

LAW OFFICES

HOWARD C. BATT, P. A.

SUITE 712 • DUCHELL PROFESSIONAL CENTER • 611 DUCHELL ROAD BAY  
CLEARWATER, FLORIDA 34610

HOWARD C. BATT

(813) 444-0107

**195000000548**

900001539679  
-07/18/95--01044--001  
\*\*\*\*337.50 \*\*\*\*337.50

Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Bartow Ethanol of Florida, L.C.

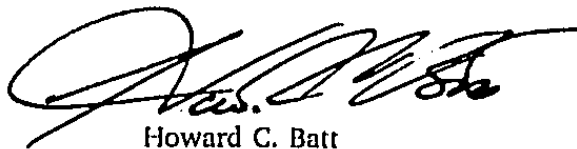
Dear Sir:

Enclosed for filing are the articles of incorporation for the captioned, together with a consent to use of similar name and affidavit of membership and contributions. Please file the originals and returned a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$337.50 to cover the filing fees and fee for a certified copy.

Thanking you for your prompt attention to this matter, I am

Yours truly,

HOWARD C. BATT, P. A.



Howard C. Batt

HCB:jp  
Enclosures

FILED  
95 JUL 17 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bartow Ethanol, Inc.  
1705 Mann Road  
Bartow, Florida 33830

July 14, 1995

Bartow Ethanol of Florida, L.C.  
1705 Mann Road  
Bartow, Florida 33830

Re: Consent to Use of Similar Name

Gentlemen:

We hereby grant our consent to your use of the name  
"Bartow Ethanol of Florida, L.C.", a newly formed Florida limited  
liability company, in which we own a majority of the membership  
interests.

Sincerely,

Bartow Ethanol, Inc.

By: KE Hall  
Title: Chairman

ARTICLES OF ORGANIZATION  
OF  
BARTOW ETHANOL OF FLORIDA, L.C.

The undersigned, desiring to form a limited liability company under Chapter 608, Florida Statutes, hereby state as follows:

ARTICLE I

The name of the limited liability company is BARTOW ETHANOL OF FLORIDA, L.C.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company is:

1705 Mann Road  
Bartow, Florida 33830

ARTICLE III

The period of duration for the limited liability company shall begin on the date of filing of these Articles of Organization and continue until December 31, 2025, unless sooner terminated in accordance with the Regulations of the limited liability company.

ARTICLE IV

The limited liability company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

Kenneth E. Hall  
5536 Escondida Blvd.  
St. Petersburg, FL 33715

Alan R. Schwartz  
28601 Chagrin Blvd.  
Woodmere, Ohio 44122

David L. Hall  
826 Fountainhead Dr.  
Largo, FL 34840

E. Henry Schoenberger  
29125 Chagrin Blvd.  
Pepper Pike, Ohio 44122

ARTICLE V

Additional members may be admitted to the limited liability company only upon the unanimous written approval of all then existing members. The terms and conditions of any such admission are to be determined at the time of any such admission.

ARTICLE VI

Members have the right to continue the business of the limited liability company upon any event which terminates the

FILED  
95 JUL 17 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

continued membership of a member in the limited liability company if there are at least two other members remaining after such event and all of the remaining members agree in writing to continue the business of the limited liability company.

IN WITNESS WHEREOF, the undersigned, being an authorized member of Bartow Ethanol of Florida, L.C., has hereunto subscribed its name this 14th day of July, 1995.

Bartow Ethanol, Inc.

By: K. E. Hall  
Title: Chairman

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

BARTOW ETHANOL OF FLORIDA, L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OF-  
FICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: \_\_\_\_\_  
Bartow Ethanol of Florida, L.C.

2. The name and address of the registered agent and office is:

Howard C. Batt

(Name)

Druhill Professional Center, Suite 712  
611 Druid Road East

(P.O. Box not acceptable)

Clearwater, Florida 34616

(City/State/Zip)

*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.*

  
Howard C. Batt  
(Signature)

7/14/95  
(Date)

**FILING FEE: \$ 35 for Designation of Registered Agent**

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BARTOW ETHANOL OF FLORIDA, L.C.

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Bartow Ethanol of Florida, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 2,321,428 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 3,321,428.00 . This total includes amounts from 2 and 3 above.

Bartow Ethanol, Inc.

By: K. E. Saeed Chairman

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED  
95 JUL 17 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING FEE: \$ 250 for Articles of Organization and Affidavit

**FILE NOW: Fee after May 1, will be \$263.75**

**FILED**

**96 MAY 28 AM 9:47**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996**



**FLORIDA DEPARTMENT OF STATE  
Sandra B. McMillan  
Secretary of State  
DIVISION OF CORPORATIONS**

**FILING FEE \$ 238.75** Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
**Make Check Payable To: FLORIDA DEPARTMENT OF STATE**

**1 Name and Mailing Address of Limited Liability Company** **DOCUMENT # L95000000548**

**BARTOW ETHANOL OF FLORIDA, L.C.  
1705 MANN ROAD  
BARTOW FL 33830**

**1a. Principal Place of Business Address**

**1705 MANN ROAD  
BARTOW FL 33830**

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

<b>2 Principal Place of Business</b>		<b>2a. Mailing Address</b>		<b>3. Date Organized or Qualified</b>	<b>3a. State of Formation</b>
Suite, Apt. #, etc.		Suite, Apt. #, etc.		07/17/1995	FL
City & State		City & State		<b>4. FEI Number</b> 59-3325200	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	<b>5. Date of Last Report</b>	<b>6. Certificate of Status Desired</b> <input type="checkbox"/> <small>Amendments Fee Waived</small>

**7. Name and Address of Current Registered Agent**

**BATT, HOWARD C  
DRUHILL PROF. CENTER, SUITE 712  
611 DRUID ROAD EAST  
CLEARWATER FL 34616**

**8. Name and Address of New Registered Agent**

**Name**  
**Street Address (P.O. Box Number is Not Acceptable)**  
300001846443  
**Suite, Apt. #, etc.**  
-05/31/96-01090-014-  
\*\*\*\*263.75 \*\*\*\*263.75  
**City**  
FL  
**Zip Code**

**POSTED**

**9. Pursuant to the provisions of Sections 608.416 and 608.506, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.**

**SIGNATURE** \_\_\_\_\_ **DATE** \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reappointing)

<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>	<b>City, State and Zip Code</b>
MGR	HALL, KENNETH E	5536 ESCONDIDA BLVD.	ST. PETERSBURG FL
MGR	HALL, DAVID L	826 FOUNTAINHEAD DR.	LARGO FL
MGR	SCHWARTZ, ALAN R	28601 CHAGRIN BLVD.	WOODMERE OH
MGR	SCHOENBERGER, E H	29125 CHAGRIN BLVD.	PEPPER LAKE OH
.			
.			
.			

*AB*

**11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.**

**SIGNATURE:** *KE Hall* **5-14-96**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #