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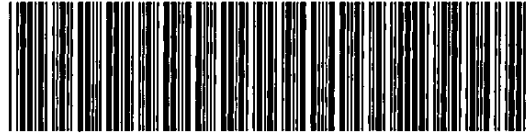
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fred Gutwein Family Citrus LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Brent C. Gutwein
(Name of Person)

Fred Gutwein Family Citrus LLC
(Firm/Company)

909 East Stewart Drive
(Address)

Rensselaer, IN 47978
(City/State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Brent C. Gutwein at (219) 819.2000
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



ATTORNEYS AT LAW

WILLIAM K. BENNETT
(1919-1998)
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BRENT E. CLARY
ROGER WM. BENNETT
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JASON W. BENNETT
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STUART R. GUTWEIN
GREGORY S. LOYD

* of counsel

July 25, 2007

Florida Department of State
Division of Corporations
Attn: Deborah Bruce, Document Specialist
P. O. Box 6327
Tallahassee, Florida 32314

Re: **Fred Gutwein Family Citrus LLC**
Your Ref. Number: W07000034668
Your Letter Number: 407A00045591
Our File No. 9715.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Bruce:

I am legal counsel for Fred Gutwein Family Citrus LLC. Brent C. Gutwein provided me with your July 19, 2007 letter, a copy of which is enclosed herein, for response.

Enclosed please find the Application, with an attachment to said Application to correct the same (in duplicate), prepared pursuant to my office's conference with your office today.

Please complete the filing, and furnish a file-marked copy of the Application and any correspondence to me in the enclosed self-addressed stamped envelope, in lieu of returning the documents to Brent C. Gutwein.

If you have any questions, or need further information or documentation, please contact me.

Sincerely,

BENNETT BOEHNING & CLARY LLP

Stuart R. Gutwein

SRG:jam / Enclosures

cc: Brent C. Gutwein

MAILING ADDRESS
P.O. BOX 469
LAFAYETTE, INDIANA 47902-0469

LAW OFFICE
COLUMBIA CENTER
415 COLUMBIA STREET
SUITE 1000
LAFAYETTE, INDIANA 47901
TEL: 765-742-9066
FAX: 765-742-7641



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 19, 2007

BRENT C. GUTWEIN
909 EAST STEWART DRIVE
RENSSELAER, IN 47978

SUBJECT: FRED GUTWEIN FAMILY CITRUS LLC
Ref. Number: W07000034668

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07 JUL 27 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FRED GUTWEIN FAMILY CITRUS LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 407A00045591

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Fred Gutwein Family Citrus LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Indiana

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 35-2099810

(FEI number, if applicable)

4. January 2000

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 909 East Stewart Drive

Rensselaer, IN 47978

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

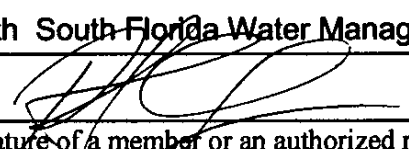
9. The name and usual business addresses of the managing members or managers are as follows:

See attached sheet

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Application for

Water Use permit with South Florida Water Management District for citrus operation.


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Brent C. Gutwein

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment to: Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida

Foreign LLC: Fred Gutwein Family Citrus LLC

8. N/A
9. The Board of Directors of Fred Gutwein Family Citrus LLC has full power and authority to manage and control the affairs and business of the Company. The Board of Directors hires a CEO to manage the day-to-day operations and affairs of the business and perform any action required in the normal course of the company's business.

The Board of Directors and CEO consist of the following persons:

Steve Ringger	2400 East 350 North, Bluffton, IN 46714	Director
Randy Gudeman	13761 W. 700 S., Francesville, IN 47946	Director
Frank Gutwein	1142 Blackberry Lane, East Peoria, IL 61611	Director
Tony Albrecht	1329 Fairfax Drive, Lafayette, IN 47909	Director
Brent Gutwein	909 East Stewart Drive, Rensselaer, IN 47978	Director/CEO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Fred Gutwein Family Citrus LLC

If name unavailable, the alternate name to be used in the state of Florida is:

Caloosahatchee Management

2. The name and the Florida street address of the registered agent and office are:

George L. Walker

(Name)

16217 Bowline Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Bokeelia, FL 33922

FL

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUL 27 PM 2:40

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I 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 as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greetings:

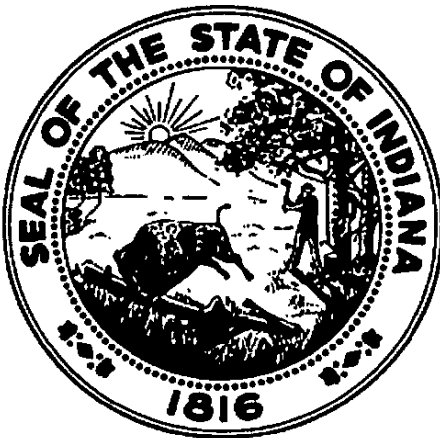
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

FRED GUTWEIN FAMILY CITRUS LLC

duly filed the requisite documents to commence business activities under the laws of State of Indiana on ~~January 01, 2000~~, and was in existence or authorized to transact business in the State of Indiana on July 09, 2007.

I further certify this Domestic Limited Liability Company (LLC) has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Ninth Day of July, 2007.

A handwritten signature in black ink, appearing to read "Todd Rokita".

TODD ROKITA, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA