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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****HPB, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
HPB, LLC**

The undersigned hereby executes and acknowledges these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

**ARTICLE I**

**Name and Principal Office**

The name of this limited liability company is HPB, LLC and its principal office and mailing address is located at 215 N. Joanna Avenue, Tavares, FL 32778.

**ARTICLE II**

**Duration**

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

**ARTICLE III**

**Purpose**

The purpose of the Company shall be to engage in any lawful business that may be engaged in by a limited liability company organized under the Act, as such business activities may be determined by the Member from time to time. The Company shall have the authority to do all things necessary or convenient to accomplish its purpose and operate its business as described in this Article III.

**ARTICLE IV**

**Membership**

The member(s) of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities

William H. Cauthen, Esquire  
Cauthen & Feldman, P.A.  
Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778  
(352)343-2225  
Florida Bar # 0382965  
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who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the member(s) not proposing to transfer or assign their interests. However, no new member(s) may be brought into the LLC without the prior written consent of the United States Department of Agriculture Rural Development Agency.

ARTICLE V  
Management

This organization is to be managed by a manager or managers elected by a majority interest of its members. The initial manager(s), who shall serve until the earlier of their deaths, resignations, replacements or until the first annual meeting of members and their successors are elected and qualified, shall be: WILLIAM H. CAUTHEN.

ARTICLE VI  
Amendment of Articles of Organization and Operating Agreement

These Articles of Organization and the Company's Operating Agreement may be amended at any time by the members.

ARTICLE VII  
Initial Registered Office and Agent

The street address of this limited liability company's initial registered office is 215 N. JOANNA AVENUE, TAVARES, FL 32778 and the name of this limited liability company's initial registered agent is WILLIAM H. CAUTHEN.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization of this limited liability Company this 10th day of November, 2008.

  
WILLIAM H. CAUTHEN

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

WILLIAM H. CAUTHEN, having been named as registered agent to accept service of process for HPB, LLC, a Florida limited liability company, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered Office: 215 N. JOANNA AVENUE, TAVARES, FL 32778.

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 10th day of November, 2008.

  
WILLIAM H. CAUTHEN

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