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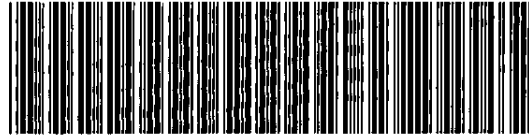
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B. BOSTICK

DEC 22 2010

EXAMINER

**COVER LETTER**

TO: Registration Section Division of  
Corporations

SUBJECT: INDIGENOUS SELECTIONS, LLC  
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing. Please  
return all correspondence concerning this matter to the following:

Christopher P. Couch, Esq.

Name of Person

Jones, Walker, Waechter, Poitevent, Carrère & Denègre L.L.P.

Firm/Company

601 Brickell Key Drive; Suite 500

Address

Miami, Florida 33131-2699

City/State and Zip Code

ccouch@joneswalker.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christopher P. Couch

Name of Person

at (805) 679-5700

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

☒ \$25 Filing Fee

☐ \$55 Filing Fee & Certified Copy

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This instrument prepared by:  
Christopher P. Couch  
Jones, Walker, Waechter, Poitevent, Carrère & Denègre L.L.P.  
Florida Bar No. 86449  
Tel: (805) 679-5700

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
INDIGENOUS SELECTIONS, LLC**

L07000126129

**WHEREAS**, those certain original Members of INDIGENOUS SELECTIONS, LLC, a Florida limited liability company, organized the company by filing of those certain Articles of Organization with the State of Florida on December 20, 2007; and

**WHEREAS**, the current sole Member of the company, desiring to amend and restate the Articles of Organization, has caused these Amended and Restated Articles of Organization of the Company to be filed;

**NOW, THEREFORE**, pursuant to and with the effect provided in the Section 608.408 of Florida Limited Liability Company Act, as amended from time to time (the "**Act**"), the undersigned Member certifies as follows:

**ARTICLE I  
NAME**

The name of this limited liability company ("***the Limited Liability Company***") shall be:

INDIGENOUS SELECTIONS, LLC

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Limited Liability Company shall be located at 407 Seminole Avenue, Ft. Lauderdale, Florida 33312, whose mailing is the same.

**ARTICLE III  
DURATION**

The period of duration is perpetual unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Limited Liability Company Agreement ("***LLCA***").

**ARTICLE IV  
PURPOSES**

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(i) To engage in and carry on, without limitation, the importation and distribution of agricultural products, and all other related activities to the same extent may be legally exercised by limited liabilities companies under the Act;

(ii) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge property of any kind, class, interest or type, wherever situated, and to

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exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(iii) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation or other business or public entity of Florida or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as any natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of the State of Florida;

(iv) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(v) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

#### **ARTICLE V**

#### **REGISTERED AGENT/OFFICE**

The location and mailing address of the current registered office of the Limited Liability Company shall be 601 Brickell Key Drive, Suite 500, Miami, Florida 33131-2699, and its registered agent at such address shall be Jones, Walker, Waechter, Poitevent, Carrère & Denègre L.L.P.

#### **ARTICLE V**

#### **MEMBERS AND MEMBERSHIP**

(a) The Limited Liability Company may have one or more classes or groups of Members as shall be designated in the LLCA of the Limited Liability Company, and each such class or group of Members shall have the relative rights, powers and duties as provided in the LLCA. Such relative rights, powers and duties may include rights, powers and duties senior or junior to existing classes or groups of Members or Managers, the taking of action, including amendments to the Articles of Organization or LLCA, without the vote or approval of one or more Members or classes or groups of Members or Managers, and the right of certain identified Members or Managers or a specified class or group of Members or Managers to vote separately or with all or any class or group of the Members or Managers on any matter.

(b) The Members reserve the right to admit additional Members pursuant to the terms and conditions of the LLCA of the Limited Liability Company.

**ARTICLE VI**  
**MANAGEMENT**

The Limited Liability Company shall be managed by one or more Managers. The rights, powers and duties of such Managers shall be established by and set forth in the LLCA of the Limited Liability Company.

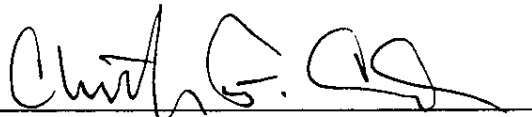
**ARTICLE VII**  
**INDEMNIFICATION**

(a) A Manager or officer of the Limited Liability Company shall not be liable to the Limited Liability Company or its Members for money damages for any action taken, or any failure to take any action, as a Manager or officer, as applicable, except liability for (i) the amount of any financial benefit received by such Manager or officer to which he or she is not entitled, (ii) an intentional infliction of harm on the Limited Liability Company or its Members, (iii) breach of any standard of loyalty or care set forth in the LLCA of the Limited Liability Company, as the same may be amended from time to time, or (iv) an intentional violation of criminal law.

(b) To the fullest extent permitted by law, the Limited Liability Company shall (i) indemnify, defend and hold harmless its Managers, officers and Members against and from, and (ii) advance to such Managers, officers or Members from time to time as the same may request of the Limited Liability Company, the cost of any debts, liabilities, damages, demands, obligations, costs, expenses (including, without limitation, reasonable attorneys' fees and court costs) incurred as a result of or relating to, any claim or action made against such Manager, officer or Member because he or she is or was a Manager, officer or Member of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative for the sole Member of the Limited Liability Company, does hereby certify in accordance with Section 608.407 of the Act, as the same may be amended from time to time, that the amendments contained in these Amended and Restated Articles of Organization have been authorized and were approved by the sole Member of the Limited Liability Company.

DATED and EFFECTIVE the 17th day of December, 2010.



Christopher P. Couch, Esq., authorized representative for  
GIORGIO RIVETTI, sole Member of  
INDIGENOUS SELECTIONS, LLC

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