

L98000001560

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
 1406 Hays Street, Suite 2
 (Address)
 Tallahassee, FL 32301 (904) 656-3992
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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*****55.00 *****55.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Florida Citrus Development International - Development, L.C.
 (Corporation Name) (Document #)
2. _____ L98-1560
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 12/29 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

W99-29570
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

102-300



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2000

CAPITOL SERVICES

SUBJECT: FLORIDA CITRUS INTERNATIONAL-DEVELOPMENT, L.C.
Ref. Number: L98000001560

We have received your document for FLORIDA CITRUS INTERNATIONAL-DEVELOPMENT, L.C. and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 600A00000328

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TALLAHASSEE, FLORIDA



Resubmit

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 30, 1999

*Please use original filing
date*

CAPITOL SERVICES

SUBJECT: FLORIDA CITRUS INTERNATIONAL - DEVELOPMENT, L.C.
Ref. Number: W99000029570

We have received your document for FLORIDA CITRUS INTERNATIONAL - DEVELOPMENT, L.C. and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction requested in the second paragraph of our previous letter, a highlighted copy of which is attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 399A00060780

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99 DEC 30 11:12:12 RECEIVED
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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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Resub.

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 29, 1999

Please back Jett

CAPITOL SERVICES

SUBJECT: FLORIDA CITRUS INTERNATIONAL - DEVELOPMENT, L.C.
Ref. Number: W99000029570

We have received your document for FLORIDA CITRUS INTERNATIONAL - DEVELOPMENT, L.C. and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 899A00060544

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**AMENDMENT AND RESTATEMENT OF
ARTICLES OF ORGANIZATION OF
FLORIDA CITRUS INTERNATIONAL - DEVELOPMENT, L.C.**

Pursuant to unanimous membership approval, the Articles of Organization, Florida Citrus International - Development, L.C., were duly amended, executed, and filed in accordance with the provisions of Section 608.411, Florida Statutes, as follows:

**ARTICLE I
NAME**

The name of the limited liability company referred to in these Articles as "company" is **FLORIDA CITRUS INTERNATIONAL - DEVELOPMENT, L.C.**

**ARTICLE II
DURATION**

The company shall continue in existence for thirty (30) years from the date of filing the original Articles of Organization with the Department of State, unless sooner dissolved.

**ARTICLE III
PURPOSE**

This limited liability company is organized for the purpose of acquiring, developing, and marketing citrus groves in the State of Florida, and for the purpose of growing, harvesting, and marketing a variety of citrus products, and undertaking all activities related thereto, as well as to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

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**ARTICLE IV
PRINCIPAL ADDRESS; REGISTERED
AGENT AND OFFICE**

The street address of the principal office and mailing address of the corporation is 1682 State Road 64, West, Wauchula, Florida 33873, and the name of its registered agent at such street address is KLAUS KUNKEL.

**ARTICLE V
MEMBERS**

The initial members of the company are:

- (a) G. F. Citrus, Inc.
- (b) D. H. Citrus, Inc.
- (c) Klaus Kunkel and Dagnar Kunkel

**ARTICLE VI
AMENDMENT**

The Articles of Organization may be amended as provided in the regulations or pursuant to Florida law.

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the

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company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent; provided, however, the individual members and the principals of the corporation members may transfer, assign, give, or devise all or a portion of such member's ownership to such individual members and principals of corporation member's spouse, children, grandchildren, or fiduciary for such persons, who shall have the right to participate in the management of the company.

**ARTICLE VIII
TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

**ARTICLE IX
MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company.

These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

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TALLAHASSEE, FLORIDA

APR 11 2000
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NAME**ADDRESS**

G. F. Citrus, Inc.
c/o Guenter Fanta

Dorfstrasse 60
D-97753 Karlstadt-Rohrbach
Germany

D. H. Citrus, Inc.
c/o Dieter Hofmann

Rechtenbacherstrasse 40
D-97801 Lohr/Main
Germany

Klaus Kunkel and
Dagmar Kunkel

1682 State Road 64, West
Wauchula, FL 33873

**ARTICLE X
RESTRICTION OF MANAGEMENT**

The managing members shall not have the authority to sell or mortgage real estate which is the property of the company unless the action has been authorized by an affirmative vote of 100% of the membership units then outstanding at a regular meeting of the members or a special meeting duly called for that purpose. Two managing members shall have the authority to sell or mortgage the citrus fruit crop and to implement, establish and maintain a caretaking program for the grove.

**ARTICLE XI
ADOPTION OF REGULATIONS**

The company shall adopt regulations which may be, from time to time, amended, and which shall govern the management of the company, the rights and responsibilities of the members, the authority of managers, the distribution of profits, transfer of

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 TALLAHASSEE, FLORIDA

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membership, withdrawal and dissolution and winding up of liquidation of the company.

The provisions of these articles shall prevail in the event of conflict with the regulations.

ARTICLE XII VOTING

Voting on all issues brought before the membership shall be based on membership units and not on the size of each member's capital account.

IN WITNESS WHEREOF, for the purpose of amending and restating the articles of organization, the undersigned have executed this Amendment and Restatement of Articles of Organization of Florida Citrus International - Development, L.C., on this 25 day of Nov, 1999.

G. F. CITRUS, INC.

By: G. Fanta
Guenther Fanta, President

D. H. CITRUS, INC.

By: Dieter Hofmann
Dieter Hofmann, President

Klaus Kunkel
KLAUS KUNKEL

Dagmar Kunkel
DAGMAR KUNKEL

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA :

COUNTY OF HARDEE :

BEFORE ME, the undersigned authority, personally appeared KLAUS KUNKEL, Secretary of Florida Citrus International - Development, L.C., executed the foregoing Amendment and Restatement of Articles of Organization of Florida Citrus International - Development, L.C., and acknowledges before me that he made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 25 day of Nov, 1999.

Cindy Hartley
Notary Public

OFFICIAL NOTARY SEAL
CINDY HARTLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC556908
MY COMMISSION EXP. MAY 29, 2000

99 DEC 29 11:12:43
SECRETARY OF STATE
TALLAHASSEE, FL 32399
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ACCEPTANCE OF OFFICE AS REGISTERED AGENT

of

FLORIDA CITRUS INTERNATIONAL - DEVELOPMENT, L.C.

I certify that I am a permanent resident of Hardee County, Florida, residing at 1682 State Road 64, West, Wauchula, Florida 33873. I hereby accept the foregoing designation as Registered Agent of FLORIDA CITRUS INTERNATIONAL - DEVELOPMENT, L.C., this 31st day of January, 2000.



KLAUS KUNKEL

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AND
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SECRETARY OF STATE
TALLAHASSEE FLORIDA