

L24000281070

STATEMENT OF FACT

100433287221

The undersigned hereby certify, under penalty of perjury, and notify the Florida Department of State (the "Department") that he wishes to stipulate to the following facts with respect to IREE FARM, LLC (the "Company"):

1. The Articles of Organization of the Company were filed on June 20, 2024, and assigned document number L24000281070.
2. The Members of the Company are Deon Winchester, Joshua Lezcano, and Samantha Reeves (collectively the "Members.")
3. The Company operates on a farm called Wonderfield Farm.
4. Joshua Lezcano is the Livestock Manager of Wonderfield Farm.
5. Samantha Reeves is the Farm Manager of Wonderfield Farm.
6. Deon Winchester chose to form the Company with Joshua Lezcano and Samantha Reeves because of their association with Wonderfield Farm and connections as employees of Wonderfield Farm.
7. The Members did not prepare an Operating Agreement for the Company.
8. Subsection (2) of Section 605.0105 of the Florida Revised Limited Liability Company Act states: To the extent the operating agreement does not otherwise provide for a matter described in subsection (1), this chapter governs the matter.
9. Thus, the Florida Revised Limited Liability Company Act governs the relationship between the Members of the Company.
10. On August 21, 2024, at 1:11pm, Joshua Lezcano called Deon Winchester by phone.
11. Samantha Reeves, Joshua Lezcano, and Deon Winchester were parties to this call. Deon Winchester was informed that the phone call was being recorded. Deon Winchester refused to provide consent to having his voice recorded. Despite Deon Winchester's refusing to provide consent to have his voice recorded, Samantha Reeves and Joshua Lezcano continued with the call and attempted to authorize a dissolution of the Company by holding a vote.
12. Deon Winchester did not approve of, does not approve of, and will not approve the dissolution of the Company or the filing of Articles of Dissolution for the Company.

13. On August 21, 2024, Samantha Reeves filed Articles of Dissolution for the Company and informed Deon Winchester of said filing over text message.
14. Subsection (2) of Section 605.0105 of the Florida Revised Limited Liability Company Act states: To the extent the operating agreement does not otherwise provide for a matter described in subsection (1), this chapter governs the matter.
15. The Members did not prepare an Operating Agreement for the Company. Thus, the Florida Revised Limited Liability Company Act governs the dissolution of the Company.
16. Section 605.0701 of the Florida Revised Limited Liability Company Act, titled "Events causing dissolution," states:

A limited liability company is dissolved and its activities and affairs must be wound up upon the occurrence of the following:

 - (1) An event or circumstance that the operating agreement states causes dissolution.
 - (2) The consent of all the members.
 - (3) The passage of 90 consecutive days during which the company has no members, unless:
 - (a) Consent to admit at least one specified person as a member is given by transferees owning the rights to receive a majority of distributions as transferees at the time the consent is to be effective; and
 - (b) At least one person becomes a member in accordance with the consent.
 - (4) The entry of a decree of judicial dissolution in accordance with s. 605.0705.
 - (5) The filing of a statement of administrative dissolution by the department pursuant to s. 605.0714.
17. The Members did not prepare an Operating Agreement for the Company. Thus, Subsection 605.0701(1) could not form a legal basis for Samantha Reeves to file the Articles of Dissolution for the Company.
18. Deon Winchester did not approve of, does not approve of, and will not approve the dissolution of the Company or the filing of Articles of Dissolution for the Company. Thus, Subsection 605.0701(2) could not form a legal basis for Samantha Reeves to file the Articles of Dissolution for the Company.
19. On August 21, 2024, the Company had members. Thus, Subsection 605.0701(3) could not form a legal basis for Samantha Reeves to file the Articles of Dissolution for the Company.

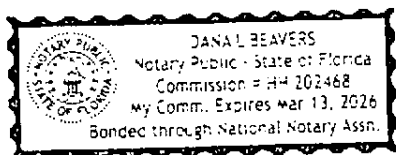
20. On August 21, 2024, no decree of judicial dissolution had been filed. Thus, Subsection 605.0701(4) could not form a legal basis for Samantha Reeves to file the Articles of Dissolution for the Company.
21. On August 21, 2024, no statement of administrative dissolution had been filed by the Department of State of Florida. Thus, Subsection 605.0701(5) could not form a legal basis for Samantha Reeves to file the Articles of Dissolution for the Company.
22. Thus, the filing of the Articles of Dissolution on August 21, 2024, performed by Samantha Reeves was without any legal basis provided by the text of Section 605.0701 of the Florida Revised Limited Liability Act.
23. Despite having no legal basis for filing Articles of Dissolution, Samantha Reeves submitted Articles of Dissolution for the Company on August 21, 2024 to the Department of State. Such filing constitutes a false, fictitious, or fraudulent statement in a matter within the jurisdiction of the Department of State, as described in Section 817.155, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Statement on this 27th day of August 2024.

Deon Winchester

Deon Winchester

The forgoing was acknowledged and sworn before me this 27th day of August 2024, by Deon Winchester. He is personally known to me or produced drivers license as identification.



Dana L Beavers

Notary Public, State of Florida

Commission No.: HH 202468

My Commission Expires: 03/13/2026

Name: Dana L Beavers