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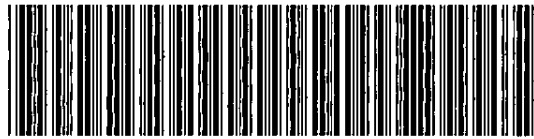
(Business Entity Name)

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T. CLINE

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EXAMINER

2008 MAR 21 AM 9:05
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2008

HEATHER TIPPETT
ONE SARASOTA TOWER, TWO NORTH TAMiami TR
FIFTH FLOOR
SARASOTA, FL 34236

SUBJECT: 3F, LLC
Ref. Number: W08000012097

We have received your document for 3F, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is P000000082193.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 108A00014273

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TALLAHASSEE, FLORIDA

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LUTZ, BOBO & TELFAIR, P.A.
LAWYERS

J. ALLEN BOBO
BRANDON M. DANIELS
JOHN R. DUNHAM, III
DAVID D. EASTMAN
JODY B. GABEL
LAURA L. GLENN
CAROL S. GRONDZIK
RICHARD P. LEE
H. ROGER LUTZ
SUSANE E. RICE
KARL M. SCHEUERMAN
CHARLES W. TELFAIR, IV

ONE SARASOTA TOWER
TWO NORTH TAMiami TRAIL
FIFTH FLOOR
SARASOTA, FLORIDA 34236
TELEPHONE: (941) 951-1800
TOLL FREE: (877) 951-1800
FAX: (941) 366-1603
E-MAIL: LAW@LUTZBOBO.COM

PLEASE REPLY TO: SARASOTA

TALLAHASSEE OFFICE:
2155 DELTA BOULEVARD
SUITE 210B
TALLAHASSEE, FLORIDA 32303
TELEPHONE: (850) 521-0890
TOLL FREE: (877) 521-0890
FAX: (850) 521-0891

March 5, 2008

Via FedEx

Division of Corporations
Office of the Secretary of State
2661 Executive Center Circle
Tallahassee, FL 32301

Attention: New filings

Re: 3F, LLC

Gentlemen:

Enclosed for filing please find original and one copy of signed Articles of Organization for 3F, LLC. Please file the original and return a certified copy to the undersigned. A check in the amount of \$155.00 is enclosed in payment of:

| | |
|------------------------------|----------|
| Filing fee | \$100.00 |
| Registered agent designation | 25.00 |
| Certified copy | 30.00 |

Thank you for your cooperation in this regard. Should you have any questions or comments, please do not hesitate to give me a call.

Very truly yours,

LUTZ, BOBO & TELFAIR, P.A.

Heather Tippet
Heather Tippet, Paralegal

/ht
Enclosures

cc: Client

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA 32303
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H. JOSEPH CALMBACH, OF COUNSEL

ROGER P. CONLEY, OF COUNSEL
2401 MANATEE AVENUE W.
BRADENTON, FLORIDA 34205

PLEASE REPLY TO: SARASOTA

March 20, 2008

Florida Department of State
Division of Corporations
Attn: Tammi Cline
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Letter Number: 108A00014273
3F, LLC
Ref. Number: W08000012097

Dear Ms. Cline:

In response to your correspondence dated March 7, 2008, a copy of which is enclosed for your reference, we have revised the Articles of Organization by changing the LLC's name to 3F Ranch, LLC and enclose same herewith for filing.

If there are any additional issues, please advise at your earliest convenience.

Very truly yours,

LUTZ, BOBO & TELFAIR, P.A.

Heather Tippet, Paralegal

/ht
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**3F Ranch, LLC
a Florida Limited Liability Company**

ARTICLES OF ORGANIZATION

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

Name of LLC

The name of the limited liability company is 3F Ranch, LLC

ARTICLE II

Address of Principal Place of Business

The mailing address and street address of the company's principal place of business in this state is 128 West Oak Street, Arcadia, Florida 34266.

ARTICLE III

Initial Registered Office and Registered Agent

The name and street address of the initial registered agent of 3F Ranch, LLC is:

John R. Dunham, III
Two North Tamiami Trail, Suite 500
Sarasota, Florida 34236

ARTICLE IV

Name and Address of Each Organizer

The name and business address of each organizer is:

3F Ranch, Inc.

ARTICLE V

Duration

The date and time when the existence of the limited liability company shall commence shall be the date of filing of these Articles with the Department of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Form of Management

The management of 3F Ranch, LLC shall be vested in the members and the name and street addresses of the members are:

3F Ranch, Inc.
128 West Oak Street
Arcadia, FL 34266

Arcadia Green, Inc.
128 West Oak Street
Arcadia, FL 34266

ARTICLE VII

Membership Interest Votes

Each percentage of membership interest has one vote on each matter on which the membership interest is entitled to vote. Cumulative voting is allowed. With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by the Florida Limited Liability Company Act, and notwithstanding that such Act may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such Act.

ARTICLE VIII

Company Actions

(a) Any action required by the State of Florida Limited Liability Company Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Limited Liability Company.

(b) Or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.

(c) Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the State of Florida Limited Liability Company Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of applicable requirements of such Act.

(d) Prompt notice of the taking of any action by Members without a meeting, less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IX

Indemnification

(a) The company shall indemnify every manager, and the manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

(c) This indemnification is not exclusive of other rights to which the manager(s) may be entitled.

(d) The manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A manager shall be liable to the company for the following actions:

- (1) Any breach of his or her duty of loyalty to the company, or to its members;
- (2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
- (3) A transaction in which the manager benefits to the detriment of the company or its members.
- (4) An action for which the manager is liable at law and for which an indemnification is not allowed.

ARTICLE X

Purpose

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida, including, but not limited to, the following:

- (a) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
- (c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- (d) To have and exercise all rights and powers that is now or may hereafter be granted to a limited liability company by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

ARTICLE XI

Right To Continue Business

In the event of 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 ~~3F, LLC~~, the remaining members have the right under the operating agreement to continue the business of ~~3F, LLC~~.

3F Ranch, LLC

3F Ranch, LLC

ARTICLE XII

Treatment as Partnership

3F Ranch, LLC

~~3F, LLC~~ is intended to be treated as a partnership for purposes of federal income taxation.

ARTICLE XIII

Certificate of Membership; Transferability of Certificate

A member's interest in ~~3F, LLC~~ may be evidenced by a certificate of membership interest signed by the Manager, which may be assigned or transferred. The right to assign or transfer a member's interest in ~~3F, LLC~~ is limited by the provisions of the Operating Agreement.

3F Ranch, LLC

3F Ranch,

ARTICLE XIV

Capital and Additional Members

Members shall be required to make additional contributions to the capital of the company. Additional members shall be admitted upon the written consent of all the members. There are no preemptive rights on behalf of any Member.

IN WITNESS WHEREOF, I have hereunto set my hand on this 29th day of FEBRUARY, 2008.

ORGANIZER:

3F Ranch, Inc.

By: [Signature]

William A. Hackney

Print Name

Director

Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for 3F Ranch, LLC 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 as provided for in Chapter 608, Florida Statutes.

Registered Agent's Signature



John R. Dunham, III

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TALLAHASSEE, FLORIDA