

W5000015010

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

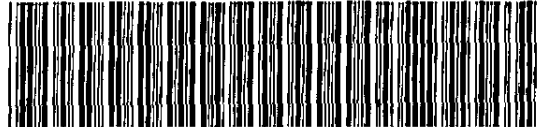
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200046192662

02/09/05--01032--0110 **125.00

SECRETARY OF STATE
TREASURY DEPARTMENT
WASHINGTON, D.C.

2005 FEB -9 PM 1:44

FILED

W5-15010
OK

ARTICLES OF ORGANIZATION

OF

ERNST SOUTHERN NATIVE SEEDS, L.L.C. A Limited Liability Company

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

ARTICLE I -- NAME

The name of the limited liability company shall be ERNST SOUTHERN NATIVE SEEDS, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 9006 Mercer Pike, Meadville, Pennsylvania 16335.

ARTICLE III -- 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 dissolved earlier as provided in these articles of organization or in a properly filed operating agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The initial registered agent in Florida for the company is CT Corporation, and the initial registered office is located at 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE V -- MEMBERS

The company shall have at least one member. No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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 the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

FILED

ARTICLE VI - CONTINUITY OF BUSINESS

The company shall be dissolved on the death, retirement, resignation, bankruptcy, expulsion, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, or upon any other event that, under the Act, would result in dissolution of the company, unless the business of the Company is continued by unanimous vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The overall management and control of the business and affairs of the Company shall be vested in its members in equal shares as provided in these articles of organization and Section 608.407 of the Act. Any and all action by the company shall require the vote of members holding a majority interest in the Company. The initial member shall be as follows:

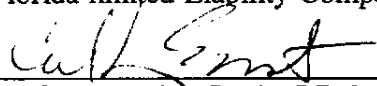
<u>Name</u>	<u>Position</u>
Ernst Conservation Seeds, LP	Member/Manager

ARTICLE VIII - INDEMNIFICATION

Except as expressly provided in a properly filed operating agreement, the company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in Crawford County, Meadville, Pennsylvania, this 4th day of Febr., 2005.

ERNST SOUTHERN NATIVE SEEDS, L.L.C.
A Florida limited Liability Company


Ernst Conservation Seeds, LP by
Calvin L. Ernst - General Partner

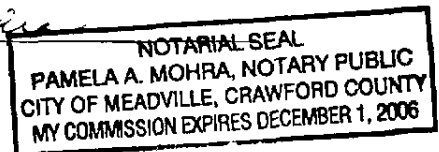
RECEIVED - 9 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**STATE OF PENNSYLVANIA,
COUNTY OF CRAWFORD**

The foregoing instrument was subscribed before me this 4th day of February, 2005, by Calvin L. Ernst, General Partner of Ernst Conservation Seeds, LP as Member/Manager of Ernst Southern Native Seeds, L.L.C., who is personally known to me or who has produced a driver's license as identification.

Pamela A. Mohra
Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Ernst Southern Native Seeds, L.L.C. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Steven P. Zimmer
CT Corporation
STEVEN P. ZIMMER
SPECIAL ASSISTANT SECRETARY

Subscribed by me this 7th day of February, 2005

FILED
2005 FEB -9 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA