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From: Account Name : WEBSTER & PARTNERS, P.L.  
Account Number : I20000000284  
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TALLAHASSEE, FLORIDA

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**5TH AVENUE RR HOLDING, LLC**

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**J. BRYAN**

FEB 28 2008

**EXAMINER**

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**ARTICLES OF ORGANIZATION  
OF  
5TH AVENUE RR HOLDING, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") shall be 5TH AVENUE RR HOLDING, LLC.

**ARTICLE II  
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in §608.402 (24) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III  
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be:

**5TH AVENUE RR HOLDING, LLC  
502 6TH AVE W  
PALMETTO FL 34221**

**ARTICLE IV  
REGISTERED AGENT**

The initial registered office of this Company shall be 502 6th Ave. West, Palmetto, FL 34221, and its initial registered agent at such office shall be McClure Holdings, Inc.

**ARTICLE V  
ADDITIONAL MEMBERS**

Pursuant to §608.4232, of the Act, additional members may be admitted as provided in the Operating Agreement, as amended from time to time.

**ARTICLE VI  
CONTINUATION OF BUSINESS**

Pursuant to §608.441(1)(d), Florida Statutes, this Company shall have the right to continue the Company's business upon the occurrence of any event that terminates this Company because there are no members.

**ARTICLE VII  
MANAGEMENT OF THE COMPANY**

This Company will be managed by manager(s) appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with such positions under corporate law. The Company may also designate persons as Directors, under the Operating Agreement, who shall act in a manner similar to directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Directors: Corrine A. McClure  
Mary A. Spencer  
Duane Duryea  
Daniel C. McClure  
Scott L. McClure  
Robert N. Spencer IV

Officers: Corrine A. McClure-President  
Robert N. Spencer IV- Executive Vice President  
Daniel C. McClure-Vice President  
Duane Duryea - Secretary, Treasurer

The address of the managers shall be as follows:

c/o McClure Holdings, Inc.  
502 6th Ave. West  
Palmetto, FL 34221

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IN WITNESS WHEREOF, the undersigned, acting on behalf the sole member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.408(1)(a) of the Act.

West Coast Tomato, Inc.

By: Corrine A. McClure  
Corrine A. McClure, President

Dated: February 27, 2008

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

5TH AVENUE RR HOLDING, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates McClure Holdings, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 502 6th Ave. West, Palmetto, FL 34221.

DATED this 27<sup>th</sup> day of February 2008.

West Coast Tomato, Inc.,

By: Corrine A. McClure  
Corrine A. McClure, President

Having been named as registered agent to accept service of process for the above named limited liability company, at the place designated in this certificate, I, on behalf of McClure Holdings, Inc., as its president, hereby agree to 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.

DATED this 27<sup>th</sup> day of February 2008.

McClure Holdings, Inc., a Florida corporation

By: Corrine A. McClure  
Corrine A. McClure, President