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(Requestor's Name)

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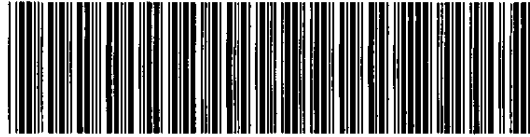
(Business Entity Name)

(Document Number)

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# CommerceLawGroup

a professional limited company

Responding Office:

P.O. Box 357247  
Gainesville, FL 32635

March 30, 2016

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

re: Winbill Cattle Company, LLC

To Whom It May Concern:

On behalf of the above-referenced entity, please find enclosed the following document for immediate filing, along with one photocopy of the same:

- o *Articles of Organization*

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with the filing therewith as well as the fee associated with our request for a certified copy of the record (Articles of Organization—\$100.00 (LLC); Registered Agent fee—\$25.00 (LLC); and Certified copy of record (LLC)—\$30.00). Once the original of the enclosure has been filed, please return the requested certified copies to my attention at the mailing address listed above.

Should you have any questions, please do not hesitate to call. Thanks again.

Sincerely,



Daniel T. White, Esquire

Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 31 11 24 AM '16

# Articles of Organization

of

## Winbill Cattle Company, LLC

The undersigned files these articles of organization ("Articles") pursuant to the Florida Revised Limited Liability Company Act, as amended (the "Rev. Act"): SECRETARY  
TALLAHASSEE, FLORIDA  
APR 11 PM 2:10  
11315

### ARTICLE I: NAME

The name of this limited liability company shall be Winbill Cattle Company, LLC (the "Company").

### ARTICLE II: MAILING AND STREET ADDRESS

This Company's principal office location is 13615 218<sup>th</sup> Lane N.W., Alachua, Florida 32615, and its mailing address shall be P.O. 1252, Alachua, Florida 32616.

### ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

Unless and until changed (whether by filing of amendment to these Articles or other administrative report as permitted by the Rev. Act), the initial registered office of this Company shall be 13400 Progress Blvd., Alachua, FL 32615, and this Company's initial registered agent shall be Daniel T. White, Esq.

### ARTICLE IV: DURATION OF COMPANY'S EXISTENCE

This Company shall have perpetual existence.

### ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

**ARTICLE VI: MANAGEMENT OF COMPANY; AUTHORITY TO ACT  
ON BEHALF OF COMPANY**

A. This Company shall operate and exist as a manager-managed company for all purposes under the Rev. Act, unless and until changed through an amendment to these Articles. As such, management of this Company's activities and affairs shall be exclusively conducted by, and vested in, one or more managers in accordance with the applicable provisions set forth in these Articles and this Company's operating agreement (the "Operating Agreement").

B. Accordingly, no member of this Company, solely by reason or status of being a member, shall have (1) any right, power or authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for any purpose of its business or (2) any vested right or entitlement to be elected, appointed or designated as a manager, officer or other legal or authorized representative of this Company.

**ARTICLE VII: ADDITIONAL MEMBERS; TRANSFER OR ASSIGNMENT OF INTEREST;  
NO MEMBER RIGHTS OR POWERS WITHOUT FORMAL ADMISSION**

A. No person shall be admitted as a member of or to this Company unless and until formally admitted pursuant to the applicable provisions of these Articles and the Operating Agreement (together, the "Governing Documents").

B. No transferee, assignee, holder, successor or assign of or to any interest in this Company or any of this Company's issued and outstanding securities shall have any automatic or vested right, privilege or other entitlement of membership of or to this Company (or to cause this Company or any of its managers or members to vote or consent to admit such person into this Company's membership) prior to such formal admission pursuant to the Governing Documents.

C. Without having been formally admitted as a member of this Company pursuant to the Governing Documents, no transferee, assignee, holder, successor or assign of or to any transferable interest or other issued and outstanding financial interest in this Company shall have or possess any right, power, authority, privilege or entitlement:

(i) to exercise any right, entitlement or power of or as a member of this Company (including without limitation any right or power to elect one or more of this Company's managers or to cast one or more votes on any other matter concerning or involving any aspect of this Company's business or affairs regardless of the nature or inherent terms of the Company interest owned or held); or

(ii) to act as a proxy or representative of a holder of any Company interest in this Company or any of its issued and outstanding securities, or to grant or appoint to any other person (including any member of this Company) any proxy to vote or otherwise act on behalf of, or with respect to, any such Company

interest. Any attempt to grant or act as a proxy or representative of any interest in the Company (or holder thereof) in violation of these Articles or, if any, this Company's operating agreement shall be deemed void and without force or effect.

D. Prior to the dissolution and winding-up of this Company, no Company interest shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or subsequent holder of any such interest, except as may be otherwise set forth in the pursuant to the Governing Documents. Any attempt to transfer or assign any interest in this Company in violation of the Governing Documents shall be deemed void *ab initio* and without force or effect.

#### **ARTICLE VIII: GOVERNING DOCUMENTS**

A. These Articles may only be amended pursuant to the applicable provisions as may be set forth herein and/or the Operating Agreement.

B. All provisions (including any and all amendments, modifications, revisions, restatements or repeals) of the Operating Agreement shall be in writing and consistent with the provisions of these Articles.

C. All amendments, modifications, revisions, restatements or repeals to the Governing Documents shall be in writing.

#### **ARTICLE IX: SEVERABILITY**

In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

*[Remainder of Page Left Intentionally Blank]*

**ARTICLE X: INITIAL MANAGERS**

The name(s) and address(es) of each person authorized to manage and control this Company, who collectively represent all of this Company's initial managers, are as follows:

Title (MGR = manager):

Name and Address:

MGR

Winston Rushing  
13615 218<sup>th</sup> Lane N.W.  
Alachua, FL 32615

MGR

William B. Deas  
6840 S.W. 122<sup>nd</sup> St.  
Gainesville, FL 32608

\* \* \*

Dated: March 30, 2016.



Daniel T. White, Esq.

Authorized Representative of  
the Initial Members

**CERTIFICATE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Winbill Cattle Company, LLC, the above stated limited liability company at the place designated in the Articles and restated in this certificate below, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes:

**Registered agent:** Daniel T. White, Esq.

**Registered office:** 13400 Progress Blvd., Alachua, FL 32615



Name: Daniel T. White, Esq.

Dated: March 30, 2016

15 APR 11 PM 2:45  
SECRET  
TALLAHASSEE, FLORIDA