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To:
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From:
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FLORIDA LIMITED LIABILITY CO.
Macienda, LLC

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**ARTICLES OF ORGANIZATION
OF
MASIENDA, LLC.**

The undersigned, for purpose of forming a limited liability company under the **Florida Limited Liability Company Act, F.S. Chapter 605**, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I- NAME

The name of the limited liability company shall be **MASIENDA, LLC**. The principal place of business of the Company in Florida shall be:

9769 S Dixie Hwy, Suite 101
Miami, FL 33156

The mailing address shall be:

9769 S Dixie Hwy, Suite 101
Miami, FL 33156

ARTICLE II- DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE III-PURPOSE AND POWERS

The primary purpose for which the Company is organized is to purchase farm-related produce, corn, production of food, and related commodities. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is:

Jorge Gaviria 9769 S. Dixie Hwy. 101, Miami, Fl. 33156

ARTICLE V- CAPITAL CONTRIBUTIONS-Members

The members of the Company, as listed below, shall have the percentage of ownership as specified bellow:

<u>Name</u>	<u>Percentage</u>
Jorge Alexander Gaviria	55%
Kathleen McColl Barney	45%

ARTICLE VI- CAPITAL CONTRIBUTION

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Each member shall make capital contributions to the Company only upon the unanimous consent of all members.

ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations 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 all other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon consent of a majority of members.

ARTICLE IX- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial managers of the Company are as follows:

Jorge Alexander Gaviria
Kathleen McColl Barney

9769 S Dixie Highway, Suite 101, Miami, FL 33156
9769 S Dixie Highway, Suite 101, Miami, FL 33156

ARTICLE X- MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization of *MASIENDA, LLC.*, at Miami, Florida, for the foregoing uses and purpose this April 11, 2014.



Jorge F. Gaviria, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Under the provisions of Chapter 605, F.S.,

MASIENDA, LLC.

submits the following statement to designate a registered office and registered agent in the state of
Florida:

1. The name of the limited liability company is

MASIENDA, LLC.

2. The name and street address of the registered agent in Florida is:

Jorge Gaviria 9769 S. Dixie Hwy 101, Miami, FL 33156

The undersigned, being the person named in the articles of organization of **MASIENDA, LLC.**, as registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Jorge Gaviria, Registered Agent

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