

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Emerald Coast Growers, L.L.C.

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ciara Wheeler

Name of Person

McDonald Fleming Moorhead

Firm/Company

127 Palafox Place, Suite 500

Address

Pensacola, FL 32502

City/State and Zip Code

cnwheeler@pensacolalaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ciara Wheeler

850 378-2444
at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|---|--|---|--|

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
2018 FEB 27 P 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
EMERALD COAST GROWERS, L.L.C.

The undersigned, desiring to amend and restate the Articles of Organization for the limited liability company under and pursuant to Chapter 605 of the Florida Statutes, entitled the Florida Revised Limited Liability Company Act, do hereby adopt the following Amended and Restated Articles of Organization for such company. These Amended and Restated Articles of Organization amend and restate the Articles of Organization, filed with the Department of State on July 18, 2000.

ARTICLE I
NAME

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is Emerald Coast Growers, L.L.C.

ARTICLE II
ADDRESS

The Company's mailing address and street address of its principal place of business in Florida is 7410 Klondike Road, Pensacola, FL 32526, but it shall have the power and authority to establish such offices at such place or places as may be designated by the members.

ARTICLE III
DURATION/CONTINUATION

Beginning on the date the initial Articles of Organization were filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or upon the occurrence of any other event which terminates its existence pursuant to the Company's operating agreement, as amended.

ARTICLE IV
PURPOSE

The general purpose for which the Company is organized is to cultivate various types of flowers, plants and vegetation for resale at wholesale prices.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

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FEB 27 2001
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
MANAGEMENT

The business of the Company shall be managed by its members holding voting membership interests (rather than non-voting membership interests), in accordance with the Company's operating agreement, as amended.

ARTICLE VI
RESTRICTIONS ON MEMBERSHIP

The Company may admit one or more new members by unanimous consent of the then-existing members holding voting membership interests. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members holding voting membership interests, or as set forth in the Company's operating agreement, as amended.

ARTICLE VII
POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of the Company holding voting membership interests as set forth in the Company's operating agreement, as amended.

ARTICLE VIII
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the operating agreement of the Company shall be vested in the members holding voting membership interests.

ARTICLE IX
AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 605 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company holding voting membership interests. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being all of the current members of the Company, hereby acknowledge that the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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TALLAHASSEE, FLORIDA

ARTICLE X
REGISTERED AGENT

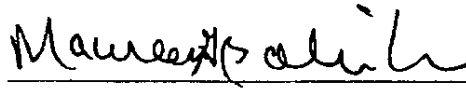
The name and street address of the Company's registered agent for service of process is as follows:

Stephen R. Moorhead
127 Palafox Place, Suite 500
Pensacola, FL 32502


IN WITNESS WHEREOF, all of the Members of the Company have executed this Amendment as of January 31st, 2018.

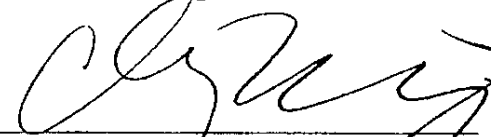
MEMBERS:

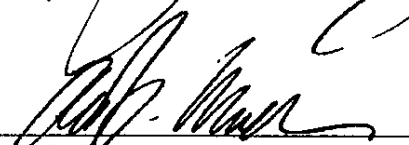

Paul D. Babikow


Maureen G. Babikow


Mark Babikow


Bonnie B. Mietling


Cheryl B. Markowitz


Al Mueller

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

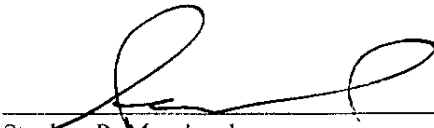
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Emerald Coast Growers, L.L.C., at the place designated as the registered officer, 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 duties and obligations of my position as registered agent.

Dated this 14th day of February, 2018.



Stephen R. Moorhead
127 Palafox Place, Suite 500
Pensacola, FL 32502
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA