

L95000000928

NO. HAYS
TALLAHASSEE, FL 32301
(904) 222-0171
704-222-0171 FAX

8 242 86



ACCOUNT NO. : 072100000032

REFERENCE : 751086 6460A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : December 1, 1995

ORDER TIME : 11:11 AM

ORDER NO. : 751086

CUSTOMER NO: 6460A

CUSTOMER: Pattie M. Callahan, Legal Asst
LOWNDES, DROSDICK, DOSTER,
KANTOR & REED
215 N. Eola Drive

Orlando, FL 32801

700001655347
-12/06/95--01121--010
****337.50 ****337.50

DOMESTIC FILING

NAME: ROSEVILLE FARMS, L.C.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

SAB
12/4/95

FILED
95 DEC -1 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ROSEVILLE FARMS, L.C.

FILED
95 DEC -1 11 10:35
STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company is Roseville Farms, L.C. (the "Company").

ARTICLE II - DURATION

The duration of the Company shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company shall be 620 Estates Place, Longwood, Florida 32779.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 215 N. Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent of this Company at that address is Michael Elsberry.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The Members of the Company shall have the right to admit additional Members. A proposed additional Member of the Company shall be admitted as a Member upon the affirmative vote of a majority in interest of the Members of the Company.

ARTICLE VI - CONTINUATION

The remaining Members of the Company may agree by the affirmative vote of such Members owning a majority of the profits interests and a majority of the capital interests in the Company to continue the business and affairs of the Company in the event of

the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VII - REGULATIONS

The initial regulations of the Company shall be adopted by the Members of the Company. The Members of the Company may, by the affirmative vote of a majority in interest of the Members, alter, amend or repeal the initial regulations of the Company and adopt new regulations of the Company.

ARTICLE VIII - MANAGEMENT BY MEMBERS

The business and affairs of the Company shall be managed by the Members. The names and addresses of the managing Members are as follows:

DFR Associates, Inc.

620 Estates Place
Longwood, Florida 32779

Kim E. Raab

620 Estates Place
Longwood, Florida 32779

ARTICLE IX - AUTHORITY REGARDING CONTRACTING DEBTS

No debt shall be contracted nor contractual liability incurred by or on behalf of the Company except by the signature of an authorized officer of DFR Associates, Inc.

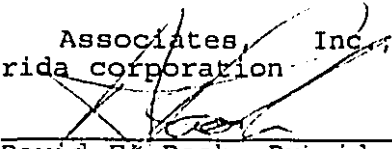
ARTICLE X - AUTHORITY REGARDING COMPANY PROPERTY

Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company only if they are executed by an

authorized officer of DFR Associates, Inc.

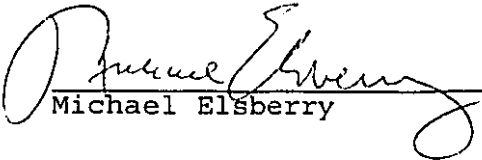
IN WITNESS WHEREOF, the undersigned Member of the Company has executed these Articles of Organization this 29th day of November, 1995.

DFR Associates, Inc. a
Florida corporation

By: 
David F. Raab, President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in Article IV of these Articles of Organization, 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.


Michael Elsberry

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

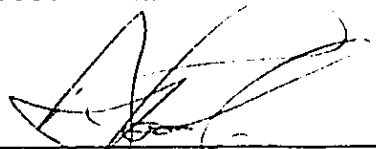
The undersigned authorized representative of a member of Roseville Farms, L.C. deposes and says as follows:

1. I am the President of DFR Associates, Inc. DFR Associates, Inc. is a member of Roseville Farms, L.C. (the "Company"). The Company has at least two members.

2. The total amount of cash which will be initially contributed by member(s) is \$200,000.00.

3. The members do not anticipate that any other property will be contributed to the Company other than the cash specified in paragraph 2 above.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$200,000.00. This total includes amounts from paragraphs 2 and 3 above.



David F. Raab

FILED
95 DEC -1 AM 10:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILE NOW: Fee after May 1, 1996 \$ 75

APPROVED

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company ROSEVILLE FARMS, L.C. 620 ESTATES PLACE LONGWOOD FL 32779		DOCUMENT # L95000000928	
2. Principal Place of Business ROSEVILLE FARMS Suite, Apt. #, etc. 3251 PONKAN PINES RD. City & State APOPKA FL. Zip 32712		2a. Mailing Address ROSEVILLE FARMS Suite, Apt. #, etc. 3251 PONKAN PINES RD. City & State APOPKA FL. Zip 32712	
3. Date Organized or Qualified 12/01/1995		3a. State of Formation FL	
4. FEI Number 59-3348116		☐ Applied For ☐ Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired ☐ SA 75 Additional Fee Required	
7. Name and Address of Current Registered Agent ELSEBERRY, MICHAEL 215 N. EOLA DR. ORLANDO FL 32801		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	OFER ASSOCIATES, INC.	620 ESTATES PLACE	LONGWOOD FL
MGRM	RAAB, KIM E	620 ESTATES PLACE	LONGWOOD FL
000001237070 -04/19/96--01040--003 ****238.75 ****238.75			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: DAVID RAAB		April 10/96 467-884-4559	