

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L000000012501

Sunbiz Nursery, LLC

300003421713--0
-10/11/00--01009--030
****125.00 ****125.00

RECEIVED
00 OCT 11 AM 11:09
DIVISION OF CORPORATION

W-24629

011101/011101

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

00 OCT 16 AM 11:37
FIELD
ATTACHED
10-16-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 11, 2000

CAPITAL CONNECTION, INC.

SUBJECT: SUNBIZ NIRSERY, LLC
Ref. Number: W00000024629

We have received your document for SUNBIZ NIRSERY, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

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: 600A00053662

APPROVED
FIELD
OCT 16 11:11:07
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SunBiz Nursery, LLC

ARTICLE 1

NAME

The name of this Limited Liability Company is SUNBIZ NURSERY, LLC.

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of 30 years commencing on October 10, 2000.

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of transacting the business of running plant nurseries, and in such other legal business as may be agreed on by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 333 SE 1st Avenue, Florida City, Florida 33034, and such other place or places as the members from time to time may determine. This shall also be the mailing address of the Limited Liability Company.

The initial registered agent of the Limited Liability Company shall be C.E. Porch, whose address is 333 SE 1st Avenue, Florida City, Florida 33034.

Having been named as registered agent and to accept service of process for the above state limited liability company at the place designated in this certificate, 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 positions as registered agent as provided for in Chapter 608, F.S.



C.E. Porch, Registered Agent

ARTICLE V

CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of ten thousand dollars (\$10,100.00) which will be contributed by the members in the following amounts:

NAME		Address
ATJ Corporation	\$5,000.00	333 SE 1st Avenue, Florida City, Florida 33034
Narendra H. Patel	\$5,000.00	10640 NW 5 th Street, Plantation, Florida 33324
Julio Berrones	\$100.00	18740 SW 356 th Street, Florida City, Florida 33034

The above listed are all the members and their addresses.

No member shall be entitled to receive interest on his contribution to capital.

ARTICLE VI

MANAGEMENT OF BUSINESS

All members shall have equal rights in the management or conduct of the Limited Liability Company. Decisions shall be by majority vote, each member having an equal vote:

ATJ Corporation	33 1/3%
Narendra H. Patel	33 1/3%
Julio Berrones	33 1/3%

ARTICLE VII

REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this company if decided by a two-thirds majority vote.

ARTICLE VIII

PROPERTY

Real or personal property originally bought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of the Limited Liability Company.

ARTICLE IX

MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice at times and places selected by the members. Special meetings may be called by a majority in interest of all members after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice.

Minutes shall be kept of all regular and special meetings.

ARTICLE X

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Existing members shall be entitled to purchase the selling member's interest

ARTICLE XI

PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his pro rata interest in the company. Losses shall be passed through to each member in the same proportion according to his voting power in the company as specified in Article VI.

ARTICLE XII

ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members.

ARTICLE XIII

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

ALL APPLICABLE
FEDERAL
AND STATE
TAXES
PAID
03 OCT 14 AM 11:37
FILED

ARTICLE XIV

DISSOLUTION

a) **Causes of Dissolution.** This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members unanimously give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) **Right to Continue Business.** The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company,

c) **Payment if Limited Liability Company is Continued.** If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution and to his subsequent capital contributions.

e) **Winding Up and Liquidation.** On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- 1) Amounts owing to creditors other than members.
- 2) Amounts owing to members other than for capital and profits.
- 3) Amounts owing to members in respect to capital.
- 4) Amounts owing to members in respect to profits.

ARTICLE XV

NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested

APPROVED
FILED
00 OCT 16 AM 11:37
ILLINOIS
CLERK OF COURT
JUDICIAL CIRCUIT
CLERK OF COURT

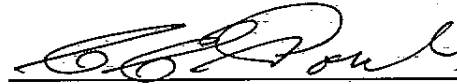
ARTICLE XVI

AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties here to have executed these articles of organization
October 10, 2000.

ATJ Corporation, Member



By: C.E. Porch, Vice President

RECEIVED
OCT 16 AM 11:37
FEB 10 2001
FEB 10 2001