Date

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

<input checked="" type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input type="checkbox"/> I am a duly authorized agent for this LLC.
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Filing Fee: \$150.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

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MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
Utah Water Sports, L.C.

2. **A.C.C. FILE NUMBER** (if known): _____
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. **Use one block per person.** Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - *do not check both member boxes*. If more space is needed, use another Manager Structure Attachment form.

1. Wayne R. Sorensen Name 11017 South Jordan Gateway Address 1 Address 2 (optional) South Jordan UT 84095 City UNITED STATES State or Province Zip Country <input checked="" type="checkbox"/> Manager <input checked="" type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	2. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member
3. Name Address 1 Address 2 (optional) City UNITED STATES State or Province Zip Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	4. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member
5. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member	6. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member

STATUTORY AGENT ACCEPTANCE

Please read Instructions [M002](#)

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Utah Water Sports, L.C.

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Mastercraft Dealer Services, LLC

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

 Wayne R. Sorensen, Manager

Signature

Printed Name

Date

REQUIRED – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

02/26/2016
2065783-016002262016-311405

CERTIFICATE OF EXISTENCE

Registration Number: 2065783-0160
Business Name: UTAH WATERSPORTS, L.C.
Registered Date: May 19, 1999
Entity Type: LLC - Domestic
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

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MAR 02 2016

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

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ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

1. WHAT ARE YOU FILING?

☒ New Entity ☐ Change to existing entity ☐ Re-submission/Correction

2. ENTITY NAME:

Utah Water Sports, L.C.

3. CALCULATE YOUR FEES (copies, certificate of good standing and expedited processing are all optional):

Document filing fee (fees are listed on the bottom of the form or on the <u>fee schedule</u>)	Subtotal:	\$150.00
Do you want EXPEDITED processing? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO If YES, add \$35.00	Subtotal:	\$35.00
<input type="checkbox"/> Corporation certified copies \$ 5.00 each x (enter number of copies requested)	Subtotal:	
<input type="checkbox"/> LLC certified copies \$10.00 each x (enter number of copies requested)	Subtotal:	
<input type="checkbox"/> Certificate of Good Standing \$10.00 each x (enter number of copies requested)	Subtotal:	
TOTAL YOUR AMOUNT OWED	TOTAL AMOUNT DUE:	\$185.00

4. PAYMENT METHOD:

☐ MOD Account #

Cash - do not mail cash. Cash may be used only for in-person submittals.

Checks or money orders - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. **UNACCEPTABLE CHECKS** include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts).

Credit cards - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

5. REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):

<input checked="" type="checkbox"/> Email	Email address: phshaphren@cnmlaw.com		
<input type="checkbox"/> Pick up	Name:	Phone:	
<input type="checkbox"/> Mail	Name:		
	Address:		
	City:	State:	Zip:
	Phone:		

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)

FOR ARIZONA CORPORATION COMMISSION USE ONLY

PICK-UP BY: _____ **DATE:** _____

View current processing times at: www.azcc.gov/Divisions/Corporations/document-processing-times.pdf



CALLISTER NEBEKER
& McCULLOUGH
Attorneys at Law

Zions Bank Building
10 East South Temple, Suite 900
P.O. Box 959
Salt Lake City, UT 84110

Paul H. Shaphren

TO CONTACT WRITER DIRECTLY
(801) 530-7411
phshaphren@cnmlaw.com

March 1, 2016

VIA FEDEX

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, AZ 85007

Re: Mastercraft Dealer Services, LLC
Utah Water Sports, L.C.
Argosy Holdings II, LLC

Dear Sir or Madam:

We are filing on an **expedited** basis to register three Utah Limited liability companies as foreign companies in Arizona. Please process the filing for Mastercraft Dealer Services, LLC first as it will serve as the statutory agent for the other two. I have enclosed the following for each company:

1. Cover Sheet;
2. Application for Registration of Foreign Limited Liability Company;
3. Manager Structure Attachment;
4. Statutory Agent Acceptance;
5. Utah Certificate of Existence; and
6. Payment for the \$150 filing fee and \$35 expedite fee (in the form of a single check for \$555).

I have also enclosed a copy of this letter to be date-stamped by your office and returned to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance with this matter.

Very truly yours,

RECEIVED

MAR 02 2016

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

CALLISTER NEBEKER & MCCULLOUGH

Paul H. Shaphren

PHS: ns
Enclosures

4818-4340-6377.2

