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G. MCLEOD

MAR 13 2008

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Mopas Cattle & Agricultural Services, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles H. Paschal, II  
(Name of Person)

\_\_\_\_\_  
(Firm/Company)

11961 Willis Road  
(Address)

Fort Pierce, Florida 34945  
(City/State and Zip Code)

For further information concerning this matter, please call:

Cristi Paschal at ( 772 ) 466-8000  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION**  
**OF**  
**MOPAS CATTLE & AGRICULTURAL SERVICES, LLC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MoPas Cattle & Agricultural Services, LLC, and its principal office shall be located at 11961 Willis Road, City of Fort Pierce, County of St. Lucie, State of Florida.

ARTICLE II  
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all of any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to

authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE V MEMBERS

Original members of this limited liability company are

Charles H. Paschal, II  
11961 Willis Road  
Fort Pierce, Florida 34945

Jonathan Clark Modine  
2235 15<sup>th</sup> Avenue SW  
Vero Beach, Florida 32962

Cristi D. Paschal  
11961 Willis Road  
Fort Pierce, Florida 34945

### ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its managing member, whose name and address is as follows:

Charles H. Paschal, II  
11961 Willis Road  
Fort Pierce, Florida 34945

ARTICLE V  
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI  
CAPITAL CONTRIBUTIONS

Capital contributions and additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII  
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be paid to member, Charles H. Paschal, II, and Jonathan Clark Modine, as the managing member shall determine.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members, as the managing member shall determine.

ARTICLE VIII  
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 11961 Willis Road, City of Fort Pierce, State of Florida, 34945 and the name of the company's initial registered agent at that address is Cristi D. Paschal.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of MoPas Cattle Company & Agricultural Services, LLC.

Executed by the undersigned at Fort Pierce, St. Lucie County, Florida, on March 6, 2008.

  
Charles H. Paschal, II

  
Jonathan C. Modine

  
Cristi D. Paschal

**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

State of Florida  
County of St. Lucie

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MoPas Cattle & Agricultural Services, LLC.

The name of the registered agent for MoPas Cattle & Agricultural Services, LLC, is Cristi D. Paschal and the street address of the company's principal office where the agent is located is 11961 Willis Road, Fort Pierce, Florida 34945.

This statement is to acknowledge that, as indicated above, MoPas Cattle & Agricultural Services, LLC, has appointed me, Cristi D. Paschal, its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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: March 31, 2008.

Cristi D Paschal  
Cristi D. Paschal

The foregoing instrument was acknowledged before me this 6th day of March, 2008, by Cristi D. Paschal, agent on behalf of MoPas Cattle & Agricultural Services, LLC, a limited liability company. She is known to me or has produced N/A, as identification.

Kathryn Gladwin  
NOTARY PUBLIC  
Print Name:  
My Commission Expires:

