

DEC. 1
2010

L10000113249

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L. SELLERS

DEC 29 2010

EXAMINER

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Harrell's Horticultural Products, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
HARRELL'S HORTICULTURAL PRODUCTS, LLC**

The Articles of Organization of Harrell's Horticultural Products, LLC were filed on October 29, 2010 and were given the document number L10000113249. These Articles of Amendment to Articles of Organization are being filed to completely amend and restate the Articles of Organization originally filed to correct the execution thereof.

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

**ARTICLE I
NAME**

The name of this limited liability company is HARRELL'S HORTICULTURAL PRODUCTS, LLC, a Florida limited liability company (the "company").

**ARTICLE II
ADDRESS**

The company's mailing address shall initially be 720 Kraft Road, Lakeland, FL 33815, and the street address of the company's principal office shall initially be 720 Kraft Road, Lakeland, FL 33815.

**ARTICLE III
REGISTERED AGENT**

The name and Florida street address of the company's initial registered agent for service of process in the State of Florida are: JACK R. HARRELL, JR., 720 Kraft Road, Lakeland, FL 33815.

**ARTICLE IV
MANAGEMENT**

The company shall be managed by a manager appointed by the member in accordance with the operating agreement adopted by the member for the management of the business and affairs of the company.

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The name and address of the initial manager of the company is:

Initial Manager:

HARRELL'S, LLC
720 Kraft Road
Lakeland, FL 33815

ARTICLE V DURATION

The company's existence shall be perpetual, beginning upon the date and time these articles of organization are filed with the Florida Department of State, unless the company is earlier dissolved as provided in these articles of organization, the company's operating agreement, or by applicable law.

ARTICLE VI PURPOSES AND POWERS

This company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under the Florida Limited Liability Company Act. The company shall have all the rights, privileges, and powers now or hereafter available to limited liability companies under the laws of the State of Florida.

ARTICLE VII OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the operating agreement for the company shall be vested in the member of the company. The operating agreement may contain any provision for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. Any provision of the operating agreement adopted by the member may be repealed or altered and new provisions may be adopted by the member, in accordance with the operating agreement or the Florida Limited Liability Company Act, or any successor thereto.

ARTICLE VIII AMENDMENT OF ARTICLES

The company reserves the right to amend these articles of organization, from time to time, in any and as many respects as may be desired, in accordance with the manner and procedures now or hereafter provided by the Florida Limited Liability Company Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned organizer, being a member, or authorized representative of a member, of the company, has made and subscribed these articles of amendment to articles of organization, on this 26th day of November, 2010.

MEMBER:

HARRELL'S, LLC, a Florida
limited liability company

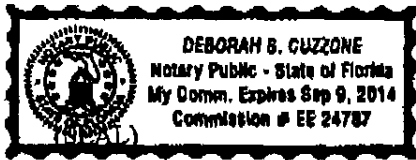
By: 
JACK R. HARRELL, JR., its Manager

By: 
DAVID SCHERMERHORN, its Manager

State of Florida

County of Polk

The foregoing instrument was acknowledged before me this 26th day of November, 2010, by Jack R. Harrell, Jr. and David Schermerhorn, as Managers of Harrell's, LLC, a Florida limited liability company, on behalf of the company, who [] are personally known to me or [x] have produced a driver's license as identification.



Deborah S. Cuzzone
Notary Public
Name of Notary: Deborah S. Cuzzone
Commission Expires: Sept. 9, 2014

ACCEPTANCE OF REGISTERED AGENT

Having been named in the articles of organization of HARRELL'S HORTICULTURAL PRODUCTS, LLC, as the registered agent of this limited liability company, I hereby consent to accept service of process for the foregoing named company at the place designated in the articles of organization, and I 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 state that I am familiar with and accept the obligations of my position as registered agent.

Dated: November 26th, 2010

JACK R. HARRELL, JR.
JACK R. HARRELL, JR.
Registered Agent