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EXAMINER

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#### DALE, BALD, SHOWALTER, MERCIER & GREEN

PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

HOWARD L. DALE
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RUSSELL H. SHOWALTER, JR.
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\* ALSO ADMITTED IN GEORGIA

November 13, 2012

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Agricultural Center Drive LLC Our File No.: 3140.0002

Ladies and Gentlemen:

Our office represents Agricultural Center Drive LLC. At this time we would like to file the enclosed Amended and Restated Articles of Organization of Agricultural Center Drive LLC.

Enclosed is our check in the amount of \$55.00 representing payment for the \$25.00 amendment filing fee and \$30.00 for a certified copy of the Amended and Restated Articles of Organization of Agricultural Center Drive LLC. Please return the certified copy to our office using the enclosed pre-paid federal express envelope.

Should you have any questions or concerns, please do not hesitate to contact our office.

Very truly yours,

Howard L. Dale

HLD/ap Enclosures 51.15 40 ASV2.15. 15.

#### AMENDED AND RESTATED

#### ARTICLES OF ORGANIZATION

OF

#### AGRICULTURAL CENTER DRIVE LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Amended and Restated Articles of Organization.

#### <u>ARTICLE 1 – NAME</u>

The name of the limited liability company shall be AGRICULTURAL CENTER DRIVE LLC ("Company").

#### **ARTICLE 2 – ADDRESS**

The principal place of business of the Company in Florida shall be 3400 Agricultural Center Drive, St. Augustine, Florida 32092 and the mailing address shall be the same.

#### ARTICLE 3 – EFFECTIVE DATE

These Amended and Restated Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 4 – DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Amended and Restated Articles of Organization.

#### ARTICLE 5 – PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the business of rental real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

# ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Steven T. Jenkins, at 3400 Agricultural Center Drive, St. Augustine, Florida 32092. The name and address of the registered agent of this Company is Steven T. Jenkins, 3400 Agricultural Center Drive, St. Augustine, Florida 32092.

### **ARTICLE 7 – ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the written consent of the Members then holding at least two-thirds of all Votes of all Members in accordance with the Amended and Restated Operating Agreement dated as of March 6, 2012, as the same may be amended in writing from time to time hereafter (collectively called "Operating Agreement"). A member may not transfer his, her or its interest in the Company except as set forth in the Operating Agreement of the Company, 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 approved in writing by the Members then holding at least two-thirds of all Votes of all Members in accordance with the Operating Agreement.

## **ARTICLE 8 – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the Company is continued by the consent of the Members then holding at least two-thirds of all Votes of all Members in accordance with the Operating Agreement.

#### ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with the Operating Agreement adopted by the member(s) for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Amended and Restated Articles of Organization. The name of the person who is to serve as the manager is:

Operating Manager: Steven T. Jenkins

whose mailing addresses shall be the same as the principal office of the Company with a copy to Steven T. Jenkins 1962 Colina Court, Atlantic Beach, FL 32233.

IN WITNESS WHEREOF, the undersigned, all current Members have made and subscribed to these Amended and Restated Articles of Organization at St. Augustine, Florida for the foregoing uses and purposes, as of the sixth day of March, 2012.

( Constitute only

STEVEN T. JENKINS

HOWARD C. SERKIN

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Steven T. Jenkins, having a business office identical with the registered office of the AGRICULTURAL CENTER DRIVE LLC

named above, and having been designated as the Registered Agent in the above and foregoing Amended and Restated Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent for the Company under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

By:

Steven T. Jenkins

e: <u>/////20/2</u>,2012

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