

A97000002687

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200002369372--2
-12/11/97--01046--022
****140.00 ****140.00

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

1. HARRIS FARMS, LTD. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

AMENDMENTS	
<input 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 checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Name Availability	<u>OK</u>
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
Examiner's Initials	
W. P. Verifier	GSH

LP - 87.50
CENT 52.50

A97-2687

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DIVISION OF CORPORATIONS
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LAW OFFICES

MARK J. NOWICKI, P.A.

LOGGERHEAD PLAZA, SUITE 302

14155 U.S. HIGHWAY ONE

JUNO BEACH, FLORIDA 33408-1499

MARK J. NOWICKI
ALSO ADMITTED IN COLORADO

TELEPHONE 561 624-1444
TELEFAX 561 775-0270

BOARD CERTIFIED IN TAXATION

December 10, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Harris Farms, Ltd., Certificate of Formation

Dear Madam:

I enclose two original Certificates of Limited Partnership for Harris Farms, Ltd. for filing by the Secretary of State. Also enclosed, you will find my check in the amount of \$140.00 covering filing fees as follows:

1. Filing fee (minimum)	\$52.50
2. Registered Agent Designation	\$35.00
3. Certified Copy of Certificate	<u>\$52.50</u>

Total funds enclosed	\$140.00
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We have confirmed with name availability that this entity name is not currently in use. Kindly forward my certified copy of this Certificate of Limited Partnership at your earliest possible convenience.

Sincerely,


Mark J. Nowicki

MJN/dmg

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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Florida Statutes §620.108, the undersigned Partners hereby make, acknowledge, and file this Certificate of Limited Partnership for Harris Farms, Ltd. hereinafter referred to as the Partnership.

1. The name of the Partnership is Harris Farms, Ltd.
2. The initial purpose of the Partnership shall be to own, hold, build upon, maintain, sell, lease, exchange or otherwise conduct business with respect to real property located generally within Florida and other jurisdictions where the Partnership is registered to conduct business, and/or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforescribed property; and to conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and to do all things reasonably incident thereto. Without limiting the foregoing, the Partnership may acquire the ownership of or other interest in the stock of corporations, general or limited partnership interests or other business entity interests, may do any act or accomplish any business or investment purpose as determined by the General Partner, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Florida Revised Uniform Limited Partnership Act (1986).
3. The mailing address and principal place of business of the Partnership shall be located at 2024 North State Road 715, Belle Glade, FL 33430 or at such other place or places as the General Partner may from time to time determine.
4. The name and business address of the General Partner is:

GENERAL PARTNER:

HWH Farms, Inc. ✓ P97000004455
2024 North State Road 715
Belle Glade, Florida 33430
5. The Partnership and the limitation of liability of the Limited Partners shall commence upon filing of this Certificate and shall continue for an initial fifty (50) year term thereafter unless sooner terminated in accordance with the Agreement of this Limited Partnership.
6. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

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7. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership unless the Agreement of Limited Partnership provides otherwise.

8. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

9. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

10. A Limited Partner can substitute an assignee as a Limited Partner in his place only in accordance with the Agreement of Limited Partnership.

11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership Agreement.

12. The Limited Partners have a priority upon dissolution of the Partnership, liquidation of Partnership assets and application of any resultant funds in accordance with the Agreement of Limited Partnership.

13. In the event of withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy or insolvency, incompetency or retirement of the General Partner, the Limited Partners may, by vote of the holders of ten percent (10%) of the then outstanding Units of Limited Partnership Interest, within ninety (90) days after written notice of such event, elect to continue the business of the Partnership and designate a new General Partner (or Partners), who shall consent and accept such designation as of the date of such event. The new General Partner (or Partners), shall forthwith execute and record an amendment to the Certificate of Partnership to evidence the election if required by appropriate governing law.

14. The initial Registered Agent to accept service of process on the Partnership is Mark J. Nowicki, Esquire, 14155 U. S. Highway One, Suite 302, Juno Beach, Florida 33408.

IN WITNESS WHEREOF, the General Partner does hereby set its hand and seal on this 11th day of December, 1997.

Harris Farms, Ltd.
Corporate General Partner
HWH Farms, Inc.

By: 
Its Incorporator

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STATE OF FLORIDA
DEPARTMENT OF STATE


Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served on Behalf of Harris Farms, Ltd.

The following is submitted, in compliance with Chapter 620.105, Florida Statutes:

Harris Farms, Ltd., a Limited Partnership organized under the laws of the State of Florida, with its principal office at 2024 North State Road 715, Belle Glade, FL 33430, has named Mark J. Nowicki, 14155 U.S. Highway One, Suite 302, Juno Beach, Florida 33408 its agent to accept service of process within this State.

ACCEPTANCE:

I agree to act as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said partnership authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.



Mark J. Nowicki
Registered Agent

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AFFIDAVIT DECLARING AMOUNT OF CAPITAL
CONTRIBUTIONS BY LIMITED PARTNERS TO LIMITED PARTNERSHIP
PURSUANT TO F.S. §620.108

The amount of capital contributions of the Limited Partners is as follows:

<u>Partner</u>	<u>Agreed Value of Capital Contribution</u>
Limited Partners:	
Horace W. Harris, as Trustee	\$50.00
Miriam N. Harris, as Trustee	\$50.00
Jeffrey William Harris	\$5.00
Jodi Lynn Harris	\$5.00
Jeffrey Harris, as Trustee f/b/o Stacy Harris	\$5.00
Jeffrey Harris, as Trustee f/b/o Amy Underwood	<u>\$5.00</u>
Total Initial Capital Contribution*	\$120.00

Harris Farms, Ltd.
Corporate General Partner
HWH Farms, Inc.

By: 
Its Incorporator

*The anticipated amount of Additional Capital Contributions is \$0.

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