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MAY 19 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 575708 80856A

AUTHORIZATION :

*Lyndee*

COST LIMIT : \$ 155.00

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ORDER DATE : May 19, 2008

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ORDER NO. : 575708-005

CUSTOMER NO: 80856A

DOMESTIC FILING

NAME: HENDRY FARM, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION

OF

**HENDRY FARM, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be **HENDRY FARM, LLC** ("The Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 2242 Main Street, Fort Myers, Florida, 33901.

ARTICLE III – DURATION / PURPOSE

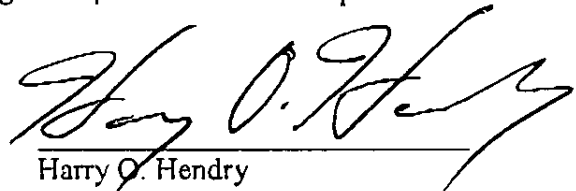
The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

The Company is organized for and may conduct any lawful business, activity, or purpose.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is: **HARRY O. HENDRY**, 2242 Main Street, Fort Myers, FL 33901.

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 the 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.

  
Harry O. Hendry

#### ARTICLE V – INITIAL MEMBERS/ADMISSION OF NEW MEMBERS

The initial members of the limited liability company are: **LLOYD G. HENDRY**, as to an **50% interest** and **JODY T. HENDRY** as to a **50% interest**.

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may assign or transfer his or her interest in the company with the unanimous consent of the other members, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company approve of the proposed transfer and grant of membership by unanimous written consent.

The members shall have the right, power, and authority to create and enter into an Operating Agreement setting forth the rules and regulations of the Company.

#### VI – CONTINUITY / DISSOLUTION

The members will have the right to continue the company upon the death, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any event which terminates the continued membership of a member in the company (collectively "withdrawal") as long as there is a remaining member, and the remaining member or members, agree to continue the company by unanimous written consent after the withdrawal of a member.

The limited liability company shall be dissolved at any time there are no members, provided, that if an individual who is a member dies, the member's personal representative may exercise all of the member's rights for the purpose of settling the member's estate; including any power the member had to bequeath the member's interest.

#### ARTICLE X – MANAGEMENT

The management of the limited liability company shall be managed by a manager or managers who need not be a member of the Company. The manager(s) shall be appointed by majority vote of the members. The initial managers shall be **HARRY O. HENDRY** and **MARY HENDRY SONNE** who shall serve until a successor or successors are duly elected. The initial managers may act either jointly or individually on behalf of the company. The managers of the Company shall have full power and authority to conduct the business of the company, including without limitation, the power and authority to sell, convey, encumber, manage, deal with and otherwise dispose of both real and personal property, enter into contracts of any nature on behalf of the company, and open and close bank accounts as the authorized signer for the company. The business address of the initial managers is 2242 Main Street, Fort Myers, Florida, 33901.

XI – LIABILITY OF MEMBERS

Members and Managers of the limited liability company are not personally liable under a judgment, decree, or order of a court or in any other manner, for a debt, obligation or liability of the company.

IN ACCORDANCE WITH, Section 608.408 (3) of the Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.

IN WITNESS WHEREOF, the undersigned members/organizers have made and subscribed these Articles of Organization for **HENDRY FARM, LLC**, at Fort Myers, Florida, on this 7<sup>th</sup> day of May, 2008.

  
LLOYD G. HENDRY

  
JODY T. HENDRY