

01000019240

William S. Howell, Jr., P.A.

Attorney at Law
30 South Shore Drive
Destin, FL 32550
850-654-1171
850-654-4034 (fax)

600004666616--4
-11/05/01--01073--009
****125.00 ****125.00

November 1, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization

Dear Sir or Madam:

LO1-19240

Enclosed for filing with the state are the Articles of Organization for Magnolia Bay Farms, LLC.
Also enclosed is our firm check no. 1024 in the amount of \$125.00, along with a self-addressed,
stamped envelope for return of a conformed copy.

Please do not hesitate to call if there are any questions.

Sincerely,



Vicki J. Fassler, Legal Assistant to
William S. Howell, Jr.

WSHjr.:vjf
Enclosures

WH/jg
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -5 PM 1:08

5p

ARTICLES OF ORGANIZATION OF MAGNOLIA BAY FARMS, LLC

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Magnolia Bay Farms, LLC, and its principal office and mailing address shall be 1481 Highway 277 S., Chipley, FL 32428, County of Washington, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 NOV -5 PM

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 this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. 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 set forth in these Articles, 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.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or 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 Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

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

ARTICLE IV

MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -5 PM 1:00

the company are:

Donald C. Hamrick
P.O. Box 780
Chipley, FL 32428

Zachary C. Hamrick
P.O. Box 780
Chipley, FL 32428

ARTICLE V DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI

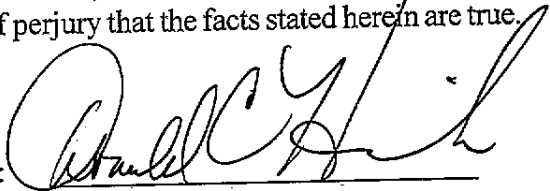
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1481 Highway 277 S., Chipley, FL 32428, County of Washington, State of Florida, and the name and address of the company's initial registered agent at that address is Donald C. Hamrick, 1481 Highway 277 S., Chipley, FL 32428.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Magnolia Bay Farms, LLC.

Executed by the undersigned at Destin, County of Walton, State of Florida on October 18, 2001 and constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

By:


Donald C. Hamrick

By:


Zachary C. Hamrick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -5 PM 1:08

State of Florida
County of Walton

Pursuant to the provisions of Section 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Magnolia Bay Farms, LLC.

The name and address of the registered agent is Donald C. Hamrick, P.O. Box 780, Chipley, FL 32428 and the street address of the company's principal office where the agent is located is 1481 Highway 277 S., Chipley, FL 32428.

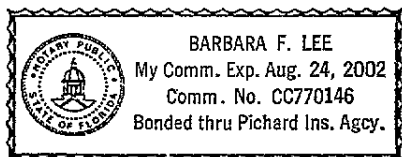
By:

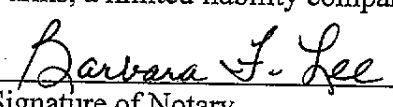

Donald C. Hamrick

By:


Zachary C. Hamrick

The foregoing instrument was acknowledged before me this by Donald C. Hamrick and Zachary C. Hamrick and on behalf of Magnolia Bay Farms, a limited liability company.




Signature of Notary

BARBARA F. LEE

Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal):

My Commission Expires (if not legible on seal):

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -5 PM 1:08

Personally Known ☒ or Produced Identification _____
Type of Identification Produced _____

Having been named to accept Service of Process for the above stated limited liability company, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this October 18, 2001.


Donald C. Hamrick