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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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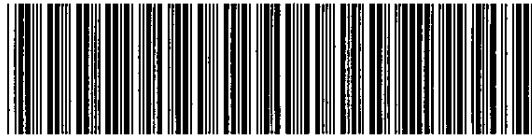
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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T. HAMPTON

APR 24 2008

EXAMINER

# CommerceLawGroup

a professional limited company

Responding Office:

PO Box 357247  
Gainesville, FL 32635

April 22, 2008

Via Express Courier

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

re: Fields of Gold Farms, LLC

To Whom It May Concern:

On behalf of the above-referenced entity, please find enclosed the following document for immediate filing, along with one photocopy of the same:

o *Articles of Organization*

In regard to payment, you will also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with this filing (Articles of Organization--\$100.00; Certificate of Registered Agent--\$25.00; Certified copy of record--\$30.00). Once the original has been filed, please return the certified copy to my attention at the mailing address listed above.

Should you have any questions, please do not hesitate to call. Thank you in advance for your assistance.

Sincerely,

  
Daniel T. White, Esq.

Encl.

**Articles of Organization**  
**of**  
**FIELDS OF GOLD FARMS, LLC**

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**ARTICLE I: NAME**

The name of this limited liability company shall be FIELDS OF GOLD FARMS, LLC (the "Company").

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESSES**

The Company's principal office location shall be 10939 N.W. 153<sup>rd</sup> Terrace, Alachua, Florida 32615, and its mailing address shall be 4741 NW 8<sup>th</sup> Ave., Suite A, Gainesville, Florida 32605.

**ARTICLE III: REGISTERED OFFICE AND AGENT**

The registered office of the Company shall be 4741 N.W. 8<sup>th</sup> Ave., Suite A, Gainesville, Florida 32605, and the Company's registered agent at that address shall be Dr. Mike Rozboril, M.D.

**ARTICLE IV: DURATION OF COMPANY'S EXISTENCE;  
MEMBER WITHDRAWAL OR RESIGNATION**

(A) This Company shall have perpetual existence.

(B) No member of this Company may resign or withdraw prior to the dissolution and winding up of this Company, except upon the unanimous affirmative action or written consent of the Company's members entitled to vote with respect thereto (and specifically excluding the member(s) seeking to resign or withdraw). Notwithstanding the foregoing, nothing contained in this Article IV(B) shall prevent a person's termination as a member of this Company upon the suffering of an event described under Section 608.4237 of the Florida Limited Liability Company Act, as amended (the "Act") or its successor provision.

## **ARTICLE V: PURPOSE AND POWERS**

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company choose to engage in business activities.

## **ARTICLE VI: ADDITIONAL MEMBERS**

No person may be admitted as a member of or to this Company unless formally admitted pursuant to the affirmative action or written consent by not less than a majority-in-interest (as defined under the Act) of this Company's members entitled to vote with respect thereto, and then only in strict compliance with any or all other applicable terms or conditions that may be provided in this Company's articles of organization or its operating agreement. Nothing contained in this Company's articles of organization shall be construed or interpreted as prohibiting this Company's operating agreement from requiring a greater or higher number or percentage in interest for approval, if otherwise permissible under the Act.

## **ARTICLE VII: ASSIGNMENT OF INTEREST; NO RIGHTS AUTOMATICALLY VESTED**

(A) Prior to the dissolution and winding-up of this Company, no interest in this Company of any kind whatsoever shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member of this Company or any transferee, assignee or other holder who is not a duly admitted member, except upon the unanimous affirmative action or written consent of this Company's members entitled to vote with request thereto and then only in strict compliance with any and all other applicable terms or conditions that may be provided in this Company's articles of organization or operating agreement.

(B) Any transferee, assignee or other holder of any interest of any kind in this Company, who at the time of any transfer or assignment (or other event purporting to transfer or assign any rights relating to any interest in this Company) shall not be a duly admitted member of or to this Company, shall have no vested right, privilege or other entitlement to become or to be admitted as a member of this Company (or to cause this Company to admit any such person as a member) solely by reason of any such transfer, assignment or other event whereby such person acquires possession or ownership of any such interest. Accordingly, no transferee, assignee or other holder of any interest of any kind in this Company, without being a duly admitted member of this Company, shall have any right, privilege or entitlement to otherwise exercise any right or power of a member of this Company (including without limitation exercising any right or power to vote on any matter concerning any aspect of this Company's business or affairs on account of or with respect to any such interest) or, if otherwise allowable to this Company's members pursuant to the Company's articles of organization, to participate in

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the management of this Company's business and affairs. Accordingly, no transferee, assignee or other holder of any interest of any kind in this Company shall, without being a duly admitted member of this Company, have or possess any right, power or authority to grant to or appoint any other person as (including any current member of this Company) a proxy to vote any such interest or with respect to any such interest for any Company matter.

(C) Any transfer or assignment of any interest in this Company, or grant or appointment of any proxy, which is not expressly permitted under this Company's articles of organization or operating agreement (or if permitted, not made in strict accordance with any and all applicable terms or conditions contained therein), shall be void and without any force or effect.

#### **ARTICLE VIII: AMENDMENTS**

This Company's articles of organization or operating agreement may only be amended pursuant to the affirmative action or written consent of not less than a majority-in-interest (as defined under the Act) of this Company's members entitled to vote with respect thereto (provided, however, that nothing contained in this Company's articles of organization shall be construed or interpreted as prohibiting this Company's operating agreement from requiring a greater or higher number or percentage-in-interest for such purposes, if otherwise permissible under the Act). All amendments, alterations, revisions, restatements or repeals of this Company's operating agreement shall be consistent with this Company's articles of organization then in effect, and shall be in writing. No amendment, alteration, revision, restatement or repeal of or to any provision contained in either this Company's articles of organization or its operating agreement need be in certified form, so long as such writing is signed by the requisite number of members (or, as the case may be, managers) and entered into the Company's official records.

#### **ARTICLE IX: SEVERABILITY**

In the event all or any portion of any provision of the Company's articles of organization is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

#### **ARTICLE X: MANAGEMENT**

(A) The management of this Company shall be solely and exclusively conducted, and vested in, one or more managers, who from time to time shall be duly designated, appointed, elected, removed or replaced in the manner set forth in this

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Company's operating agreement. Accordingly, this Company shall be, exist and operate as a manager-managed company for all purposes under the by the Act.

(B) This Company shall be authorized to designate, appoint, elect or assign (as the case may be and from time to time) one or more traditional offices to one or more of its managers; and may from time to time, if permissible under the Act, with regard to one or more managers or appointed officers, (i) delegate or assign one or more specific duties or responsibilities to any such person or (ii) limit or restrict the authority of any such person to act on the Company's behalf, of or with respect to one or more Company matters.

(C) Accordingly, no member of this Company, solely by reason of being a member, shall have any authority (apparent or actual) to act on this Company's behalf, legally bind this Company or to be an agent of this Company for purpose of conducting any aspect of its business or affairs.

\* \* \* \* \*

Dated: April 27, 2008

A handwritten signature in black ink, appearing to read "Daniel T. White", written over a horizontal line.

Daniel T. White, Esquire  
Authorized Representative

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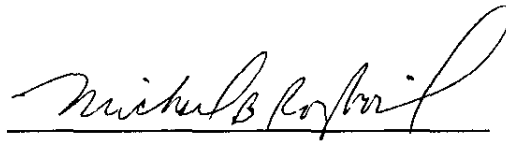
**CERTIFICATE OF REGISTERED AGENT**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, FIELDS OF GOLD FARMS, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

**Registered agent:** Dr. Mike Rozboril, M.D.

**Registered office:** 4741 N.W. 8<sup>th</sup> Ave., Suite A, Gainesville, Florida 32605

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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.*



Name: Dr. Mike Rozboril, M.D

Dated: April 22, 2008.

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 24, 2008

DANIEL T WHITE, ESQ  
COMMERCE LAW GROUP  
P O BOX 357247  
GAINESVILLE, FL 32635

The Articles of Organization for FIELDS OF GOLD FARMS, LLC were filed on April 23, 2008, and assigned document number L08000040999. Please refer to this number whenever corresponding with this office.

The certification you requested is enclosed.

A limited liability annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number may be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-4933 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the limited liability to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section  
Division of Corporations

Letter Number: 208A00024884



# State of Florida



## Department of State

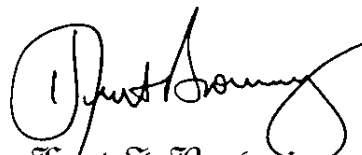
I certify the attached is a true and correct copy of the Articles of Organization of FIELDS OF GOLD FARMS, LLC, a limited liability company organized under the laws of the state of Florida, filed on April 23, 2008, as shown by the records of this office.

The document number of this limited liability company is L08000040999.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-fourth day of April, 2008



CR2EO22 (01-07)

  
Kurt S. Browning  
Secretary of State

**Articles of Organization**  
**of**  
**FIELDS OF GOLD FARMS, LLC**

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\* \* \* \* \*

Dated: April 27, 2008



Daniel T. White, Esquire  
Authorized Representative

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**CERTIFICATE OF REGISTERED AGENT**

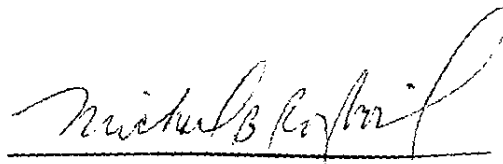
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Name: Dr. Mike Rozboril, M.D

Dated: April 22, 2008.

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