

Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000209943 3)))



H190002099433ABC4

**Note: DO NOT** hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : BARNES WALKER, CHARTERED  
Account Number : 102371002705  
Phone : (941)741-8224  
Fax Number : (941)708-3225

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: mmarshall@barneswalker.com

**FLORIDA LIMITED LIABILITY CO.**  
**Oreganic CBD, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

19 JUL 10 AM 10:20  
ALLAHSSIE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

D O'KEEFE

JUL 11 2019

(H19000209943 3)

**ARTICLES OF ORGANIZATION  
OF  
OREGANIC CBD, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is Oreganic CBD, LLC.

**ARTICLE II  
Address**

The initial mailing address of the Company's principal office is 808 3<sup>rd</sup> Ave. West, Suite 404, Bradenton, FL 34205. The initial street address of the Company's principal office is 808 3<sup>rd</sup> Ave. West, Suite 404, Bradenton, FL 34205.

**ARTICLE III  
Purpose and Duration**

The purpose of this Company is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Company shall have all powers given limited liability companies under the Laws of the State of Florida. The period of duration of this Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Adron H. Walker. The address of the Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, FL 34205.

**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 Members (or until a replacement is qualified and elected) unless the Company's Operating Agreement, if any, dictates otherwise. The initial Manager, however, shall serve at least until the organizational meeting of the Company and identified as follows:

Thomas Seguin, whose address is 808 3<sup>rd</sup> Ave. West, Suite 404, Bradenton, FL 34205.

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, conduct the Company's business and the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal

(H19000209943 3)

property, except:

1. Without having first obtained the prior written consent of a majority in interest of the Member, the Manager(s) shall not cause or permit the Company to:

a. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 15 years, or execute and deliver any deed, mortgage, or lease of, any Company real property, or any part or interest thereof, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors, or apply for other such relief available under similar laws or regulations, or;

c. Hire, terminate, or modify the terms of employment of any Manager, or;

d. Cause this Company to enter into a joint venture or partnership with any other person or entity, or;

e. Invest in the debt or equity of any other entity, or;

f. Authorize this Company to be a party to any merger, consolidation, reclassification, reorganization or other similar transaction.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

2. Without having first obtained the prior written consent of all of the Member(s), amend these Articles or the Operating Agreement, if any, of the Company to:

a. Reduce the "LLC Interest" (the Member's transferrable interest and membership rights as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any), "Member Status" (the Member's rights as a member separate from the Member's transferrable interest as defined by Florida law and further supplemented by the Company's Operating Agreement, if any), rights, privileges, or benefits or enlarge the duties and obligations of the Member(s), or;

b. Enlarge the LLC Interest, Member Status (if applicable), rights, privileges, or benefits or reduce the duties and obligations of the Manager(s), or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of Member Status or Transferable Interest, or;

e. Amend this Article V, or;

f. Dissolve or terminate the existence of this Company, or;

(H19000209943 3)

g. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Members.

If any Member shall not object in writing to the Manager(s)'s request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Manager(s)'s request.

C. A "majority in interest," without more, shall mean a simple majority, as determined by their "LLC Interest Percentages" (as defined by Florida Statutes, and further supplemented by the Company's Operating Agreement, if any) 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(s) in accordance with the Operating Agreement of the Company, if any, and, if none, their ownership interest(s).

#### **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 on the 10<sup>th</sup> day of July, 2019, at 12:01 a.m.

IN WITNESS WHEREOF, the undersigned Member(s) or an authorized representative of a Member has/have executed these Articles of Organization on this 10<sup>th</sup> day of July, 2019.

NOTARIAL SEAL  
NOTARY PUBLIC  
FLORIDA  
02:01 PM 01 JUL 19  
1711

  
Adron H. Walker, Authorized Representative of  
Thomas Seguin, Member

(H19000209943 3)

**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 Oreganic CBD, 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: Adron H. Walker, Esq. The address of the Company's registered office in Florida is Barnes Walker, 3119 Manatee Ave. W., Bradenton, FL 34205.

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: July 10, 2019.



Adron H. Walker, Registered Agent

FILED  
19 JUL 10 AM 10:20  
TALLAHASSEE, FLORIDA