

**SHELL, FLEMING, DAVIS & MENGE**  
ATTORNEYS AT LAW

THURSTON A. SHELL  
FLETCHER FLEMING  
ROLLIN D. DAVIS, JR.  
Board Certified Real Estate Lawyer  
M. J. MENGE  
DANNY L. KEPNER  
Board Certified Civil Trial Lawyer  
CHARLES L. HOFFMAN, JR.  
STEPHEN B. SHELL  
MAUREEN DUGNAN  
Board Certified Criminal Trial Lawyer  
Also Licensed In New York  
JAN SHACKELFORD  
PAUL W. GROOM II  
JOHN B. TRAWICK  
BRADEN K. BALL, JR.  
THOMAS J. GILLIAM, JR.

**FLETCHER FLEMING**

TELEPHONE • (850) 434-2411

FACSIMILE • (850) 435-1074

E-MAIL • [ffleming@shellfleming-law.com](mailto:ffleming@shellfleming-law.com)

226 PALAFOX PLACE  
NINTH FLOOR, SEVILLE TOWER  
PENSACOLA, FLORIDA 32501

MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32598-1831

October 18, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

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-10/20/00-01091--008  
\*\*\*\*160.00 \*\*\*\*160.00

Gentlemen:

We enclose the original and one copy of Articles of Organization of **Brown's Farmers Market, L.L.C.** Please file these Articles in your office and provide us with a certified copy of the Articles. This firm's check for \$160.00 is enclosed for the required filing fee.

Thank you for your assistance.

Yours truly,

SHELL, FLEMING, DAVIS & MENGE

BY

*Fletcher Fleming*

FF/pfh  
Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**

**OF**

**BROWN'S FARMERS MARKET, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be **BROWN'S FARMERS MARKET, L.L.C.**, and its principal place of business shall be in the City of Century, County of Escambia, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The limited liability company is formed for the purpose of and is authorized to conduct and engage in the retail produce business and to conduct, engage in and transact any business or businesses which a limited liability company is authorized to transact under the laws of Florida. In conducting, engaging in and transacting such business or businesses, the limited liability company shall have all of the powers conferred upon or granted to

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limited liability companies, including, but not limited to those granted by Section 608.404, Florida Statutes and in addition shall have the following powers:

1. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

3. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial

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interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

5. The provisions of this section shall be construed as both purposes and powers and are intended to vest in the limited liability company all powers that may be exercised by such companies, but shall not be construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or

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### ARTICLE III

#### PROFITS AND LOSSES

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability

company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on December 31 of each year.

The company's fiscal year shall begin on January 1 and end on December 31.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

#### **ARTICLE IV**

##### **LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of and pursuant to policies, rules and regulations established by the members whose names and addresses are as follows:

Charles L. Brown  
8241 Old Flomaton Road  
Century, Florida 32535

Jackie Brown  
8220 Wawbeck Road  
Century, Florida 32535

This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members.

#### **ARTICLE V**

##### **DURATION**

This limited liability company shall have perpetual existence unless dissolved in a manner provided by law, or as provided in

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the regulations adopted by the members.

#### **ARTICLE VI**

##### **PRINCIPAL PLACE OF BUSINESS**

The mailing address of the principal office of this limited liability company shall be 8251 North Century Blvd., Century, Florida 32535, and its street address shall be same in the City of Century, County of Escambia, State of Florida 32535.

#### **ARTICLE VII**

##### **INITIAL REGISTERED OFFICE AND**

##### **REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 8251 North Century Blvd., City of Century, County of Escambia, State of Florida 32535 and the name of its initial registered agent at such address is Charles L. Brown, who, by his signature hereto accepts the position of resident agent and certifies that he is familiar with the obligations of that position as set forth in Section 608.415 and 608.416, Florida Statutes, and agrees to perform the obligations of such position.

#### **ARTICLE VIII**

##### **RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

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Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify, under the penalties of perjury, that the foregoing constitutes the Articles of Organization of **BROWN'S FARMERS MARKET, L.L.C.** and are true and correct.

Executed by the undersigned members and resident agent on this 12TH day of October, 2000.

Charles L. Brown  
CHARLES L. BROWN, Member and  
Resident Agent

Jackie Brown  
JACKIE BROWN, Member

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