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FROM: HOLLAND & KNIGHT

FAX NO.: 407 244 5288

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LIMITED LIABILITY COMPANY

BAY RIDGE FARM, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
BAY RIDGE FARM, L.L.C.**

THE UNDERSIGNED, being a Member (or a duly authorized representative of a Member), desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is BAY RIDGE FARM, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is 5474 Effie Road, Apopka, Florida 32757.

ARTICLE III - DURATION

The Company's existence shall commence on the date of filing of these Articles of Organization with the Florida Department of State and shall continue perpetually until terminated in accordance with the Company's Regulations or upon the occurrence of any of the events specified in Section 608.441 of the Florida Statutes, unless continued by the vote of a majority-in-interest of the remaining Members.

This Instrument Prepared By:
Stephen R. Looney, Esq., FL Bar No. 068344
Holland & Knight LLP
Post Office Box 1526
Orlando, Florida 32801-1526
(407) 425-8500

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ARTICLE IV - MEMBERS

"Members" means the initial Member of the Company and also means any additional or substitute Members admitted to the Company in accordance with these Articles of Organization and the Regulations of the Company.

ARTICLE V - MANAGEMENT

The business of the Company shall be conducted, carried on and managed by not less than one (1) Manager, who shall be elected by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager are as follows:

Name of Manager

Address

Marina B. Toomer

453 Village Place
Longwood, Florida 32779

Such Manager shall serve in such capacity until the first annual meeting of the Members or until her successors are duly elected and qualified.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The admission of additional Members to the Company shall require the approval of the existing Members holding a majority of the interests in the Company.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

If a Member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may continue the Company if a majority-in-interest of the remaining Members consent in writing to continue the busi-

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ness of the Company within ninety (90) days of the occurrence of an event which would otherwise cause a dissolution of the Company.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The initial street address of the registered office of the Company in the State of Florida is 453 Village Place, Longwood, Florida 32779. The name of the initial registered agent of the Company at that address is MARINA B. TOOMER.

ARTICLE IX - PURPOSE

The purposes for which the Company is being formed are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE X - REGULATIONS

The Members shall have the power to adopt, alter, amend, or repeal regulations of the Company, containing provisions for the regulation and management of the affairs of the Company.

ARTICLE XI - AFFIDAVIT

Attached to these Articles of Organization is the Affidavit required under Section 608.407(2) of the Florida Statutes.

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these
Articles of Organization at Longwood, Florida, this 1st day of April, 1999.

MARINA B. TOOMER TRUST dated
May 28, 1987, as Restated and Amended

By: Marina B. Toomer
Marina B. Toomer, Co-Trustee

By: James K. Reed
James K. Reed, Co-Trustee

Having been named as registered agent for the above-mentioned limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

Marina B. Toomer
Marina B. Toomer

Date: April 1, 1999

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AFFIDAVIT

BEFORE ME, the undersigned, personally appeared MARINA B. TOOMER, Co-Trustee of the MARINA B. TOOMER TRUST dated May 28, 1987, as Restated and Amended, a member of BAY RIDGE FARM, L.L.C., a Florida limited liability company, hereinafter referred to as the "Company," of Orange County, Florida, who upon being duly sworn, certified as follows:

1. That the Company has at least one (1) member.
2. That no cash and no property have been contributed to the Company by its members.
3. That real property known as "Bay Ridge Farm" located in Orange County, Florida, having an approximate value of Three Hundred Fifty-Nine Thousand Dollars (\$359,000) is anticipated to be contributed to the Company by its member and no other cash or property is anticipated to be contributed to the Company by its members.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MARINA B. TOOMER TRUST dated
May 28, 1987, as Restated and Amended

Date: April 1, 1999

By Marina B. Toomer
Marina B. Toomer, Co-Trustee

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 1st day of April, 1999, by MARINA B. TOOMER, Co-Trustee of the MARINA B. TOOMER TRUST dated May 28, 1987, as Restated and Amended, a member of BAY RIDGE FARM, L.L.C. Said person did take an oath and (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit:

Stephen R. Looney
Print Name: Stephen R. Looney
Notary Public, State of Florida
Commission No.:
My Commission Expires



STEPHEN R. LOONEY
My Commission CC406223
Expires Nov. 09, 1999