

L98000003340

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Harder-Holopaw Groves
L.L.C.

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- ___ Certificate of Fictitious Name
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**ARTICLES OF ORGANIZATION
HARDEE-HOLOPAW GROVES
L.L.C.**

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I
Name**

The name of the limited liability company, referred to in these Articles as "Company" is HARDEE-HOLOPAW GROVES, L.L.C.

**ARTICLE II
Duration**

The company shall dissolve on December 21, 2023.

**ARTICLE III
Purpose**

The purpose for which Company is organized is to purchase, own and operate a citrus grove near Holopaw, Osceola County, Florida, as well as to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV
Principal Address**

The address of Company's principal place of business in Florida is 568 Popash Road, Wauchula, Florida 33873, and its mailing address is 568 Popash Road, Wauchula, Florida 33873.

**ARTICLE V
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is Emerson R. Jones, Sr. The address of Company's registered office in Florida is 568 Popash Road, Wauchula, Florida.

**ARTICLE VI
Capital Contributions**

The total amount of cash contributions is \$18,000.00.

Contributions to the Company by each member are as follows:

- (a) E. J. Groves, L.L.C. has made a cash contribution of \$4,500.00.

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- (b) B J Groves, L.L.C. has made a cash contribution of \$3,000.00.
- (c) Emerson Robert Jones, Jr. has made a cash contribution of \$4,500.00.
- (d) Jeffery M. Eason has made a cash contribution of \$3,000.00.
- (e) J. W. Eason, III has made a cash contribution of \$3,000.00.

ARTICLE VII

Management

The company is to be managed by five managers. Each initial manager will serve until the first annual meeting of the members. The initial managers are identified as follows:

Emerson R. Jones, Sr.	568 Popash Road, Wauchula, Florida 33873
J. W. Eason, Jr.	745 Griffin Road, Wauchula, Florida 33873
Emerson Robert Jones, Jr.	2028 Highway 17 North, Wauchula, Florida 33873
Jeffery M. Eason	745 Griffin Road, Wauchula, Florida 33873
J. W. Eason, III	745 Griffin Road, Wauchula, Florida 33873

ARTICLE VIII

Admission of New Members

Members shall have the right to admit new members. Additional members may be admitted only on the unanimous written consent of existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. Provided, however, any of the initial members may sell, gift, bequeath or otherwise transfer his interest or a portion thereof to his parent, sibling, or descendent; and these new members may be admitted without the necessity of written consent of the other initial members. The ownership interest will be further restricted as set forth in the regulations of the company.

ARTICLE IX

Remaining Members

The remaining members of the company may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE X

Additional Provisions

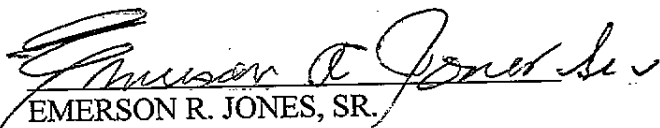
The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the managers listed in Article VII.

ARTICLE XI
Effective Date


These articles will be effective on December 21, 1998.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability company Act, the undersigned has executed these Articles of Organization on this 21st day of December, 1998, at Wauchula, Florida.

E. J. GROVES, L.L.C.

BY: 
EMERSON R. JONES, SR.
MANAGER

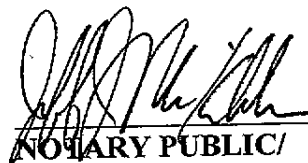
B J GROVES, L.L.C.

BY: 
J. W. EASON, JR.
MANAGER

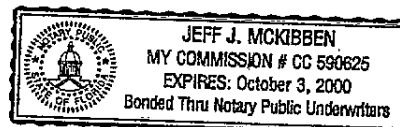
STATE OF FLORIDA:
COUNTY OF HARDEE:

Before me, the undersigned authority personally appeared EMERSON R. JONES, SR., Manager of E. J. GROVES, L.L.C, and J. W. EASON, JR., Manager of B J GROVES, L.L.C, who are known to me to be the persons who executed the foregoing Articles of Organization and acknowledged before me that they made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 21st day of December, 1998.


NOTARY PUBLIC/
STATE OF FLORIDA AT LARGE

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA:
COUNTY OF HARDEE:

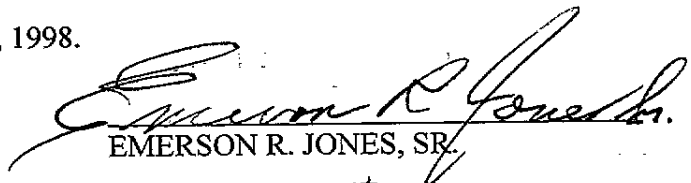
Pursuant to the provisions of Section 608.415 and 608.407 (1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **HARDEE-HOLOPAW GROVES, L.L.C.**

The name of the registered agent for **HARDEE-HOLOPAW GROVES, L.L.C.** is Emerson R. Jones, Sr., and the street address of the company's principal office is 568 Popash Road, Wauchula, FL 33873.

This statement is to acknowledge that, as indicated above, **HARDEE-HOLOPAW GROVES, L.L.C.**, has appointed me, Emerson R. Jones, Sr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 21st day of December, 1998.


EMERSON R. JONES, SR.

The foregoing instrument was acknowledged before me this 21st day of December, 1998, by **EMERSON R. JONES, SR.**, agent on behalf of **HARDEE-HOLOPAW GROVES, L.L.C.**, a limited liability company. He is personally known to me.


NOTARY PUBLIC/
STATE OF FLORIDA AT LARGE

K\CORP\HOLOPAW.SDR



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA:
COUNTY OF HARDEE:

In compliance with Florida Statutes Section 608.407(2), the undersigned as general partner of **HARDEE-HOLOPAW GROVES, L.L.C.**, a member of **HARDEE-HOLOPAW GROVES, L.L.C.**, deposes and says:

1. **HARDEE-HOLOPAW GROVES, L.L.C.** has at least five (5) members, E. J. Groves, L.L.C., B J Groves, L.L.C., Emerson Robert Jones, Jr., Jeffery M. Eason, J. W. Eason, III.

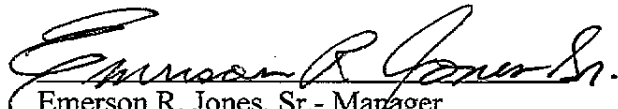
2. The amount of cash contributed by members is:


E. J. Groves, L.L.C.	\$4,500.00
B J Groves, L.L.C.	\$3,000.00
Emerson Robert Jones, Jr.	\$4,500.00
Jeffery M. Eason	\$3,000.00
J. W. Eason, III	\$3,000.00

3. The total amount of cash or property anticipated to be contributed by the members is \$18,000.00.

4. The existing members have not agreed to contribute any other property other than cash.

5. Any new members will contribute cash as determined by the existing members. This cash will be in addition to the amount specified in Paragraph 2. At that time a supplemental affidavit will be filed with the Department of State.



Emerson R. Jones, Sr. - Manager
HARDEE-HOLOPAW GROVES, L.L.C.


J.W. Eason, Jr. - Manager
HARDEE-HOLOPAW GROVES, L.L.C.

The foregoing instrument was acknowledged before me this 21st day of December, 1998, by **EMERSON R. JONES, SR. and J. W. EASON, JR.**, as Managers of **HARDEE HOLOPAW GROVES, L.L.C.**, a limited liability company. They are personally known to me.



K/CORPORATION/HOLOPAW

 (Seal)
NOTARY PUBLIC/
STATE OF FLORIDA AT LARGE