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Account Name : STEWART, NALL, EVANS & HAFNER, P.A.  
Account Number : I19990000118  
Phone : (561) 231-3500  
Fax Number : (561) 231-9876

## LIMITED LIABILITY COMPANY

H&amp;R Packing &amp; Sales Company, LLC

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**ARTICLES OF ORGANIZATION  
OF  
H&R Packing & Sales Company, LLC**

**A Florida Limited Liability Company**

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The undersigned hereby certifies these articles have been executed for the purpose of forming 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 **H&R Packing & Sales Company, LLC**, and its principal place of business shall be in the County of Indian River, 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 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 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 herein set forth to the same extent as a natural person might or could do.

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3. To purchase or otherwise acquire, undertake, carry on, improve, 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 the limited liability company is authorized to carry on, pursuant to the provisions of the Articles; 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 thereof, 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 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.

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 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.

7. The several clauses contained in this statement of the general nature of the

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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, 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 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

##### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of its members, and the business and affairs of this limited liability company shall be managed under the direction of Miguel E. Rubio and Robert J. Hamilton, III, 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

##### DURATION

This limited liability company shall have perpetual existence.

#### ARTICLE V

##### PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal office and mailing address of this limited liability company shall be at 4316 2d Square, S.W., Vero Beach, County of Indian River, State of Florida.

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**ARTICLE VI****TRANSFER OF MEMBERSHIP INTERESTS**

A member's interest is assignable in whole or in part. The assignee of a member's interests shall become a member of the company, upon assignment, and to the extent assigned, shall have the rights and powers, and is subject to the restrictions and liabilities, of the assigning member under these articles of organization, the company's operating agreement, and Florida law; and to share in such profits and losses, to receive such distribution or distributions and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which the assigning member was entitled, to the extent assigned.

**ARTICLE VII****MEMBERSHIP CERTIFICATES**

The company may, but is not obligated to issue certificates of membership interest.

**ARTICLE VIII****INITIAL REGISTERED OFFICE AND REGISTERED AGENT****ADDRESS OF ORGANIZER**

The address of the office of the limited liability company and of the organizer is 4316 2d Square, S.W., Vero Beach, County of Indian River, State of Florida; and the name and address of its initial registered agent is Ralph L. Evans, Esquire, Stewart & Evans, P.A., 3355 Ocean Drive, Vero Beach, Florida 32963.

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The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of H&R Packing & Sales Company, LLC.

Executed at Vero Beach, Indian River County, Florida on October 11, 2002.

Miguel E. Rubio  
Miguel E. Rubio

Robert J. Hamilton, III  
Robert J. Hamilton, III

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STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of October, 2002, by Miguel E. Rubio, who is personally known to me or who has produced FL. Drivers License as identification.



Karen Ann Siegel  
Notary Public  
State of Florida  
My Commission expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of October, 2002, by Robert J. Hamilton, III, who is personally known to me or who has produced FL. Dr. License as identification.



Karen Ann Siegel  
Notary Public  
State of Florida  
My Commission expires: \_\_\_\_\_

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

Ralph L. Evans, an individual residing in this state having a business office located at 33 Ocean Drive, Vero Beach, Florida, and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

Ralph L. Evans is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.

  
Ralph L. Evans

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