

L99000005769



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 372039 8954A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 285.00

ORDER DATE : September 13, 1999

ORDER TIME : 10:34 AM

ORDER NO. : 372039-005

CUSTOMER NO: 8954A

CUSTOMER: Snow Martin, Jr., Esq
MARTIN & MARTIN
MARTIN & MARTIN
Suite 300
200 Lake Morton Drive
Lakeland, FL 33801

DOMESTIC FILING

NAME: COUNTY LINE FARMS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

Name	
Availability	MJH
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
... P. Verifier	

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 13 PM 1:23

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 13 AM 11:25



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 13, 1999

CSC
ATTN: JANINE LAZZARINI

SUBJECT: COUNTY LINE FARMS, L.L.C.
Ref. Number: W99000021037

RESUBMIT

Please give original
submission date as file date.

We have received your document for COUNTY LINE FARMS, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 299A0004507

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 14 PM 4:37

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**ARTICLES OF ORGANIZATION
OF
COUNTY LINE FARMS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be County Line Farms, L.L.C. ("Company").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The mailing address and principal place of business of the Company in Florida shall be 5151 South Lakeland Drive, Suite 13, Lakeland, Florida 33813, or such other place as the managing member of the Company may determine from time to time.

ARTICLE III - 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 terminate not later than December 31, 2025 unless the Company is earlier dissolved or extended as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized to hold for investment real property to be acquired and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is E. Snow Martin, Jr., 200 Lake Morton Drive, Suite 300, Lakeland, Florida 33801.

ARTICLE VI - INITIAL MEMBERS

The names and addresses of the initial members of the Company are:

Carol J. Barnett and Hoyt R. Barnett
5815 Live Oak Road
Lakeland, Florida

Dana Harwell
932 Wedgewood Lane
Lakeland, Florida 33813

Betty Johnson
101 Odin Drive
Winter Haven, Florida 33884

Sue Loftin and William H. Loftin
5905 Oakmont Lane
Lakeland, Florida 33813

Mark Gard
3730 New Tampa Highway
Lakeland, Florida 33803

Marty Jacoby
Post Office Box 1876
Dundee, Florida 33838

Megan Loftin and Dan Loftin
PSC 116 Box B-303
APO AE, 09777

Lynn Matthews
4224 Boca Pointe Drive
Sarasota, Florida 34238

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DIVISION OF CORPORATIONS
99 SEP 13 AM 11:25

Tom Moore
Post Office Box 1722
Lakeland, Florida 33802

J. Hardin Peterson, Jr.
358 Hunters Crossing
Tallahassee, Florida 32312

Lester Register, Jr.
3730 New Tampa Highway
Lakeland, Florida 33801

Jack Stephens
318 E. Belvedere Street
Lakeland, Florida 33803

H.R. Todd
222 Morningside Drive
Lakeland, Florida 33803

Robert L. Trohn
1 Lake Morton Drive
Lakeland, Florida 33801

D.A. Troiano
Post Office Box 829
Lakeland, Florida 33802

Howard Vaughn
1119 Sugartree Drive South
Lakeland, Florida 33813

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted from time to time only upon the consent of a majority in interest of the members, and the managing member shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

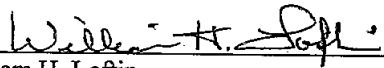
ARTICLE VIII - MANAGEMENT

The management of the Company shall be by one or more managing members. The initial managing member shall be William H. Loftin until the first annual meeting of the members. The members shall elect, by a majority in interest of the members, the managing member of the Company to conduct the business affairs of the Company, in accordance with the Regulations

ARTICLE IX - CONTINUATION OF BUSINESS

The remaining members of the Company shall have the right to 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 Company.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Lakeland, Florida, for the foregoing uses and purposes this 10 day of September, 1999.


William H. Loftin

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 10 day of September, 1999 by William H. Loftin, who is personally known to me and who did not take an oath.

(Seal)



Dana Lynn Townsend
MY COMMISSION # CC508296 EXPIRES
November 6, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

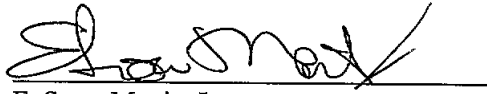
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, County Line Farms, L.L.C., submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is County Line Farms, L.L.C.
2. The name and address of the registered agent and office is: E. Snow Martin, Jr., 200 Lake Morton Drive, Suite 300, Lakeland, Florida 33801.

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, the undersigned, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of duties, and if familiar with and accepts the obligations of the position as registered agent.

Dated: September 10, 1999


E. Snow Martin, Jr.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of County Line Farms, L.L.C. deposes and says:

1. The above name limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$ 0.00.
3. If any, the agreed value of property other than cash contributed by members is \$ 3,604,000.00.
4. The total amount of cash or property anticipated to be contributed by members is \$ 3,604,000.00. This total includes amounts from 2 and 3 above.

William H. Loftin
William H. Loftin

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 10 day of September, 1999 by William H. Loftin, who is personally known to me and who did not take an oath.

(Seal)



Dana Lynn Townsend
MY COMMISSION # CC608296 EXPIRES
November 6, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Dana Lynn Townsend
Notary Public

Real Property in Hillsborough County, Florida

A-A ZONED LANDS - 340 AC**DESCRIPTION: (FOR ZONING PURPOSES ONLY)**

A parcel of land lying in Sections 25 and 36, Township 28 South, Range 22 East, Hillsborough County, Florida and being more particularly described as follows:

Commence at the Northeast Corner of said Section 25 for the Point of Beginning and run S01°29'14"E, along the easterly boundary line of said Section 25, said line being 50.00 feet west of and parallel to the centerline of County Line Road, a distance of 5310.34 feet to a point, said point being the Southeast Corner of said Section 25, also being the Northeast Corner of said Section 36; leaving said corner, run S01°25'15"E, along the easterly boundary line of said Section 36, said line being 50.00 feet west of and parallel to the centerline of County Line Road a distance of 409.26 feet to a point; leaving said line, run N89°19'34"W, a distance of 3725.17 feet to a point; thence run N00°36'51"W, a distance of 359.08 feet to a point; thence run N89°19'34"W, a distance of 200.28 feet to a point intersecting a 40 Acre Line; thence run N00°36'51"W, along said 40 Acre Line, a distance of 50.01 feet to a point intersecting the northerly boundary line of said Section 36, also being the southerly boundary line of said Section 25, said point also being a 40 Acre Corner; leaving said corner, run S89°19'34"E, along said boundary line, a distance of 200.28 feet to a point; leaving said boundary line run N02°21'05"W, a distance of 1324.24 feet to a point; thence run N02°20'10"W, a distance of 1319.78 feet to a point intersecting the east/west centerline of said Section 25; leaving said centerline, run N02°23'44"W, a distance of 660.83 feet to a point; thence run S89°27'50"E, a distance of 1126.95 feet to a point; thence intersecting the north/south centerline of said Section 25; thence run N02°12'31"W, along said centerline, a distance of 659.55 feet to a 40 Acre Corner; leaving said centerline, run S89°31'21"E, along a 40 Acre Line, a distance of 1329.04 feet to a 40 Acre Corner; leaving said corner, run N02°00'44"W, along a 40 Acre Line, a distance of 1332.94 feet to a 40 Acre Corner intersecting the northerly boundary line of said Section 25; leaving said corner, run S89°42'26"E, along said boundary line, a distance of 1333.42 feet to the Point of Beginning, containing 400.000 acres more or less.

TOGETHER WITH

A parcel of land lying in Section 36, Township 28 South, Range 22 East, Hillsborough County, Florida and being more particularly described as follows:

Commence at the Northeast Corner of said Section 36 and run S01°25'15"E, along the easterly boundary line of said Section 36, said line being 50.00 feet west of and parallel to the centerline of County Line Road, a distance of 409.26 feet to the Point of Beginning:

Thence continue along the previous course, a distance of 2243.55 feet to a point, said point being the East 1/4 corner of said Section 36; leaving said corner, run N89°37'13"W, along the east/west centerline of said Section 36, a distance of 2623.14 feet to a point, said point being the Center of said Section 36; leaving said point, run N89°28'35"W, along said centerline, a distance of 61.80 feet to a point; leaving said centerline, run N00°47'27"W, a distance of 482.09 feet to a point; thence run N89°28'35"W, a distance of 1070.00 feet to a point; thence run N00°36'51"W, a distance of 802.26 feet to a point; thence run N89°28'35"W, a distance of 200.27 feet to a point intersecting a 40 Acre Line; thence run N00°36'51"W, along said line, a distance of 100.02 feet to a point; leaving said line, run S89°19'34"E, a distance of 200.28 feet to a point; thence run N00°36'51"W, a distance of 664.18 feet to a point; thence run N89°19'34"W, a distance of 200.28 feet to a point intersecting a 40 Acre Line; thence run N00°36'51"W, along said line, a distance of 190.05 feet to a point; leaving said line, run S89°19'34"E, a distance of 200.28 feet to a point; thence run N00°36'51"W, a distance of 21.01 feet to a point; thence run S89°19'34"E, a distance of 3725.17 feet to the Point of Beginning, containing 182.838 acres more or less.

LESS AND EXCEPT

A parcel of land being a portion of Sections 24 and 25, Township 28 South, Range 22 East, Hillsborough County, Florida, being described as follows:

Commence at Northeast corner of said Section 25 for the POINT OF BEGINNING and run thence South $01^{\circ}29'14''$ East, along the easterly boundary line of said Section 25, said line being 50.00 feet west of and parallel to the centerline of County Line Road, a distance of 4628.94 feet; leaving said line, run thence North $89^{\circ}19'34''$ West, a distance of 2642.39 feet; thence North $02^{\circ}12'31''$ West, a distance of 659.55 feet; thence South $89^{\circ}31'21''$ East, a distance of 1332.294 feet to a point on the North boundary line of said Section 25; run thence South $89^{\circ}42'26''$ East, along said north line a distance of 1333.42 feet to the POINT OF BEGINNING.

LESS AND EXCEPT

PLANT CITY COMMERCE CENTER - PHASE 1, as recorded in Plat Book 80, Pages 31-1 and 31-2, Public Records of Hillsborough County, Florida.

LESS AND EXCEPT

Right-of-way for County Line Road, described in Official Records Book 4916, Page 1955, Public Records of Hillsborough County, Florida, being described as follows:

The East 26 feet of the North 993 feet of Section 25, Township 28 South, Range 22 East, Hillsborough County, Florida.

ALSO: The East 36 feet of the South 2080 feet of the North 3073 feet of said Section 25.

ALSO: The East 26 feet of the South 2236.01 feet of said Section 25;

ALSO: The East 26 feet of the North 1962.43 feet of Section 36, Township 28 South, Range 22 East, Hillsborough County, Florida.

ALSO: That part of the Northeast $1/4$ of said Section 36 which lies within 86 feet right of the following described centerline:

Assuming the West line of Section 31, Township 28 South, Range 23 East, Polk County, Florida to be a due North-South line: commence at the Southwest corner of the Northwest $1/4$ of said Section 31: run thence North along said West line 1326.61 feet; thence East 50 feet; thence run South and parallel to said West line a distance of 634.79 feet to the point of beginning and the beginning of a curve to the right having a radius of 2864.79 feet; thence along said curve through a central angle of 6 degrees 33 minutes 28 seconds an arc distance of 327.89 feet; thence South 6 degrees 33 minutes 28 seconds West 558.08 feet to the end of the centerline.