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Barkett & Garavaglia

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ATTORNEYS AT LAW

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VERO BEACH, FLORIDA 32963

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PLEASE REPLY TO:
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00789-01122-00671

*MASTER OF LAWS IN ESTATE PLANNING
**BOARD CERTIFIED REAL ESTATE LAWYER
***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

MJM

February 15, 2002

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

W02-5155

Re: IMC Holdings of Indian River County, L.L.C.

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Organization for the above named limited liability corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing our check in the amount of \$160.00 covering the following:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Form	25.00
Certificate of Status	5.00

Thank you for your consideration in this matter.

Sincerely,

George G. Collins, Jr.
For the Firm

GGC, JR./mja
Enclosures

FILED
02 MAR 12 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 21, 2002

GEORGE G. COLLNS, JR.
COLLINS, BROWN, CALDWELL, BARKETT & GARA
POST OFFICE BOX 64-3686
VERO BEACH, FL 33964-3686

SUBJECT: IMC HOLDINGS OF INDIAN RIVER COUNTY, L.L.C.
Ref. Number: W02000005155

We have received your document for IMC HOLDINGS OF INDIAN RIVER COUNTY, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 002A00010819

**ARTICLES OF ORGANIZATION
OF
IMC HOLDINGS OF INDIAN RIVER COUNTY, L.L.C.
A Florida Limited Liability Company**

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 IMC HOLDINGS OF INDIAN RIVER COUNTY, L.L.C., and its principal place of business shall be in Indian River County, 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 general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To own, maintain, cultivate, harvest, and sell citrus from the grove described as follows:

02 MAR 12 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The west 22.88 acres of Tract 13, Section 6, Township 33 South, Range 39 East, according to the last general plat of lands of Indian River Farms Company Subdivision, filed in Plat Book 2, Page 25, Public Records of St. Lucie County, Florida; said lands now lying and being in Indian River County, Florida.

2. To engage in any activity or business authorized under the Florida Statutes.
3. 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 herein set forth to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, and assets 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.
5. 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.
6. To exercise all or any of the limited liability company powers, and to

carry out all or any of the purposes, enumerated herein 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 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.

7. 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.

8. The several clauses contained in this statement of the general nature of the business or business 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company as follows:

(a) From **SUSAN CATO HUMANES**, a one-quarter ($\frac{1}{4}$) interest in the grove property described in Article II of these Articles of Organization valued at ONE HUNDRED SIXTY-TWO THOUSAND FIVE HUNDRED and 00/100 (\$162,500.00) Dollars plus TWENTY-FIVE THOUSAND and 00/100 (\$25,000.00) Dollars in cash shall be paid to the limited liability company.

(b) From **JANICE R. JOHNSON**, a one-quarter ($\frac{1}{4}$) interest in the grove property described in Article II of these Articles of Organization valued at ONE HUNDRED SIXTY-TWO THOUSAND FIVE HUNDRED and 00/100 (\$162,500.00) Dollars plus TWENTY-FIVE THOUSAND and 00/100 (\$25,000.00) Dollars in cash shall be paid to the limited liability company.

(c) From **WANDA L. ASAFAYLO**, a one-quarter ($\frac{1}{4}$) interest in the grove property described in Article II of these Articles of Organization valued at ONE

HUNDRED SIXTY-TWO THOUSAND FIVE HUNDRED and 00/100 (\$162,500.00) Dollars plus TWENTY-FIVE THOUSAND and 00/100 (\$25,000.00) Dollars in cash shall be paid to the limited liability company.

(d) From **MARILYN C. ANDERSON**, a one-quarter ($\frac{1}{4}$) interest in the grove property described in Article II of these Articles of Organization valued at ONE HUNDRED SIXTY-TWO THOUSAND FIVE HUNDRED and 00/100 (\$162,500.00) Dollars plus TWENTY-FIVE THOUSAND and 00/100 (\$25,000.00) Dollars in cash shall be paid to the limited liability company.

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member or members.

ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. 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 shall be divided equally between the members. The distributive share of the profits shall be determined and paid to the members as the Managing Members may so direct, but not later than December 31st of each year.

(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.

**ARTICLE V
LIMITED LIABILITY COMPANY 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 VI
DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE VII
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this limited liability company shall be at 2215 44th Avenue, Vero Beach, County of Indian River, State of Florida 32966, and may be changed from time to time.

**ARTICLE VIII
MANAGEMENT**

This limited liability company shall be managed by the following two (2) Managers. The name and address of the members who shall serve as such until the first annual meeting of members or until their successors are duly qualified are as follows:

Susan Cato Humanes
2215 44th Avenue
Vero Beach, FL 32966

FILED
02 MAR 12 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Janice R. Johnson
300 - 104 Grand Royale Circle
Vero Beach, FL 32962

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT
ADDRESS OF ORGANIZER

The address of the initial registered office of the limited liability company and of the Organizer is **SUSAN CATO HUMANES**, 2215 44th Avenue, Vero Beach, County of Indian River, State of Florida 32966, and the name of its initial registered agent is **GEORGE G. COLLINS, JR.** at 756 Beachland Boulevard, City of Vero Beach, County of Indian River, State of Florida.

ARTICLE X
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members only 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 the members.

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 that the foregoing constitutes the proposed Articles of Organization of IMC HOLDINGS OF INDIAN RIVER COUNTY, L.L.C.

Executed by the undersigned at Vero Beach, Florida on FEBRUARY 14th

2001.

Susan Cato Humanes
Susan Cato Humanes

Janice R. Johnson
Janice R. Johnson


Wanda L. Asafaylo
Wanda L. Asafaylo

Marilyn C. Anderson
Marilyn C. Anderson

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

GEORGE G. COLLINS, JR., an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of **IMC HOLDINGS OF INDIAN RIVER COUNTY, L.L.C.**

GEORGE G. COLLINS, JR. is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.


George G. Collins, Jr.