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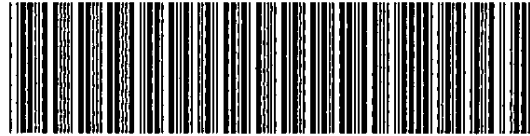
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers AUG 27 2013

(850) 245-6051.

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: WEATHERLY South 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:

MATTHEW M. FLYNN
Name of Person

1/0 Dr. A. Patrick FLYNN
Firm/Company

10740 RIVER ROAD
Address

POTOMAC MD 20854
City/State and Zip Code

RODERIVER @ AOL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MATTHEW M. FLYNN at (301) 299-3668
Name of Person 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

**ARTICLES OF ORGANIZATION
OF
WEATHERLY SOUTH LLC**

Pursuant to Section 608.407, Florida Statutes (the "Florida Code"), the undersigned, being authorized to execute and file these Articles of Organization, desires to form a limited liability company, and hereby certifies that:

FIRST: The name of the limited liability company is: WEATHERLY SOUTH LLC (the "Company").

SECOND: The mailing address and street address of the principal office of the limited liability company is:
11411 NW 123rd Lane, Reddick, FL 32686.

THIRD: The resident agent of the Company is Matthew M. Flynn, a Florida resident, whose address is:
11411 NW 123rd Lane, Reddick, FL 32686

FOURTH: The MANAGER of WEATHERLY SOUTH LLC is:
Matthew M. Flynn, MGR
11411 NW 123rd Lane, Reddick, FL 32686

FIFTH: The effective date of origin for WEATHERLY SOUTH LLC is August 23, 2013

SIXTH: The Company is organized to conduct business for any lawful purpose, and in relation to such purposes may exercise any and all powers that a limited liability company organized under the Florida Code can be authorized to exercise.

SEVENTH: The duration of the Company is perpetual.

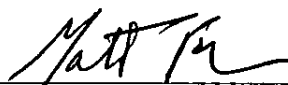
EIGHTH: The Company is being formed new.

NINTH: The property comprising the business to be conducted by the limited liability company are all assets used in the horse farm business.

TENTH: No member of the Company will be an agent of the Company solely by virtue of being a member, and no member will have authority to act for the Company solely by virtue of being a Member.

IN WITNESS WHEREOF, I Matthew M. Flynn, as the Organizer to these Articles of Organization, acknowledge on this 23rd day of August 2013, under the penalties of perjury, that the matters and facts contained in these Articles of Organization are true and correct in all material respects to the best of my knowledge, information and belief, and that the execution of these Articles of Organization is my act and deed.

I hereby consent to my designation in this document as resident agent in Florida for WEATHERLY SOUTH LLC.



Matthew M. Flynn
Organizer and Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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