

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100, Tallahassee, Florida 32302
 (850) 224-3370 • Fax (850) 222-1222

L990000001758

Yalaha Baking Company,
LLC

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 DIVISION OF CORPORATION

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Signature _____

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 1999

CAPITAL CONNECTION

SUBJECT: YALAHA BAKING COMPANY, LLC
Ref. Number: W99000005621

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We have received your document for YALAHA BAKING COMPANY, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00010783

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corrected

**ARTICLES OF ORGANIZATION
OF
YALAHA BAKING CENTER, LLC**

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**ARTICLE I
NAME**

The name of this Limited Liability Company is YALAHA BAKING CENTER, LLC.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for a period of 20 years and shall commence existence on the date these Articles are executed. Prior to termination, duration may be extended if the members unanimously agree.

**ARTICLE III
PURPOSE**

This Limited Liability Company is created for the purpose of transacting the business of producing and distributing baked goods, and in such other business as may be agreed upon by the members.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business and initial mailing address of this Limited Liability Company shall be 8210 County Road 48, Yalaha, Florida 34797, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Guenter Herold, c/o Yalaha Country Bakery, Inc., 8210 County Road 48, Yalaha, FL 34797.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of one hundred thousand dollars (\$100,000). Of this amount, ninety-thousand dollars (\$90,000) shall be provided by Werner Voigt, and ten thousand dollars (\$10,000) by Yalaha Country Bakery, Inc. No member shall be entitled to receive interest on his contribution to capital.

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

Except as may otherwise be provided by statute, each member is entitled to vote as set forth in the Regulations.

ARTICLE VI

MANAGEMENT OF BUSINESS

The Limited Liability Company shall be managed by two member managers in accordance with regulations adopted by the members for the management of the business and affairs of the Limited Liability Company. Werner Voigt shall be an initial manager of the Limited Liability Company. His address is Dr. Karl-Wolff-Strasse 4, 09125 Chemnitz, Germany. The second initial manager shall be Yalaha Country Bakery, Inc., whose President is Guenter Herold. The address of the second manager is 8210 County Road 48, Yalaha, FL 34797.

ARTICLE VII

REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company, with decisions to be made by unanimous vote.

ARTICLE VIII

PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX

MEETING OF MEMBERS

Annual meetings of the members shall be held within 45 days after the close of the company's fiscal year by telephone or at times and places selected by the members. Special meetings may be called by any member at any time in accordance with the requirements set forth in the regulations.

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ARTICLE X
TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits and other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE XI
PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to the distributive share of the profits according to the Regulations. Losses shall be passed through to each member in the same proportion according to the Regulations.

ARTICLE XII
ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members.

ARTICLE XIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, or any other event that terminates the continued membership of a member in the company, this Limited Liability Company shall be dissolved unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company, provided that there are at least two remaining members.

ARTICLE XIV
WITHDRAWAL OR RETIREMENT OF MEMBER(S)

In the event any member desires to withdraw or retire from the Limited Liability company, or becomes disabled so that the member is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by telefax or express, receipted mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, the member's guardian shall give notice thereof to each of the other members in the same manner.

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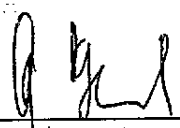
ARTICLE XV
EXPULSION OF MEMBER(S)

Any member may be expelled from membership in the Limited Liability Company by the unanimous vote of the other members on the grounds provided in the Regulations.

ARTICLE XVI
AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendments shall be filed, duly signed by all members of the Limited Liability Company, with the Florida Department of State. All members of the Limited Liability Company agree to abide by unanimous consent, and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, these articles of organization have been executed on MARCH, 15, 1999.



Yalaha Country Bakery, Inc.
organizer/managing member,
By Guenter Herold, President

99 MAR 29 AM 11:06

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF Lake

I HEREBY CERTIFY that before me, the undersigned authority, this day appeared Guenter Herold, and who signed the foregoing Articles of Organization, and who acknowledged before me that they executed the same freely and voluntarily for the uses and purposes herein expressed.

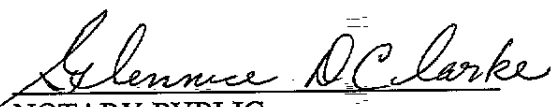
Guenter Herold: ☒ Personally known OR ☐ Provided identification
Type of identification _____

WITNESS my hand and official seal at Yalaha, Florida, this 15th day of March, 1999.



GLENNICE D. CLARKE
My Comm Exp. 8/06/00
Bonded By Service Ins
No. CC574871

☒ Personally Known ☐ Other L.D.




NOTARY PUBLIC
State of Florida at Large

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for YALAHA BAKING CENTER, LLC at the place designated in this statement, 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.

Date: 3-15-, 1999

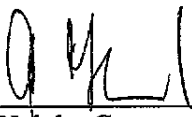

Guenter Herold

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Yalaha Baking Center, LLC, a Florida Limited Liability Company, 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 \$ 100,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash and property anticipated to be contributed by member(s) is \$ 100,000.00. This total includes amounts from items 2 and 3 above.


Signature of Yalaha Country Bakery, Inc.
By Guenter Herold, President,
managing member

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(In accordance with Sec. 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.)

STATE OF FLORIDA
COUNTY OF Lake


I HEREBY CERTIFY that before me, the undersigned authority, this day appeared Guenter Herold, who signed the foregoing Affidavit, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

Guenter Herold ☒ Personally known OR ☐ Provided identification
Type of Identification _____

WITNESS my hand and official seal at Yalaha, Florida, this 15th day of March, 1999.



GLENNICE D. CLARKE
My Comm Exp. 8/06/00
Bonded By Service Ins.
No. CC574871
☒ Personally Known ☐ Other I. D.


NOTARY PUBLIC
State of Florida at Large
My Commission expires _____