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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 13 2017

K. Brumbley

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLORIDA GEORGIA CITRUS, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

KIM B. JONES

Name of Person

FLORIDA GEORGIA CITRUS, LLC

Firm/Company

4410 BOSTON HWY

Address

MONTICELLO, FL 32344

City/State and Zip Code

k.m @ bethel oaks farm . com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kim B. Jones

229

672-1009

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☒

\$130.00 Filing Fee &
Certificate of Status

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\$155.00 Filing Fee &
Certified Copy

(additional copy is enclosed)

☐

\$160.00 Filing Fee,
Certificate of Status &
Certified Copy

(additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION
OF
FLORIDA GEORGIA CITRUS, LLC

FILED
17 FEB 10 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

The name of the limited liability company shall be FLORIDA GEORGIA CITRUS, LLC, and its principal office and mailing address shall be located at 4410 Boston Hwy, Monticello, FLORIDA 32344, which is located in the County of JEFFERSON, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

The organization is formed pursuant to the provisions of the Florida Statutes. The organization is perpetual in duration. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. To distribute a portion of its assets to its members out of the capital surplus of the organization.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company.

ARTICLE IV

Management of the limited liability company is vested in one or more managers whose names and addresses are as follows:

Kim B. Jones
Angela J. Jones
4410 Boston Hwy
Monticello, FLORIDA 32344

ARTICLE V

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may be sold or otherwise transferred as detailed in the Operating Agreement executed by the members of the Company.

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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

Capital contributions shall be paid to the limited liability company by the members as detailed in the Operating Agreement executed by the members of the Company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

- (g) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on such date to be determined by the members not exceeding three months from the end of the fiscal year.
- (h) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII

Any action required to be taken at a member's meeting may be taken without a meeting if the action is taken by all members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by the members entitled to take action without a meeting and delivered to the limited liability company for inclusion in the minutes for filing with the organization records.

ARTICLE IX

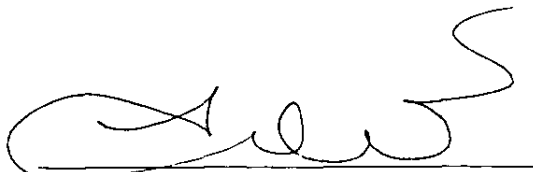
The address of the initial registered office of the limited liability company is 4410 Boston Hwy, Monticello, FLORIDA 32344, which is located in the County of JEFFERSON, State of Florida, and the name of the company's initial registered agent at that address is Kim B. Jones.

ARTICLE X

This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization.

This 13th day of January, 2017.

A handwritten signature in black ink, appearing to read 'Trent L. Coggins', is written over a horizontal line.

Trent L. Coggins, L.L.C.
Attorney for FLORIDA GEORGIA CITRUS, LLC
706 N. Patterson Street
Valdosta, Georgia 31601
(229) 259-0525 - phone
(229) 259-0533 – facsimile
Georgia Bar #173299
Florida Bar #0619019

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

OF

FLORIDA GEORGIA CITRUS, LLC

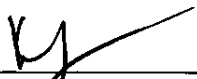
a Florida Limited Liability Company

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 **FLORIDA GEORGIA CITRUS, LLC**
2. The name and street address of the registered agent and office are:
Kim B. Jones
4410 Boston Hwy
Monticello, FLORIDA 32344

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 608, Florida Statutes.

This 13th day of January, 2017.



Kim B. Jones
Registered Agent,
FLORIDA GEORGIA CITRUS, LLC