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Division of Corporations

Florida Department of State

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**FLORIDA LIMITED LIABILITY CO.**

**Farmer Joe's Market, LLC**

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## ARTICLES OF ORGANIZATION

OF

FARMER JOE'S MARKET, LLC

a Florida Limited Liability Company

Pursuant to Chapter 605, Florida Statutes

1. **Name.** The name of this limited liability company is "FARMER JOE'S MARKET, LLC" (the "Company").

2. **Purpose.** The purpose of this Company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida. Included within these purposes is operating a grocery and food service business.

3. **Duration/Continuation.** The period of this Company's duration shall be perpetual, unless terminated by (i) the unanimous written agreement of all Members; (ii) upon the passage of ninety (90) consecutive days during which the Company has no Members (subject to application of the provisions of Florida Statute Section 605.0701(3), as amended); or (iii) an event or circumstance which the Company's operating agreement states causes dissolution of the Company.

4. **Address of Principal Office.** The mailing and street address of the principal office of the Company is: 1401 SW Pine Island Road, Cape Coral, Florida 33991.

5. **Registered Agent and Office.** The name and street address of the registered agent and office for this Company is as follows:

Sammy Kayara  
2690 Treasure LN  
Naples, Florida 34102

6. **Members at Time of Formation.** There will be only one (1) Member at the time this Company is formed.

7. **Admission of Additional Members.** Subject to any transfer of a Member's interest in the Company which results in dissociation by virtue of any circumstances described in Paragraph 14 of these Articles of Organization hereinbelow, additional Members may be admitted only upon the written consent of the required percentage threshold of the Members of the Company as defined under the Operating Agreement adopted by the initial Member and Manager of the Company as provided in Paragraph 11 hereinbelow.

8. **Right to Continue Business.** So long as the Company continues to have at least one remaining Member (taking into account application of the provisions of Florida Statutes Section 605.0701(3) as previously referenced), the death, retirement, resignation, expulsion, bankruptcy, or dissociation of any Member or the occurrence of any other event which terminates the continued membership of any Member in the Company shall not cause the

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Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution; provided, however, the last remaining Member, or the personal or other legal representative of the last remaining Member, as the case may be, may proceed to dissolve and wind up and conclude the business affairs of the Company should he/she/it so choose to do so.

9. **Management of Company.** The Company shall be a "Manager-Managed Company". The management and control of the Company shall initially be vested in the initial Manager of this Company named hereinbelow. The name and address of the initial Manager who is to serve until his respective successor(s) is/are elected and qualified is:

Name

Address

Glen Lee Snyder

1401 SW Pine Island Road  
Cape Coral, Florida 33991

10. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form as may be prescribed by the Secretary of State of the State of Florida and contain such terms and provisions consistent with Florida Statutes Chapter 605, shall be approved by unanimous vote or consent of all the Members and shall be signed and sworn to by all Members of the Company so approving such amendment(s). In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

11. **Operating Agreement.** An initial operating agreement regulating the affairs of the Company and the conduct of its business and governing the relations among the Members, Managers and Company shall be adopted and entered into by the initial Member and the initial Manager. Thereafter, the power to adopt, alter, amend or repeal the operating agreement of Company shall be vested in the Members of the Company by unanimous written consent or unanimous vote of all Members.

12. **Informal Action by Managers and Members.** Any action of the Managers and/or Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the Managers and/or Members who would be entitled to vote, or, as the case may be, who are required to vote, upon such action at a meeting (and filed with the Managers of the Company as part of its records).

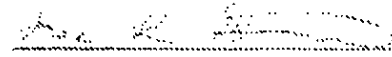
13. **Contracting Debt.** Except as otherwise provided by Florida Statutes Chapter 605, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager named hereinabove.

14. **Transferability of Member's Interest.** As will be more fully described in the Operating Agreement of the Company, an interest of a Member in this Company may only be transferred or assigned to a member of such Member's immediate family as part of such Member's estate plan, or to any other Member of this Company, without consent; otherwise, the written consent of the required percentage threshold of the Members as defined in the Operating Agreement of the Company shall be required for any such transfer or assignment. Unless all of

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the remaining Members of the Company approve to the contrary by unanimous written consent, or unless a transfer of a Member's interest in the company also results in the Member's dissociation by application of Florida Statutes Section 605.060(7)(a), Florida Statutes Section 605.060(9), or Florida Statutes Section 605.060(10), or a combination thereof, the transferor or assignee of the interest of such assignor Member shall have no right to participate in the management of the business and affairs of this Company and shall not become or exercise any rights or powers of a Member. Except as stated hereinabove, the transferor or assignee shall be entitled to receive only the share of such profits and losses, to receive such distribution or distributions, and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which that assignor Member was otherwise entitled, to the extent so assigned.

IN WITNESS WHEREOF, the undersigned initial Manager named hereinabove, has hereunto set his hand and seal this 22 day of April, 2021. This document is executed in accordance with Section 605.020(1)(b), Florida Statutes. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.135, Florida Statutes.

  
Glen Lee Snyder

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, 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. **Name.** The name of the limited liability company is **FARMER JOE'S MARKET, LLC.**

2. **Registered Office.** The address of the registered office of the limited liability company is 2690 Treasure LN, Naples, Florida 34102.

3. **Registered Agent.** Sammy Kayara is appointed, and by his signature below accepts appointment, to act as the Registered Agent of **FARMER JOE'S MARKET, LLC.**

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.

By: 

Name: Sammy Kayara

Date: 04-19-2021

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