

11/13/2013 11:21

Division of Corporations

P.001/003

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Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
Orange Food Company, LLC

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ARTICLES OF ORGANIZATION**OF****ORANGE FOOD COMPANY, LLC**

(Under §608.407 of the Florida
Limited Liability Company Act)

The undersigned, being the authorized representative or member of the limited liability company, hereby certifies that:

ARTICLE I - NAME

The name of the limited liability company shall be **ORANGE FOOD COMPANY, LLC** (the "Company").

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is:

Mailing Address:

5104 N. Lockwood Ridge Road
Suite 102
Sarasota, FL 34234

Street Address:

5104 N. Lockwood Ridge Road
Suite 102
Sarasota, FL 34234

ARTICLE III - REGISTERED AGENT

The name and street address of the Company's initial registered agent for service of process in the State of Florida shall be: **Gary Kauffman, Esq., c/o Band Weintraub, P.L., 1 South School Avenue, Suite 500, Sarasota, FL 34237.**

ARTICLE IV - MANAGEMENT

The Company shall be managed by one or more managers. The following person(s) will serve as the initial manager(s) of the Company, to serve for such term(s) as may be set forth in the Company's Operating Agreement (or, in absence of any provision in said Operating Agreement, then the term will be ten [10] years), or until his or her earlier death, resignation or removal:

**Romana Hofmann
Leopold Hofmann**


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ARTICLE V – MEMBERSHIP RESTRICTIONS

Unless otherwise specified in the Company's Operating Agreement: (a) the Company shall have the right to admit new members by consent of the members holding a majority of the membership interests in the Company; and (b) a member's interest in the Company may not be sold or otherwise transferred except with the written consent of the members holding a majority of all membership interests in the Company, as well as pursuant to any and all applicable provisions of the Company's Operating Agreement and/or Comprehensive Buy-Sell Agreement.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on November 13, 2013, as an authorized representative of the Company or a member thereof, and I affirm, under the penalties of perjury, that the facts stated herein are true.


Gary Kauffman, Organizer
(an authorized representative
of the limited liability company)

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent to accept service of process for the above-stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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

Registered Agent:

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Gary Kauffman