

L080000046178

(Requestor's Name)

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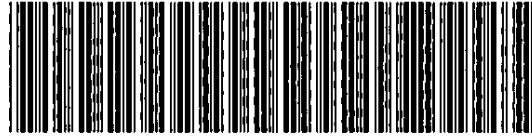
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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W08-23189

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

2008 MAY - 8 PM 1:38

TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

J. BRYAN

MAY - 8 2008

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 8, 2008

THOMAS J. BROWN, ESQ.  
BROWN AND BROWN ATTORNEYS AT LAW, P.A.  
1102 EAST TENNESSEE STREET  
TALLAHASSEE, FL 32308

SUBJECT: BB&S FARMS, LLC  
Ref. Number: W08000023189

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for BB&S FARMS, LLC and your check(s) totaling \$160.00. 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](http://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 #p95000006167, BBS FARMS, INC..

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) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 308A00029548

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: BB&S <sup>Lucky</sup> Farms, 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: PLEASE HOLD FOR PICKUP.

Thomas J. Brown, Esq.

(Name of Person)

Brown and Brown Attorneys at Law, P.A.

(Firm/Company)

1102 East Tennessee Street

(Address)

Tallahassee, Florida 32308

(City/State and Zip Code)

For further information concerning this matter, please call: For Pickup

Thomas J. Brown, Esq.

(Name of Person)

at ( 850 ) 224-2800

(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

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**ARTICLES OF ORGANIZATION  
OF  
BB&S LUCKY FARMS, LLC**

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***PREAMBLE***

The undersigned members, THOMAS J. BROWN, HUBERT R. BROWN, MICHAEL E. BROWN AND CLAUDE S. BROWN, for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended, (F.S.A. Sections 608.401 - 608.514) hereby make, acknowledge, adopt and file the following Articles of Organization For a Florida Limited Liability Company.

**ARTICLE ONE**

*Company Name*

The name of this Limited Liability Company shall be BB&S LUCKY FARMS, LLC.

**ARTICLE TWO**

*Term of Existence*

The period of duration for the Limited Liability Company shall be for Seventy-Five (75) years.

**ARTICLE THREE**

*Purposes and Powers*

This Limited Liability Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Limited Liability Company shall have all the powers granted to a limited liability company under the laws of the State of Florida subject to any modifications and limitations as set forth in these Articles of Organization or the Regulations and Operating Agreement duly adopted by the Limited Liability Company and permitted by the laws of the State of Florida.

**ARTICLE FOUR**

*Mailing Address and Address of Principal Office*

The street address of the initial principal office of the Liability Company is 1102 East Tennessee Street, Tallahassee Florida 32308.

**ARTICLE FIVE**

*Registered Office and Agent*

The name and street address of the registered agent of the Limited Liability Company in the State of Florida is THOMAS J. BROWN, ESQ., Brown and Brown Attorneys at Law, P.A., 1102 East Tennessee Street, Tallahassee, Florida 32308-6912.

**ARTICLE SIX**

*Capital Contributions*

The members of the Limited Liability Company shall contribute to the capital of the Limited Liability Company the cash or property set forth in the Affidavit of Membership and Contributions. Interest in the Limited Liability Company shall be structured in Units and the price for each initial Unit shall be set forth in the Regulations and Operating Agreement. Unit costs after the initial investment shall be set by a majority of the unit interests in the Limited Liability Company.

**ARTICLE SEVEN**

*Additional Capital Contributions*

Additional Capital Contributions to the Limited Liability Company are as set forth herein. Each member shall make additional capital contributions to the Limited Liability Company at such times and in such amounts as may be provided for in the Regulations and Operating Agreement adopted by the members of the Limited Liability Company or, in lieu, thereof, only upon the unanimous consent of all the members.

**ARTICLE EIGHT**

*Management*

The Limited Liability Company shall be managed by a General Manager and a Co-Manager in accordance with the Regulations and Operating Agreement adopted for the management of the

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business and affairs of the Limited Liability Company. All managers shall be members of the Limited Liability Company. The General Manager shall be the executive manager and shall have the power to bind the Limited Liability Company and his execution of any and all legal documents, as General Manager, shall be sufficient to bind the Limited Liability Company. The managers of the Limited Liability Company shall be elected annually by a majority vote of the unit interest of the Limited Liability Company. The managers shall be elected at the annual meeting of the members of the Limited Liability Company and shall be installed as managers during such annual meeting. Each member of the Limited Liability Company shall be allowed to nominate himself or herself or another member for each of the manager positions. Each member shall vote his or her unit interests for each election of the General Manager and for each election of the Manager which unit interests shall be voted in total for each manager position. A member's unit interests shall equal his or her interest (the percentage of ownership) that he or she owns in the Limited Liability Company.

The names and addresses of the initial General Manager and Co-manager who are to serve as managers until the first annual meeting of the members and their successors are elected are, as follows:

	<u>NAME/TITLE</u>	<u>ADDRESS</u>
1.	Thomas J. Brown, General Manager	1510 Highland Drive Tallahassee, Florida 32317
2.	Hubert R. Brown, Co-Manager	1962 Setting Sun Trail Tallahassee, Florida 32303

**ARTICLE NINE**  
*Admission of Additional Members*  
*(Transferability of Interests)*

No additional members shall be admitted to the Limited Liability Company after the date of the Organizational Meeting except with the unanimous written consent of all the members of the Limited Liability Company and upon such terms and conditions as shall be determined by all the

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members. A member may transfer his or her interest in the Limited Liability Company as set forth in the Regulations and Operating Agreement of the Limited Liability Company, but the transferee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all the other members of the Limited Liability Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. Notwithstanding the foregoing, the members may by the written consent of all of the members of the Limited Liability Company change the terms and conditions for the admission of additional members in the Regulations and Operating Agreement for the Limited Liability Company.

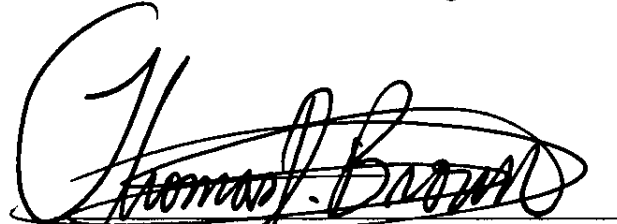
#### **ARTICLE TEN**

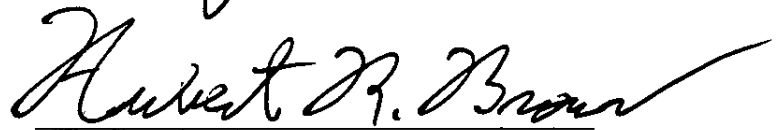
##### *Members Rights to Continue Business*

The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Limited Liability Company, unless the business of the Limited Liability Company is continued by the consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members.

Notwithstanding the foregoing, the members may change the terms and conditions for the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company pursuant to the Regulations and Operating Agreement for the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this  
8<sup>th</sup> day of May, 2008

  
THOMAS J. BROWN, MEMBER

  
HUBERT R. BROWN, MEMBER

  
MICHAEL E. BROWN, MEMBER

  
CLAUDE S. BROWN, MEMBER

Prepared by:

Thomas J. Brown, Esq.  
**BROWN AND BROWN**  
ATTORNEYS AT LAW, P.A.  
1102 East Tennessee Street  
Tallahassee, Florida 32308-6912  
(850) 224-2800

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR CHAPTER 608, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

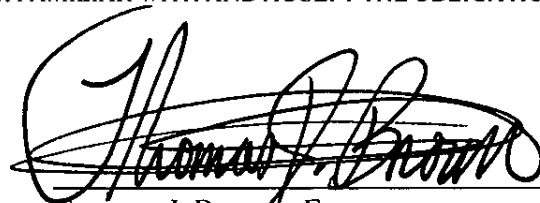
**BB&S LUCKY FARMS, LLC**

2. The name and address of the registered agent and office is:

**THOMAS J. BROWN, ESQ.  
BROWN AND BROWN  
ATTORNEYS AT LAW, P.A.  
1102 East Tennessee Street  
Tallahassee, Florida 32308-6912**

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**TALLAHASSEE, FLORIDA**

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.

  
THOMAS J. BROWN, ESQ.

DATE:

May 8, 2008