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B. KOHR
MAR 13 2012
EXAMINER

MEDLEY FARMS LLC

**1900 Old Dixie Highway, Fort Pierce, Florida 34946-1423
(772) 465-7555 FAX (772) 460-5012**

March 9, 2012

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 31314

Federal Express

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RE: Articles of Organization for Medley Farms LLC

Dear Madam/Sir:

Enclosed please find for filing Articles of Organization for Medley Farms LLC, together with a check in the amount of \$130.00 representing your filing fee and the fee for a Certificate of Status.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Richard M. Carnell, Jr.

RMC/tmw
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Medley Farms LLC
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Richard M. Carnell, Jr.

Name of Person

Bernard A. Egan Groves, Inc.

Firm/Company

1900 Old Dixie Highway

Address

Fort Pierce, FL 34946

City/State and Zip Code

tweyandt@dneworld.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Teri Weyandt

Name of Person

at (772) 489-7207

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 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

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**ARTICLES OF ORGANIZATION
OF
MEDLEY FARMS LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - Name

The name of the Limited Liability Company is **MEDLEY FARMS LLC** (the "Company").

ARTICLE II – Period of Duration

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

ARTICLE III– Purpose

The Company was formed for any lawful purpose for which a limited liability company may be formed under the Act and may engage in any lawful business or activity. The Company shall have all powers permitted a limited liability company under the Act. The Company may be qualified or registered in any jurisdiction which the Company does business.

ARTICLE IV - Address

The mailing address and street address of the principal office of the Company is 1900 Old Dixie Highway, Fort Pierce, Florida 34946.

ARTICLE V - Registered Agent and Office

The street address of the Company's initial registered office is 1900 Old Dixie Highway, Fort Pierce, Florida 34946, and the name of its initial registered agent at such office is Richard M. Carnell, Jr.

ARTICLE VI – Management

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

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Name:

Position:

Gregory P. Nelson
Walter T. Jerkins, Jr.
Jeffrey A. Hurwitz
Richard M. Carnell, Jr.

President
Vice President
Treasurer & Assistant Secretary
Secretary

ARTICLE VII – Indemnification

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

ARTICLE VIII – Effective Date

The effective date for these Articles of Organization shall be the 9th day of March, 2012.

A handwritten signature in dark ink, appearing to read "R. Carnell", is written over a horizontal line.

Print Name: Richard M. Carnell, Jr.
Authorized Signor

Date: March 9, 2012

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

A handwritten signature in black ink, appearing to read 'R. Carnell, Jr.', written over a horizontal line.

Richard M. Carnell, Jr.

Date: March 9, 2012

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.