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LAND & SEA NATIVE PLANTS, LLC.

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**EXAMINER**

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**ARTICLES OF AMENDMENT**  
**OF**  
**LAND & SEA NATIVE PLANTS, LLC**

1. Pursuant to Florida Statutes Sections 608.411:

a. Article IV of the Articles of Organization of the above-referenced limited liability company is amended to change the title of Christopher E. Joiner to "MGR" for "Manager," and to add the following sentence to the end of said Article IV: "This limited liability company shall be a Manager-managed company."

b. The following Article VI is hereby added to the Articles of Organization:

*"ARTICLE VI - The Managers, acting jointly and not alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property, except:*

*1. Without having first obtained the prior written consent of all the Members, the Managers shall not cause or permit the Company to:*

*a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;*

*b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or regulations, or;*

*c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years, or;*

*d. Hire, terminate, or modify the terms of employment of any Manager, or;*

*e. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;*

*f. Invest in the debt or equity of any other entity, or;*

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g. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article VI within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

2. Without having first obtained the prior written consent of all of the Member(s), amend these Articles or the Operating Agreement of the Company to:

a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;

b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Manager(s), or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;

e. Amend this Article VI, or;

f. Dissolve or terminate the existence of this Company, or;

g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article VI within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

A "majority in interest," without more, shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Member(s) of the Company."

2. The Articles of Organization of this Company were filed with the Secretary of State on October 2, 2009.

3. The foregoing amendment was adopted as of the date indicated below.

4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 608, Florida Statutes.

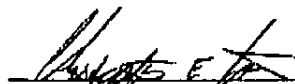
5. These Articles of Amendment shall be effective on the date of filing.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment  
on July 19, 2011.

  
Debra S. Gibson, Manager/Member

  
Christopher E. Joiner, Manager/Member

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