

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

L010000020744

CONTACT: CINDY HICKS

DATE: 12/3/01

REF. #: 0204. 3537

CORP. NAME: Rose Farms of America, LLC

- | | | |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

APPROVEE
AND
FILED
01 DEC -3 AM 11:41
RECEIVED
01 DEC -3 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 4619 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 200004701612--4
-12/03/01--01022--016
*****155.00 *****155.00
COST LIMIT: \$

PLEASE RETURN:
☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

ARTICLES OF ORGANIZATION
OF
ROSEFARMS OF AMERICA, LLC

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME

The name of the limited liability company shall be:

ROSEFARMS OF AMERICA, LLC

ARTICLE II
PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE III
PURPOSES

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV
ADDRESS AND PLACE OF BUSINESS

The mailing and street address of the principal office in Florida for the limited liability company is 1660 N.W. 82nd Ave., Miami, FL 33126.

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**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 2909 Bay to Bay Boulevard, Suite 309, Tampa, FL 33629, and the name of its initial registered agent is Thomas P. McNamara. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

**ARTICLE VI
MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the managers of the limited liability company. The Board of Managers of this limited liability company shall consist of a number of persons elected by a majority vote in interest of the members of the limited liability company. The initial Board of Managers shall consist of one person. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed as provided in the Operating Agreement of the limited liability company. The name and current address of the manager who is to serve as the initial manager until the first annual meeting of members and until his successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
James P. Markus	1660 N.W. 82 nd Ave. Miami, FL 33126

**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the limited liability company upon approval by the Board of Managers. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the operating agreement of the limited liability company.


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TALLAHASSEE, FLORIDA

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**ARTICLE VIII
ACKNOWLEDGMENT**

The undersigned, being an authorized representative of a member of the limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of ROSEFARMS OF AMERICA, LLC. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the operating agreement of the limited liability company consistent with the laws of the State of Florida.

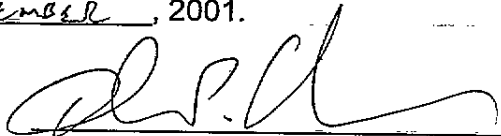
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 29 day of NOVEMBER, 2001.


THOMAS P. MCNAMARA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ROSEFARMS OF AMERICA, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations imposed by Section 608.415, Florida Statutes.

Executed this 29 day of NOVEMBER, 2001.


THOMAS P. MCNAMARA

01 DEC -3 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED