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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Aspen LLC

NEED TODAY

- ☐ Walk In ☐ Pick Up Time
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

- ☐ Certified Copy
- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 22 PM 3:36

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership <u>LLC</u>
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

h/c
5/22/98

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DIVISION OF CORPORATIONS
SECRETARY OF CORPORATIONS

Ordered By: _____

Date: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: ASPEN, L.L.C.
Ref. Number: W98000011573

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UNOFFICIAL CORRECTION
98 MAY 22 PM 3:53

NEW NAME = Aspen FARMS, L.L.C.

We have received your document for ~~ASPEN, L.L.C.~~ and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

Article I lists a PRINCIPAL PLACE OF BUSINESS. This MUST BE LISTED. But please also list a MAILING ADDRESS for the company.

ARTICLE VII indicates the NAME of the initial manager, but you must also list his ADDRESS.

The AFFIDAVIT must list 3 MONEY AMOUNTS. It must list the amount of cash that has been contributed by the members to date. It must list the amount of property that has been contributed by the members to date. (If any property has been contributed, a description of the property must be attached. If NO PROPERTY has been contributed, that must still be stated.

Then it must list the total amount of cash and property anticipated to be contributed by the members. This last amount must be at least as great as the sum of the first two amounts.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00028358

**ARTICLES OF ORGANIZATION
OF
ASPEN FARMS, L.L.C.**

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The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

Article I – Name

The name of the limited liability company shall be Aspen Farms, L.L.C. (The "Company"). The principal place of business of the Company in Florida shall be 16055 West Highway 316, Williston, Marion County, Florida 32696. The mailing address of the company shall be 16055 West Highway 316, Williston, Marion County, Florida. 32696.

Article II – Duration

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall initially continue for a period of five (5) years (the "Initial Term"), unless sooner terminated in accordance with provisions of these Articles of Organization or unless otherwise extended by written agreement of the Members.

Article III – Purposes and Powers

The purpose for which the Company is organized is to acquire, own, lease and operate an equine training and boarding center, buy and sell horses, and such other forms of related operations, services, products and supplies as the Members may from time to time, determine to be appropriate for the operation of the business of the Company in the State of Florida and/or any lawful business for which a limited liability company may be organized under the laws of the State of Florida.

Article IV – Registered Office and Agent

The name and street address of the agent of the Company in the State of Florida is Jonathan N. Elliott, 16055 West Highway 316, Williston, Florida 32696.

**Article V – Admission of New Members
(Transferability of Interests)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. No Member shall sell, assign, transfer, mortgage, charge, encumber or suffer any third party to sell, assign, transfer, mortgage, charge, encumber or contract to permit any of the foregoing, whether voluntarily or by operation of law (collectively, "Transfer"; together with all derivations thereof), all or any part of its interest in the Company to an affiliate or to any third party, other than another Member. Any Transfer in violation of this prohibition shall be void *ab initio*.

**Article VI – Termination of Existence
(Continuity of Life)**

The Company shall be dissolved in the event that: (a) the Members mutually agree to terminate the Company; (b) the Company ceases to maintain any interest (which shall include, but not be limited to, a security interest) in the Business and any Additional Businesses; (c) the Company, by its terms as set forth in this Agreement, is terminated, including termination as a result of the expiration of the Initial Term; (d) either Member elects to terminate the Company by giving the other Member one (1) year's written notice; (e) upon thirty (30) days prior written notice to the other Member, either Member elects to dissolve the Company on account of an irreconcilable difference which arises and cannot, after good faith efforts, be resolved; (f) a Member sells its interest in the Company to the other Member; or (g) either Member fails to perform its obligations under either these Articles of Organization or the Operating Agreement.

**Article VII – Management
(Centralization of Management)**

The Company shall be managed by one or more members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is Jonathan N. Elliott, 16055 West Highway 316, Williston, FL 32696.

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 14th day of May, 1998.

Scot Sauder

Scot Sauder, Organizer

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STATE OF NEW MEXICO
COUNTY OF BERNALILLO

The foregoing instrument was acknowledged before me this 14th day of May, 1998, by Scot Sauder, who executed these Articles of Organization and who is personally known to me and who did take an oath.

Peggy Haynes
NOTARY PUBLIC
Printed Name: Peggy Haynes

MY COMMISSION EXPIRES:

3-11-2002

**CERTIFICATE OF DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITH THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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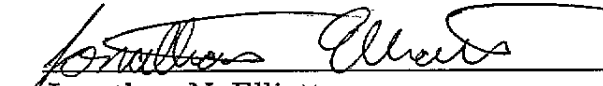
The following is submitted in compliance with Section 608.407 of the Florida Statutes:

Aspen Farms, L.L.C., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Organization at the City of Williston, County of Marion, State of Florida, has name Jonathan N. Elliott, located at 16055 West Highway 316, Williston, Florida 32696, as its agent to accept service of process within this State.

ACCEPTANCE:

Having been name to accept service of process for the above-named limited liability company, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.

Dated: May 14, 1998.


Jonathan N. Elliott,
Registered Agent

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared Daniel G. Musca, who, being first duly sworn upon oath, deposes and says:

1. That my name is Daniel G. Musca, as authorized representative of Jonathan N. Elliot, a Member of Aspen Farms, L.L.C.
2. That Aspen Farms, L.L.C. has at least two Members and such Members are set forth below, as well as the cash contribution made by each Member to date:

Member	Capital Contribution
Gail W. Elliott	\$175,000.00
Jonathan N. Elliott	75,000.00

TOTAL CAPITAL CONTRIBUTIONS	\$250,000.00

3. No other property has been contributed by the Members, and the Members do not anticipate contributing any additional cash, services or property.

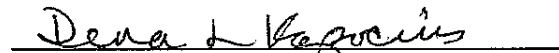
FURTHER AFFIANT SAYETH NOT.



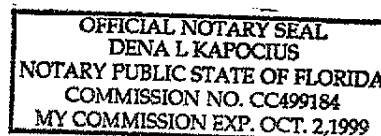
Daniel G. Musca, Esquire
As Authorized Representative of
Jonathan N. Elliot, a member of
Aspen Farms, L.L.C.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

21st The foregoing instrument was acknowledged before me this day of May, 1998, by Daniel G. Musca, who is personally known to me and who did take an oath.


DENA L. KAPOCIUS, Notary Public

MY COMMISSION EXPIRES:



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