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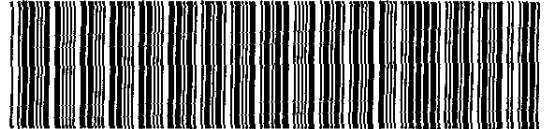
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Sp

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

DAVID E. ACKLEY

SCOTT L. HALL

MARK H. JAMIESON

SCOTT E. JOHNSON

JOHN P. JUNOD

JAMES F. KIDD

CLINTON C. LYONS, JR.

BRIAN J. MORAN

THOMAS F. MORAN

MAURICE SHAMS

SIDNEY H. SHAMS

OF COUNSEL

GARY M. BERESON

RONALD W. SIKES

November 12, 2002

Via Federal Express

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Alegre Foods, L.L.C.

Dear Sir or Madam:

Please find enclosed, in duplicate, the Articles of Organization for the above-referenced limited liability company, together with a check in the amount of \$125.00 to cover the cost of filing these Articles.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,



Scott E. Johnson

SEJ/knh
Enclosures

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ARTICLES OF ORGANIZATION

OF

ALEGRE FOODS, L.L.C.

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this limited liability company is ALEGRE FOODS, L.L.C. (the "Company").

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address of the principal office and place of business of the Company is 5145 Honeynut Lane, Windermere, Florida 34786 and the mailing address of the principal office and place of business of the Company is 5145 Honeynut Lane, Windermere, Florida 34786, and the name, mailing address and street address of the initial registered agent of the Company is Scott E. Johnson, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

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ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

ARTICLE VII - ADMISSION OF MEMBERS

Additional members may be admitted from time to time upon the written consent of the Members holding, in the aggregate, at least fifty-one percent (51%) of the Ownership Ratios of all Members.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by Gerald D. Boudreaux, who shall serve as Executive Steward & Managing Director of the Company until and unless otherwise determined by a vote of the members of the Company at any meeting of the members or until his successor is elected and qualified to act in such capacity.

ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining members of this limited liability company consent in writing to continue the Company.

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ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of all other members of the Company unless otherwise provided by separate agreement.

ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporate these Articles of Organization as of this _____ day of November, 2002.

By: [Signature]
Gerald D. Boudreaux, As Executive Steward
& Managing Director of
ALEGRE FOODS, L.L.C.

By: [Signature]
Gerald D. Boudreaux
Vice President of
SJM Enterprises, Inc.
Sole Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 11th day of November, 2002, by Gerald D. Boudreaux, who is personally known to me or who produced FL DRIVERS LICENSE, as identification.
B 362 284 63 461 0

[Signature]
Notary Public, State of Florida
My Commission Expires:



Kimberly L. Reynolds
MY COMMISSION # CC866277 EXPIRES
August 25, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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