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(Address)

(City/State/Zip/Phone #)



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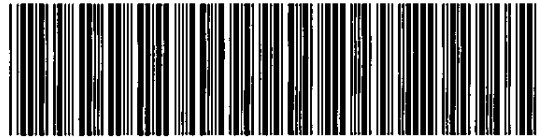
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J. BRYAN MAY 22 2006

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DIVISION OF CORPORATIONS
06 MAY 17 PM 2:48

RECEIVED
01 MAY 24 PM 2:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1004-20069
J. BRYAN MAY 25 2006

AR. ST. PF's - 1250.00
FF \$170
cc/aus \$17.50

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bailey Farms, Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeffrey Brown
(Name of Person)

Oertel, Fernandez, Cole & Bryant, P.A.
(Firm/Company)

301 South Bronough Street, Suite 500
(Address)

Tallahassee, Florida 32301
(City/State and Zip code)

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For further information concerning this matter, please call:

Jeffrey Brown at (850) 521-0700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 25, 2004

JEFFREY BROWN
OERTEL, FERNANDEZ, COLE & BRYANT, P.A.
301 SOUTH BRONOUGH STREET, STE. 500
TALLAHASSEE, FL 32301

SUBJECT: BAILEY FARMS, INC.
Ref. Number: W04000020069

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
06 MAY 17 PM 2:48

We have received your document for BAILEY FARMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5,750.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 704A00036459

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LAW OFFICES

OERTEL, FERNANDEZ, COLE & BRYANT, P.A.

301 SOUTH BRONOUGH STREET

SUITE 500

TALLAHASSEE, FLORIDA 32301

(850) 521-0700

FAX (850) 521-0720

MAILING ADDRESS:

POST OFFICE BOX 1110

TALLAHASSEE, FLORIDA 32302-1110

<http://www.ohfc.com>

TIMOTHY P. ATKINSON
JEFFREY BROWN
M. CHRISTOPHER BRYANT
C. ANTHONY CLEVELAND
TERRY COLE
SEGUNDO J. FERNANDEZ
SCOTT W. FOLTZ
KENNETH G. OERTEL
PATRICIA A. RENOVITCH

June 8, 2004

Joey Bryan
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bailey Farms, Inc.
Reference Number 04000020069

Dear Mr. Bryan:

I am writing on behalf of Bailey Farms, Inc., a Michigan corporation, in response to your letter of May 25, 2004, and the rejection of the application by foreign corporation for authorization to transact business in Florida.

As indicated in your letter of May 25, 2004, you proposed to assess the maximum statutory penalty of \$1,000 per year for the transaction of business in the state of Florida. Under the circumstances, while not presently conceding the need to register as a foreign corporation, we request that you reduce the proposed penalty to the statutory minimum of \$500 per year.

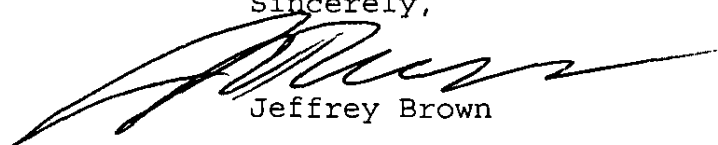
The primary activity of Bailey Farms, Inc., has been the actual ownership and lease of property which, of itself, would not require authorization. The corporation has, in addition, engaged in some farm-related activities. The principal of that corporation was previously under the impression that he did not need to register a foreign corporation in order to own or operate a farm. Without conceding the need for registration, any oversight was entirely unintentional.

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Joey Bryan.
June 8, 2004
Page 2

If I can provide you with further information of if you should have any questions, please do not hesitate to contact me.

Sincerely,



Jeffrey Brown

JB/bf

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 11, 2004

JEFFREY BROWN
OERTEL, FERNANDEZ, COLE & BRYANT, P.A.
301 SOUTH BRONOUGH STREET, STE. 500
TALLAHASSEE, FL 32301

SUBJECT: BAILEY FARMS, INC.
Ref. Number: W04000020069

FILED STATE
SECRETARY OF CORPORATIONS
06 MAY 17 PM 2:48

We have received your document for BAILEY FARMS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$3250.00.

The total amount due is \$3337.50.

There is a balance due of \$3250.00.

Please advise this office of the alternate corporate the corporation wishes to use in the state of Florida and we will amend #1 of the application accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 404A00039591

804A00023690



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 18, 2006

JEFFREY BROWN
OERTEL, FERNANDEZ, COLE & BRYANT, P.A.
301 S. BRONOUGH ST., STE. 500
TALLAHASSEE, FL 32301

SUBJECT: BAILEY FARMS, INC.
Ref. Number: W04000020069

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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This letter is in response to the application by foreign corporation/limited liability company for authorization to transact business in Florida that was previously submitted to this office.

As stated in our previous correspondence, this entity is liable for annual report fees and civil penalties totaling \$3,250.00, pursuant to section 607.1502(4), 617.1502(4), or 608.502(4), Florida Statutes, because it transacted business in this state prior to registering/qualifying with this office. To resolve this issue in an expeditious manner, this office will reduce the civil penalties and annual report fees to \$1,250.00. To take advantage of this offer, these fees must be submitted within the next 30 days.

If erroneous information was listed on the application and the entity has not transacted business in Florida within the meaning of section 607.1501, 617.1501, or 608.501, Florida Statutes, simply submit a written statement to that effect within the next 30 days. No additional fees are due if the entity has not previously transacted business in this state.

If you have any further questions concerning the filing of your document, please telephone the Registration Section at (850) 245-6051.

Registration Section
Division of Corporations

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.153, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA.*

1. Bailey Farms, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.,"
"Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purposed of transacting business
in Florida)

2. Michigan

(State of country under the law of which it is incorporated)

3. 3824416010

(FEI number, if applicable)

4. February 4, 1983

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Feb. 1, 1999

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6657 West "W" Avenue, Schoolcraft, MI 49087

(Principal office address)

P.O. Box 59, Schoolcraft, MI 49087

(Current mailing address)

8. own, lease, manage, operate a farm or farms

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Howard Bailey

Office Address: 810 Via Tripoli

Punta Gorda, Florida 33950
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.*

Howard Bailey
(Registered agent's signature)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business address of officers and/or directors:

A. DIRECTORS

Chairman: Howard K. Bailey

Address: P.O. Box 59, 6657 West "W" Ave.

Schoolcraft, MI 49087

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Howard K. Bailey

Address: 6657 West "W" Avenue

Schoolcraft, MI 49087

Vice President: Karen S. Bailey

Address: P.O. Box 59 6657 West "W" Avenue

Schoolcraft, MI 49087

Secretary: Howard K. Bailey

Address: Same as above

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Treasure: Karen S. Bailey

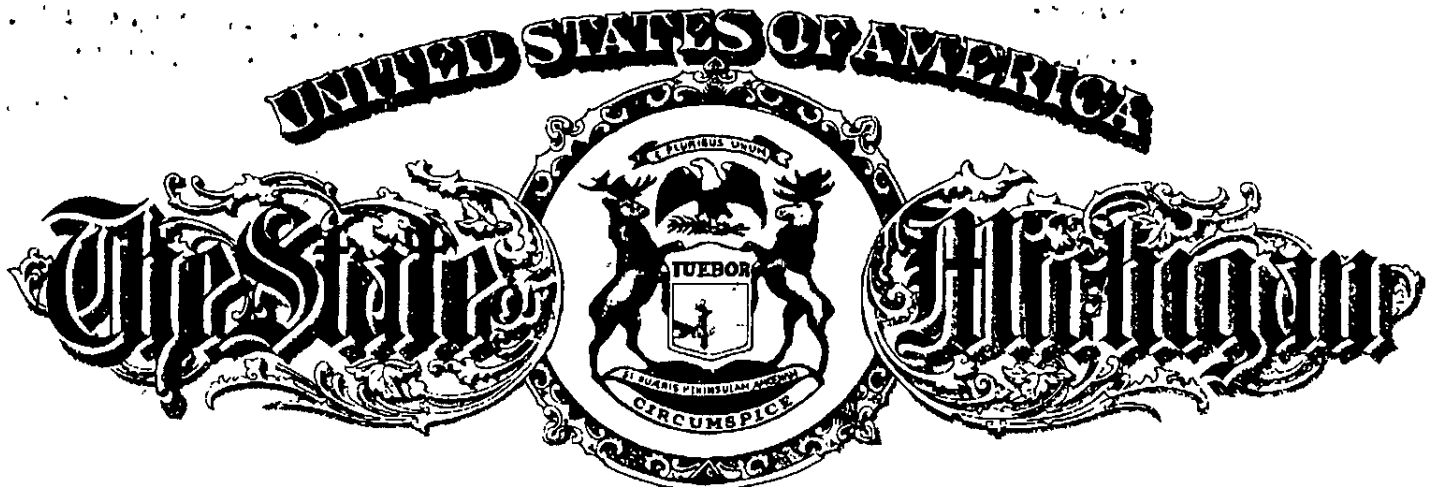
Address: Same as above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Karen Bailey*
(Signature of Director or Officer listed in number 12 of the application)

14. KAREN BAILEY VICE PRES
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BAILEY FARMS, INC.

was validly incorporated on February 4, 1983, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 26th day of April, 2004.

Andrew S. Mettall, Director

Bureau of Commercial Services