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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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July 22, 2014

Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, Florida 32301  
Attention: LLC filing section

RE: Articles of Organization for  
RACEWAY LIVESTOCK GROUP, LLC

Gentlemen:

In connection with the above styled matter we are enclosing herewith the following items, to wit:

1. Original Articles of Organization for RACEWAY LIVESTOCK GROUP, LLC; and
2. Check in the amount of \$155.00 payable to the Florida Department of State;

Please file the Articles and return one certified copy of the Articles to my attention at our office address, shown above.

Yours very truly,

Robert E. Dubow  
For the Firm

## ARTICLES OF ORGANIZATION

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDARACEWAY LIVESTOCK GROUP, LLC

a Florida limited liability company created herein pursuant to the provisions contained in Chapter 605, Florida Statutes:

**ARTICLE I. NAME**

The name of the limited liability company created hereby shall be RACEWAY LIVESTOCK GROUP, LLC.

**ARTICLE II. MAILING ADDRESS, STREET ADDRESS OF PRINCIPAL OFFICE**

The mailing address and street address of the principal office of RACEWAY LIVESTOCK GROUP, LLC, shall be:

8271 N.W. 127<sup>th</sup> Lane  
Parkland, Florida 33076

**ARTICLE III. NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent for RACEWAY LIVESTOCK GROUP, LLC shall be:

DAVID M. COHEN  
8271 N.W. 127<sup>th</sup> Lane  
Parkland, Florida 33076,

**ARTICLE IV. MANAGEMENT OF RACEWAY LIVESTOCK GROUP, LLC**

RACEWAY LIVESTOCK GROUP, LLC shall initially be a member-managed limited liability company. Any one member, is authorized to act on behalf of and bind RACEWAY LIVESTOCK GROUP, LLC without the joinder or consent of any one or more of the remaining members. All deeds, mortgages, conveyances, pledges, transfers, and contracts executed by at least one member shall be binding on RACEWAY LIVESTOCK GROUP, LLC. A power of attorney may be used to sell, transfer, convey, mortgage or pledge any property of RACEWAY LIVESTOCK GROUP, LLC upon the written consent of a majority-in-interest of the members.

Upon the vote of a majority-in-interest of the members, RACEWAY LIVESTOCK GROUP, LLC can be converted to a limited liability company that is manager-managed rather than member-managed. Upon such vote of the majority-in-interest of the members, RACEWAY LIVESTOCK GROUP, LLC shall then be managed by a member or members, or a non-member or non-members then designated as a manager (or managers) of RACEWAY LIVESTOCK GROUP, LLC.

The initial Member of this Limited Liability Company who will serve as Manager will be DAVID M. COHEN, as Trustee of FLORIDA DISTRESSED LAND AND MORTGAGE TRUST NUMBER 1211, dated December 1, 2011.

**ARTICLE V. APPLICATION OF CHAPTER 605, FLORIDA STATUTES**

The provisions contained in Chapter 605, Florida Statutes, as now constituted and as hereafter amended, shall be applicable to RACEWAY LIVESTOCK GROUP, LLC, its members, its non-member managers to the extent that such statutory provisions do not conflict with any provision contained in these Articles of Organization or any Operating Agreement, written or oral, that may be entered into and adopted hereafter by the members. In the event of any conflict between the provisions contained in Chapter 605, Florida Statutes, as now constituted and as hereafter amended, any provision contained in these Articles of Organization or in any Operating Agreement, written or oral, hereafter adopted by this limited liability

company, the conflicting provision in these Articles of Organization or the conflicting provision in the Operating Agreement shall take precedence over the statutory provision unless the provision is inconsistent with the nonwaivable matters more particularly described in Section 605.0105(3), Florida Statutes.

#### **ARTICLE VI. PURPOSE**

This limited liability company is organized under Chapter 605, Florida Statutes to conduct any lawful business, investment or commercial activity, for profit, that is authorized or permitted under the laws of the State of Florida and that is authorized or permitted under the laws of any other state in which this limited liability company chooses to conduct business.

#### **ARTICLE VII. AMENDMENT OF ARTICLES OF ORGANIZATION**

The Articles of Organization and the Operating Agreement may not be amended by a vote of less than a majority-in-interest of the members.

#### **ARTICLE VIII. ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted as a member unless a majority-in-interest of the members consent in writing to the admission of the additional member.

**IN WITNESS WHEREOF**, under the penalties of perjury, one of the Members of RACEWAY LIVESTOCK GROUP, LLC, has executed these Articles of Organization of RACEWAY LIVESTOCK GROUP, LLC on this 20 day of May, 2014 and affirms that the facts stated therein are true and that the limited liability company will have at least one member when the articles become effective..

FLORIDA DISTRESSED LAND AND  
MORTGAGE TRUST NUMBER 1211,  
dated December 1, 2011, Member

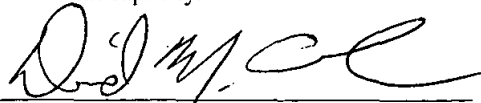
BY: 

DAVID M. COHEN, TRUSTEE

#### **ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named hereinabove as the initial Registered Agent for RACEWAY LIVESTOCK GROUP, LLC, does hereby, simultaneously and affirmatively state and acknowledge, the following:

1. That the undersigned resides in the State of Florida.
2. That the undersigned's business office is identical with the principal place of business of RACEWAY LIVESTOCK GROUP, LLC as set forth above.
3. That the undersigned is familiar with the obligations of the position of Registered Agent as provided for in Chapter 605, Florida Statutes.
4. That the undersigned does hereby accept the appointment as Registered Agent for RACEWAY LIVESTOCK GROUP, LLC and agrees to serve in that capacity.



David M. Cohen, Registered Agent

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