

L24000281070

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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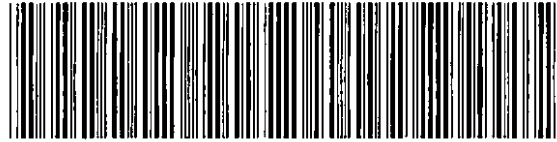
(Business Entity Name)

(Document Number)

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: IREE FARM , LLC

Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Emanuel J. Caraballo-Santiago

Name of Person

TealAcre

Firm/Company

9200 NW 39th Ave, STE 130-3363

Address

Gainesville, Florida 32606

City/State and Zip Code

admin@tealacre.com

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

For further information concerning this matter, please call:

Emanuel J. Caraballo-Santiago

352

224-9811

at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address:

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

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

IREE FARM, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

2024-06-20 16

The Articles of Organization for this Limited Liability Company were filed on 6/20/2024 and assigned
Florida document number L24000281070.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

9200 NW 39th Ave

STE 130 #3376

Gainesville, Florida 32606

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

9200 NW 39th Ave

STE 130 #3376

Gainesville, Florida 32606

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager
AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	LEZCANO, JOSHUA	10725 E GOBBLER DRIVE	<input type="checkbox"/> Add
		FLORAL CITY, FL 34436	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGRM	REEVES, SAMANTHA	10725 E GOBBLER DRIVE	<input type="checkbox"/> Add
		FLORAL CITY, FL 34436	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
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			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Article III is amended so that the purpose of the Limited Liability Company is any lawful purpose.

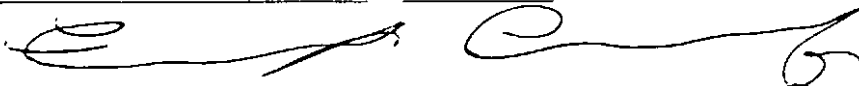
E. Effective date, if other than the date of filing: September 5, 2024 **(optional)**

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of: (b) The 90th day after the record is filed.

Dated October 4, 2024



Signature of a member or authorized representative of a member

Emanuel J. Caraballo-Santiago

Typed or printed name of signee

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.

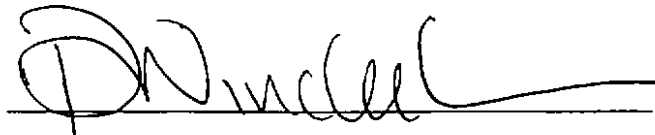
37. Deon Winchester did not approve of, does not approve of, and will not approve the dissolution of the Company or the filing of Articles of Dissolution for the Company.

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.

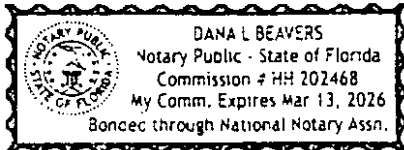
40. Joshua Lezcano did not communicate his disapproval of Samantha Reeves' filing of the Articles of Dissolution, which was done in violation of the Florida Revised Limited Liability Company Act, to Deon Winchester, a Member of the Company.
41. Based on all of the facts known to Deon Winchester, at the 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