

JUL/22/2008 04:57 PM Welton & Williamson

FAX No. (850) 689-0706

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Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6383

From:

Account Name : WELTON & WILLIAMSON P.A.
Account Number : I19990000108
Phone : (850) 682-2120
Fax Number : (850) 689-0706

FLORIDA/FOREIGN LIMITED LIABILITY CO.

B & W Farms, LLC

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JUL 23 2008



June 27, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WELTON & WILLIAMSON PA

SUBJECT: B & W FARMS, LLC
REF: W08000030969

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 L03000051998 (B&W FARMS, LLC).

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H08000160622
Letter Number: 308A00038680

P.O. BOX 6327 - Tallahassee, Florida 32314

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Welton & Williamson, L.L.C.

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TO: **FLORIDA Dept. of State**

FAX #: **(850) 617-6383**

COMPANY:


FROM: **Wayne Williamson** DATE: **July 22, 08**

RE:

Number of pages including this cover page: **6**

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Comments:

B & W Frms of Baker, LLC


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**ARTICLES OF ORGANIZATION
B & W Farms of Baker, LLC
LIMITED LIABILITY COMPANY**
(Pursuant to § 608.403, Florida Statutes)

**ARTICLE ONE
Name**

The name of the Limited Liability Company is: B & W Farms of Baker, LLC

**ARTICLE TWO
Purpose**

The purpose of this Limited Liability Company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

**ARTICLE THREE
Address of Principle Office**

The physical and mailing address of the registered office of the Limited Liability Company is:

8050 Jordan Road
Baker, Florida 32531

**ARTICLE FOUR
Registered Agent**

The name and address of the registered agent of the Limited Liability Company is:

Welton & Williamson, LLC
1020 Ferdon Blvd. South Madison Bldg.
Crestview, Florida 32536

**ARTICLE FIVE
Term**

Term of this Limited Liability Company shall be perpetual.

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**ARTICLE SIX
Membership Units**

The Limited Liability Company is authorized to issue a total of 100 membership units.

**ARTICLE SEVEN
Members at Time of Formation**

The name and address of the members at the time of formation and their respective membership units are as follows:

Warren Williams
8050 Jordan
Baker, Florida 32531
51 membership units

Bette Williams
8050 Jordan
Baker, Florida 32531
49 membership units

**ARTICLE EIGHT
Management**

Management of the Limited Liability Company at the time of formation is reserved for the initial members, who shall both serve as Managing Members and whose names, address and titles are as follows:

Warren Williams, Managing Member
Ownership 51%
8050 Jordan
Baker, Florida 32531

Bette Williams, Managing Member
Ownership 49%
8050 Jordan
Baker, Florida 32531

**ARTICLE NINE
Admission of New Members**

Individual members shall have no right to admit new members. New members can only be admitted upon the unanimous vote of the members.

With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

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ARTICLE TEN
Members Right to Continue Business

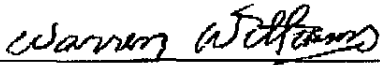
The remaining members of the Limited Liability Company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company as further set forth in the Regulations of the Limited Liability Company.

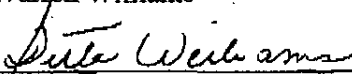
ARTICLE ELEVEN
Limitations on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE TWELVE
Regulations

Any Regulations (as defined in Section § 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.



Warren Williams


Bette Williams

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

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.



Welton & Williamson, LLC- Registered Agent

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