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(Requestor's Name)

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(City/State/Zip/Phone #)

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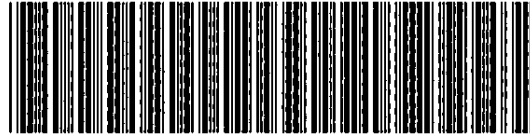
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 28 2014

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 3, 2014

MARILYN DEAS  
6480 SW 122ND ST  
GAINESVILLE, FL 32608

SUBJECT: TALL COTTON ENTERPRISES, LLC  
Ref. Number: W14000021261

We have received your document for TALL COTTON ENTERPRISES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Justin M Shivers  
Regulatory Specialist II  
Registration/Qualification Section

Letter Number: 714A00007123

6480 S.W. 122nd Street  
Gainesville, FL 32608

March 20, 2014

Division of Corporations  
Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
(850) 245-6051

re: Tall Cotton Enterprises, LLC

To Whom It May Concern:

On behalf of the above-referenced entity, please find enclosed the following document for immediate filing, along with one photocopy of the same:

o *Articles of Organization*

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with the filing therewith as well as the fee associated with our request for a certified copy of the record (Articles of Organization—\$100.00 (LLC); Registered Agent fee—\$25.00 (LLC); and Certified copy of record (LLC)—\$30.00).

Once the original of the enclosure has been filed, please return the certified copy(ies) to my attention at the mailing address listed above. Should you have any questions, please do not hesitate to call Daniel T. White, at 352-378-4444. Thanks again.

Sincerely,

  
Marilyn M. Deas

Encl.

**Articles of Organization**  
**of**  
**TALL COTTON ENTERPRISES, LLC**

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TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Organization (the "Articles") pursuant to the Florida Revised Limited Liability Company Act, codified as amended at Section 605.0101 *et seq.* (the "Act");

**ARTICLE I: NAME**

The name of this limited liability company shall be TALL COTTON ENTERPRISES, LLC (the "Company").

**ARTICLE II: MAILING AND STREET ADDRESS**

This Company's principal office location and mailing address shall be 6480 S.W. 122nd Street, Gainesville, FL 32608.

**ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT**

Unless and until changed (whether by filing of amendment or other administrative report), the initial registered office of this Company shall be 3810 N.W. 39<sup>th</sup> Avenue, Gainesville, FL 32606, and this Company's initial registered agent shall be Daniel T. White.

**ARTICLE IV: AUTHORIZED PERSON(S); INITIAL MANAGER(S)**

The name and address of each person authorized to manage and control this Company, who shall serve as this Company's initial manager(s) shall be:

Title:

Name and address:

MGR (manager)

Marilyn M. Deas  
6480 S.W. 122nd Street  
Gainesville, FL 32608

**ARTICLE V: MANAGEMENT OF COMPANY; AUTHORITY TO ACT  
ON BEHALF OF COMPANY**

A. This Company shall operate and exist as a manager-managed company for all purposes under the Act, unless and until changed through an amendment to these Articles or this Company's operating agreement. As such, management of this Company's activities and affairs shall be conducted by, and vested in, one or more managers who are responsible, alone or in concert with others, for performing this Company's management functions as stated in the Act.

B. Accordingly, no member of this Company, solely by reason or status of being admitted as a member to this Company, shall have (1) any right, power or authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for any purpose of its business without also being a duly elected, appointed or designated manager of this Company or (2) any vested right or entitlement to be elected, appointed or designated as a manager, officer or other legal representative of this Company, unless the Company's operating agreement shall otherwise provide.

**ARTICLE VI: DURATION OF COMPANY'S EXISTENCE**

This Company shall have perpetual existence.

**ARTICLE VII: PURPOSE AND POWERS**

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

**ARTICLE VIII: ADDITIONAL MEMBERS; TRANSFER OR ASSIGNMENT OF INTEREST;  
NO MEMBER RIGHTS OR POWERS WITHOUT FORMAL ADMISSION**

A. No person shall be admitted as a member of or to this Company unless and until formally admitted pursuant to the unanimous affirmative action or written consent of all of this Company's members, unless otherwise set forth to the contrary in this Company's operating agreement.

B. No creditor, leinor, mortgagee, assignee, holder, successor, assign or other transferee of or to any issued and outstanding financial or voting interest in this Company shall have any automatic or vested right, privilege or other entitlement of membership to this Company (or to cause this Company or any of its managers or members to vote or consent to admit or cause the Company to admit such person into this Company's membership).

C. Without having been formally admitted as a member of this Company, no creditor, lienor, mortgagee, assignee, holder, successor, assign or other transferee of or to any issued and outstanding financial or voting interest in this Company shall have or possess any right, power, authority, privilege or entitlement:

(i) to exercise any right, entitlement or power of or as a member of this Company (including without limitation the valid exercise of any right or power to elect one or more managers or to vote on any matter concerning any aspect of this Company's business or affairs) or, if applicable, to otherwise participate in the management of this Company's business and affairs; or

(ii) to act as a proxy or representative of a holder of any interest in this Company or any of its issued and outstanding securities or to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any such interest or securities. Any attempt to grant or act as a proxy or representative of any interest in the Company (or holder thereof) in violation of these Articles or, if any, this Company's operating agreement shall be deemed void *ab initio* and without force or effect.

D. Prior to the dissolution and winding-up of this Company, no issued and outstanding interest or security in this Company shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or other holder of any such interest or securities, except as may be otherwise set forth in these Articles or, if any, this Company's operating agreement. Any attempt to transfer or assign any interest or security in or of this Company in violation of the Articles or, if any, this Company's operating agreement shall be deemed void *ab initio* and without force or effect.

#### **ARTICLE IX: GOVERNING DOCUMENTS**

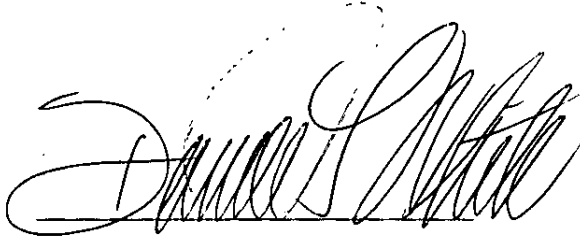
A. These Articles may only be amended pursuant to the applicable provisions as may be set forth in these Articles or this Company's operating agreement, and all amendments, alterations, revisions, restatements or repeals to these Articles shall be in writing. In the absence of any applicable provision to the contrary set forth in this Company's operating agreement, these Articles may be amended or restated only upon the unanimous affirmative action or written consent of this Company's members.

B. All provisions (including any and all amendments, alterations, revisions, restatements or repeals) of this Company's operating agreement, shall be in writing and shall be consistent with these Articles.

#### **ARTICLE X: SEVERABILITY**

In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

Dated: As of March 21, 2014.

A handwritten signature in black ink, appearing to read "Daniel T. White", written over a horizontal line.

Daniel T. White  
Authorized Representative for  
the Initial Members

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

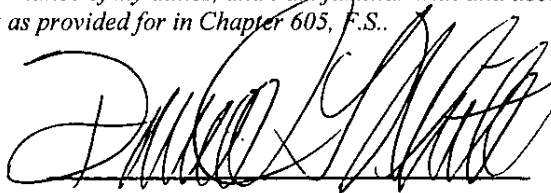
**CERTIFICATE OF REGISTERED AGENT**

Pursuant to the provisions of Chapter 605, F.S., Tall Cotton Enterprises, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

**Registered agent:** Daniel T. White, Esq.

**Registered office:** 3810 N.W. 39<sup>th</sup> Ave., Gainesville, FL 32606,

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..*



Name: Daniel T. White, Esq.

Dated: As of March 21, 2014

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