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EXAMINER



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12/29/08--01015--020 **25.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JAN 16 PM 2:44

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Guettler Cattle Company LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ben Guettler
(Name of Person)

Guettler Cattle Company LLC
(Firm/Company)

4401 White Way Dairy Road
(Address)

Ft. Pierce FL 34949
(City/State and Zip Code)

For further information concerning this matter, please call:

Ben Guettler at (772) 461 8345
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 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

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF 09 JAN 16 PM 2:44**

Guettler Cattle Company, LLC

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

**ARTICLE I
NAME**

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

**ARTICLE II
ADDRESS**

The mailing address of the principal office of the Company is:
4401 Whiteway Diary Road, Fort Pierce FL, 34947

The street address of the principal office of the Company is:
4401 Whiteway Diary Road, Fort Pierce FL, 34947

**ARTICLE III
COMPANY EXISTENCE**

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 dissolved earlier as provided in these articles of organization or in the regulations

**ARTICLE IV
REGISTERED AGENT**

The name and street address of the registered agent of the Company in the state of Florida is Ben Guettler whose Office is 4401 Whiteway Diary Road, Fort Pierce FL, 34947.

**ARTICLE V
ORGANIZER**

The name and street address of the organizer is Ben Guettler whose Office is 4401

Whiteway Diary Road, Fort Pierce FL, 34947. The Organizer is a natural person over the age of 21.

ARTICLE VI UNITS OF EQUITY OWNERSHIP

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Guettler Cattle Company LLC is authorized to have outstanding is 10,000 units, all of which shall be identical.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute, or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid in surplus and retained earnings.

Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

ARTICLE VII POWER AND PURPOSE

The Company shall be formed for **agricultural purposes** and any other lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the above purposes, to the extent permitted under the Florida Limited Liability Company Act.

ARTICLE VIII

MANAGEMENT

The Company shall be managed by a Manager, Managers, a Member Manager, or Member Managers. The Member Managers of the Company shall be named pursuant to the Operating Agreement of the Company. The name and address of the initial Member Managers of the Company, who shall serve until its successor is elected and shall qualify, are:

NAME	ADDRESS
Ben Guettler (Manager Member)	4401 Whiteway Dairy Road Suite D, Fort Pierce FL, 34947

ARTICLE IX INDEMNIFICATION

The Company shall indemnify any Member and/or Member Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, or administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member Manager is or was a Member, Officer of employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against any and all expenses (including reasonable attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement which were actually and reasonably incurred by such Member and/or Member-Manager in the event of (i) a breach of such Member and/or Manager Member's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Member Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member or Member Manager is proper in the circumstances because such Member or Member Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity

of such person and as to the action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or a Member and shall inure to the benefit of their heirs, executors, and administrators of such person.

ARTICLE X REAL ESTATE DOCUMENTS

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by any Officer of the Company, and all releases of mortgage, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Company.


ARTICLE XI AMENDMENT OF ARTICLES OF ORGANIZATION

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

ARTICLE XII APPROVAL OF COMPENSATION

No salary or other compensation shall be paid to any Officer of the Company for services rendered as such Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Members' meeting by the record holders of at least 100% of the then existing units of the Company.

Signature of member or authorized representative of member.



Ben Guettler

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

Under the provisions of F.S. 608.414 or 608.507, **Guettler Cattle Company, LLC** submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Guettler Cattle Company, LLC.
2. The name and street address of the registered agent in Florida are:

Ben Guettler
4401 Whiteway Diary Road
Fort Pierce FL, 34947

The undersigned, being the entity named in the articles of organization of **Guettler Cattle Company, LLC** as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Registered Agent
Ben Guettler