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Division of Corporations Page 01

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : JANE YEAGER CHEFFY  
Account Number : I19980000051  
Phone : (941) 263-1130  
Fax Number : (941) 263-3827

**LIMITED LIABILITY COMPANY**

**Fresh Harvest Farms, LLC**

Certificate of Status	1
Certified Copy	0
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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 24, 2002

JANE YEAGER CHEFFY

SUBJECT: FRESH HARVEST FARMS, LLC  
REF: W02000018331

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

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6043.

Joey Bryan  
Document Specialist

FAX Aud. #: H02000156344  
Letter Number: 702A00040573

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION  
OF  
FRESH HARVEST FARMS, LLC**

We, the undersigned, do hereby certify that we have associated together for the purpose of forming a limited liability company under the State of Florida.

**ARTICLE I**

**Name**

The name of the limited liability company shall be **FRESH HARVEST FARMS, LLC**

**ARTICLE II**

**Address and Place of Business**

The mailing address and principal place of business for the limited liability company is:

**FRESH HARVEST FARMS, LLC**  
16641 San Carlos Blvd  
Ft. Myers, Florida 33908

**ARTICLE III**

**Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

**ARTICLE IV**

**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 V**

**Registered Office and Agent**

The name and street address of the registered agent of the Company in the State of Florida is Douglas H. Grout, 16641 San Carlos Blvd, Ft. Myers, Florida 33908.

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**ARTICLE VI**  
**Additional Capital Contributions**

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

**ARTICLE VII**  
**Admission of New Members**

No additional members shall be admitted to the Company except with the approval of a two-thirds membership interest of the members of the Company and on such terms and conditions as shall be outlined in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless a two-thirds vote of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer, which votes shall be allocated in accordance with their membership interests.

**ARTICLE VII**  
**Termination of Existence**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, on the occurrence of any other event that terminates the continued membership of a member in the Company, or the passage of ten days after the disposition of substantially all of the Company's assets and no other assets are acquired, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member. Notwithstanding the above, the Company shall be dissolved upon the written consent of all the members.

**ARTICLE IX**  
**Management**

The Company shall be managed by a manager in accordance with an operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement 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 name and address of the initial managers of the Company are Douglas H. Grout and Darren S. Grout, 16641 San Carlos Blvd., Ft. Myers, Florida 33908.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Naples, Florida, this 21 day of JUNE, 2002.

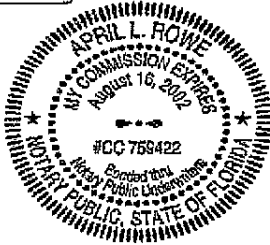
  
DOUGLASH. GROUT


STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared **DOUGLASH. GROUT** who is personally known to me or has produced NA ID as identification, to me well known to be the person(s) described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last afore-said this 21<sup>st</sup> day of JUNE, 2002.

(SEAL)



  
Notary Public - State of Florida

**April L. Rowe**

(Print, Type, or Stamped Commissioned Name of Notary Public)

Personally Known ☐ OR Produced Identification ☐  
Type of Identification Produced \_\_\_\_\_

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,  
IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: **FRESH HARVEST FARMS, L.L.C.**
2. The name and address of the registered agent and office is:

Douglas H. Grout  
16641 San Carlos Blvd.  
Ft. Myers, Florida  
Naples, Florida 33908

Having been named as registered agent and to accept service of process for the above stated 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 position as registered agent.

Dated this 21 day of June, 2002.

  
\_\_\_\_\_  
Douglas H. Grout

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