

Sent By: DANIEL HICK, P.A.

351-3353

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Division of Corporations

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
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From:

Account Name : DANIEL HICKS, P.A.  
Account Number : 079061003325  
Phone : (352)351-3353  
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**LIMITED LIABILITY COMPANY**

**HNR Farms, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 06       |
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**ARTICLES OF ORGANIZATION  
OF  
HNR FARMS, L.L.C.**

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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company shall be HNR FARMS, L.L.C. ("Company"). The principal office and mailing address of the Company in Florida shall be 7655 S.W. 86<sup>th</sup> Lane, Ocala, FL 34477.

**ARTICLE II  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III  
PURPOSES AND POWERS**

The general purpose for which the Company is organized is to conduct the business to purchase racing prospects and active racehorses. The intent of the Partnership is to resell all or part of the horses when they achieve optimum value during their racing careers and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Harold Williams, 7655 S.W. 86<sup>th</sup> Lane, Ocala, Florida 34477.

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TALLAHASSEE, FLORIDA**ARTICLE V  
CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

| <u>NAME</u>     | <u>CAPITAL CONTRIBUTION</u> | <u>%</u> | <u>Membership Units</u> |
|-----------------|-----------------------------|----------|-------------------------|
| Harold Williams | \$100.00                    | 50%      | 50                      |
| Nancy Fedolfi   | \$100.00                    | 50%      | 50                      |

**ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company as such times and in such amounts as may be provided in the regulations adopted by the Members or, in lieu thereof, only upon the unanimous consent of all the Members.

**ARTICLE VII  
ADMISSION OF NEW MEMBERS  
(TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII  
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IX  
MANAGEMENT (MANAGEMENT BY MEMBERS)**

The Company shall be managed by the members in accordance with regulations adopted by the Members for the management of the business and affairs of the Company. These regulations 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 manager of the Company is:

**NAME**

**AND ADDRESS**

Harold Williams

7655 S.W. 86<sup>th</sup> Lane, Ocala, Florida  
34477

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Ocala, Florida, for the foregoing uses and purposes this 11<sup>th</sup> day of January, 2003.



HAROLD WILLIAMS  
7655 S.W. 86<sup>th</sup> Lane  
Ocala, FL 34477



NANCY FEDOLFI  
5 Winthrop Terr.  
Framingham, Mass 01702

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, **HAROLD WILLIAMS**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 11<sup>th</sup> day of January, 2003.

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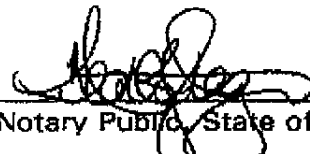
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TALLAHASSEE, FLORIDA

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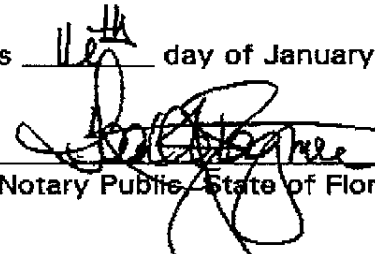
  
Notary Public, State of Florida

STATE OF FLORIDA  
COUNTY OF MARION

Before me, personally appeared, **NANCY FEDOLFI**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 11<sup>th</sup> day of January, 2003.



  
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept services of process for the above-stated limited liability company at the place designated in this statement, 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 obligation of my position as registered agent.

Dated, this 11<sup>th</sup> day of January 2003.

  
HAROLD WILLIAMS

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 and address of the limited liability company is HNR FARMS, L.L.C., 7655 S.W. 86<sup>th</sup> Lane, Ocala, Florida 34477.

2. The name and address of the registered agent and office is: Harold Williams, 7655 SW 86<sup>th</sup> Lane, Ocala, Florida 34477.

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.

  
Harold Williams

January 16<sup>th</sup>, 2003

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