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Division of Corporations

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Email Address: gthomas@barneswalker.com

**FLORIDA LIMITED LIABILITY CO.**

**Eclectus Plants & Birds, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
ECLECTUS PLANTS & BIRDS, LLC**

**ARTICLE I**

**Name**

The name of the limited liability company ("Company") is ECLECTUS PLANTS & BIRDS, L.L.C.

**ARTICLE II**

**Address**

The initial mailing address of the Company's principal office is 4105 61<sup>st</sup> Street East, Palmetto, FL 34221. The initial street address of the Company's principal office is 4105 61<sup>st</sup> Street East, Palmetto, FL 34221.

**ARTICLE III**

**Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV**

**Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Marco A. Arida. The address of the Company's registered office in Florida is 4105 61<sup>st</sup> Street East, Palmetto, FL 34221.

**ARTICLE V**

**Management**

A. The Company is to be managed by a Manager who will generally serve from annual meeting to annual meeting of the Member(s) (or until a replacement is qualified and elected) unless the Company's Operating Agreement dictates otherwise. The initial Manager, however, shall serve at least until the organizational meeting of the Company and is identified as follows:

Marco A. Arida, whose address is 4105 61<sup>st</sup> Street East, Palmetto, FL 34221.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 605.0109, as from time to time amended, including, but not limited to, the power to

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acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property:

C. A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined in the Company's Operating Agreement) in the Company, of the Member(s) of the Company.

**ARTICLE VI**  
**Continuation of Business**

A majority in interest of the remaining Member(s) of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

**ARTICLE VII**  
**Profits and Losses Allocation**

Profits and losses will be allocated to the Member in accordance with his ownership interest.

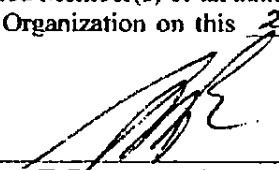
**ARTICLE VIII**  
**Amendments**

Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Member and countersigned by a Manager other than the executing Member, provided, however, that if a single party is the sole Member and Manager, only that party shall be required to sign said Articles of Amendment.

**ARTICLE IX**  
**Commencement**

Pursuant to the provisions of Chapter 605, Florida Statutes, this Company shall begin in existence upon filing of these Articles of Organization with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Member(s) or an authorized representative of a Member has/have executed these Articles of Organization on this 26 day of February, 2016.

  
\_\_\_\_\_  
Garret T. Barnes, Authorized Representative of  
Marco A. Arida, Member

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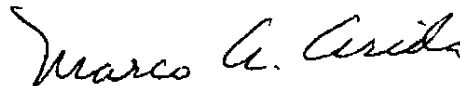
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**CERTIFICATE OF DESIGNATED  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes Sections 605.0201 and 605.0113, the undersigned submits the following statement as the designated registered agent / registered office in the State of Florida for ECLECTUS PLANTS & BIRDS, LLC:

1. My name as registered agent and the address of my office, which shall serve as the registered office for the above-referenced limited liability company, are: Marco A. Arida, 4105 61<sup>st</sup> Street East, Palmetto, FL 34221

2. Having been named as registered agent to accept service of process for the above-named limited liability company at the office designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to maintain its registered office. 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.

Dated: 2/26/16

Marco A. Arida, Registered Agent

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