

L24000281070

400435144924

STATEMENT OF FACT

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"):

Background

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 Members did not prepare an Operating Agreement for the Company.
4. 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.
5. Thus, the Florida Revised Limited Liability Company Act governs the relationship between the Members of the Company.
6. On August 21, 2024, at 1:11pm, Joshua Lezcano called Deon Winchester by phone.
7. 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.
8. Samantha Reeves voted to approve the dissolution of the Company
9. Joshua Lezcano voted to approve the dissolution of the Company.
10. 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.
11. On August 21, 2024, Samantha Reeves filed Articles of Dissolution for the Company despite having no legal basis for doing so and in violation of the Florida Revised Limited Liability Act (See Statement of Fact filed 9/05/2024).

12. After filing said Articles of Dissolution, despite having no legal basis for doing so and in violation of the Florida Revised Limited Liability Act, she informed Deon Winchester of said filing over text message. This text message stated "We have e-filed the dissolution paperwork with the division of corporations and the business no longer exists with the State of Florida as of 8/21/2024".

**The Dissociation of Samantha Reeves
as a Member of the Company**

13. 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.
14. The Members did not prepare an Operating Agreement for the Company. Thus, the Florida Revised Limited Liability Company Act governs the dissociation of Members of the Company.
15. Section 605.0602 of the Florida Revised Limited Liability Company Act, titled "Events causing dissociation," states in the relevant part:

A person is dissociated as a member if any of the following occur:

- (1) The company has notice of the person's express will to withdraw as a member, but if the person specified a withdrawal date later than the date the company had notice, on that later date.

16. Section 605.0602 of the Florida Revised Limited Liability Company Act, titled "Knowledge; notice," states in the relevant part:

A person has notice of a fact when the person:

- (a) Has reason to know the fact from all of the facts known to the person at the time in question

17. Based on the events of August 21, 2024, the Company had notice of Samantha Reeves' express will to withdraw as a Member of the Company.
18. On August 21, 2024, Samantha Reeves voted to dissolve the Company in violation of the Florida Revised Limited Liability Company Act
19. On August 21, 2024, Samantha Reeves filed Articles of Dissolution for the Company in violation of the Florida Revised Limited Liability Company Act.

20. In voting to dissolve the Company and subsequently attempting to dissolve the Company, both in violation of the Florida Revised Limited Liability Company Act, Samantha Reeves expressed her will to withdraw as a Member of the Company.
21. This is because she would longer be a Member of the Company, since upon dissolution the Company would cease to exist.
22. 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.
23. Thus, the Company had not dissolved at the vote or the subsequent filing of the Articles of Dissolution, both done in violation of the Florida Revised Limited Liability Act and had Deon Winchester as a Member (See Statement of Fact filed 9/05/2024).
24. Samantha Reeves communicated her actions to Deon Winchester, a Member of the Company.
25. Based on all of the facts known to Deon Winchester, at the time in question, he had reason to know Samantha Reeves had express will to withdraw as a Member of the Company
26. Thus, by voting to dissolve the Company and filing Articles of Dissolution for the Company, both in violation of the Florida Revised Limited Liability Act, as well as communicating these actions to Deon Winchester, Samantha Reeves gave notice of her express will to withdraw as a Member of the Company.
27. Thus, Samantha Reeves has dissociated as a Member of the Company.

**The Dissociation of Jousha Lezcano
as a Member of the Company**

28. 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.
29. The Members did not prepare an Operating Agreement for the Company. Thus, the Florida Revised Limited Liability Company Act governs the dissociation of Members of the Company.
30. Section 605.0602 of the Florida Revised Limited Liability Company Act, titled "Events causing dissociation," states in the relevant part:

A person is dissociated as a member if any of the following occur:

- (1) The company has notice of the person's express will to withdraw as a member, but if the person specified a withdrawal date later than the date the company had notice, on that later date.

31. Section 605.0602 of the Florida Revised Limited Liability Company Act, titled "Knowledge; notice," states in the relevant part:

A person has notice of a fact when the person:

- (a) Has reason to know the fact from all of the facts known to the person at the time in question

32. Based on the events of August 21, 2024, the Company had notice of Joshua Lezcano's express will to withdraw as a Member of the Company.

33. On August 21, 2024, Joshua Lezcano voted to dissolve the Company in violation of the Florida Revised Limited Liability Company Act

34. On August 21, 2024, based on Samantha Reeves' text message to Deon Winchester, Joshua Lezcano participated in the filing of the Articles of Dissolution for the Company, which was done in violation of the Florida Revised Limited Liability Company Act.

35. In voting to dissolve the Company and subsequently participating in the attempt to dissolve the Company, both in violation of the Florida Revised Limited Liability Company Act, Joshua Lezcano expressed his will to withdraw as a Member of the Company.

36. This is because he would no longer be a Member of the Company, since upon dissolution the Company would cease to exist.

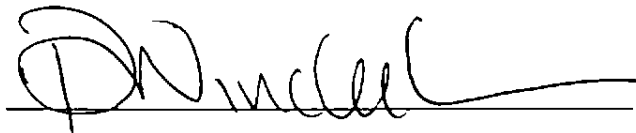
37. Deon Winchester did not approve of, does not approve of, and will not approve the dissolution of the Company or the filing of Articles of Dissolution for the Company.

38. Thus, the Company had not dissolved at the vote or the subsequent filing of the Articles of Dissolution, both done in violation of the Florida Revised Limited Liability Act and had Deon Winchester as a Member (See Statement of Fact filed 9/05/2024).

39. Joshua Lezcano communicated his vote to dissolve the Company, which was done in violation of the Florida Revised Limited Liability Company Act, to Deon Winchester, a Member of the Company.

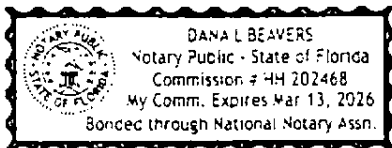
40. Joshua Lezcano did not communicate his disapproval of Samantha Reeves' filing of the Articles of Dissolution, which was done in violation of the Florida Revised Limited Liability Company Act, to Deon Winchester, a Member of the Company.
41. Based on all of the facts known to Deon Winchester, at the time in question, he had reason to know that Joshua Lezcano had express will to withdraw as a Member of the Company
42. Thus, by voting to dissolve the Company and, based on the text message from Samantha Reeves, participating in the filing Articles of Dissolution for the Company, both in violation of the Florida Revised Limited Liability Act, as well as failing to give notice to Deon Winchester of any objection to the filing of the Articles of Dissolution, Joshua Lezcano gave notice of his express will to withdraw as a Member of the Company.
43. Thus, Joshua Lezcano has dissociated as a Member of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Statement on this 1st day of October 2024.



Deon Winchester

The forgoing was acknowledged and sworn before me this 1st day of October 2024, by Deon Winchester. He is personally known to me or produced ☒ FL Drivers License as identification.



Notary Public, State of Florida

Commission No.: HH 202468

My Commission Expires: 03/13/2026

Name: Dana L. Beavers