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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 FEB 23 PM 2:19

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J. SAULSBERRY
EXAMINER

FEB 24 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Berry Family Wyoming, 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:

Joshua O. Dorcey, ESQ

Name of Person

The Dorcey Law Firm, PLC

Firm/Company

10181 Six Mile Cypress Pkwy. Ste. C

Address

Fort Myers, FL 33966

City/State and Zip Code

Josh@Dorceylaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joshua O. Dorcey, ESQ

Name of Person

at (239)

418-0169

Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
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

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**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. Berry Family Wyoming 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. Wyoming

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

3.

(FEI number, if applicable)

4. 01/28/2011

(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. 13042 Moody River Pkwy

Fort Myers, FL 33903

(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:

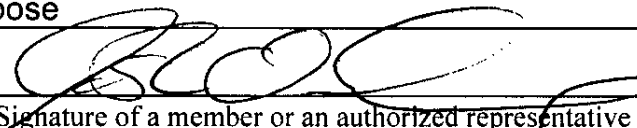
Jeffrey R. Berry - 13042 Moody River Pkwy, Fort Myers, FL 33903

Deborah A. Berry - 13042 Moody River Pkwy, Fort Myers, FL 33903

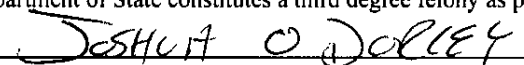
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate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

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

Any Lawful Purpose


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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)


Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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**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:

Berry Family Wyoming LLC

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

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

The Dorcey Law Firm, PLC

(Name)

10181 Six Mile Cypress Pkwy, Ste. C

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

Fort Myers

FL 33903

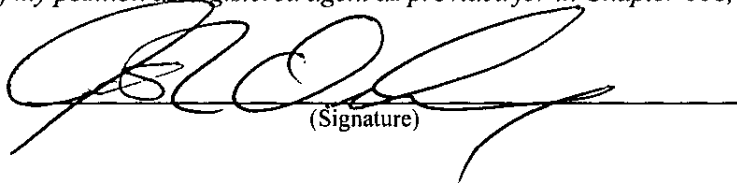
City/State/Zip

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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 WYOMING
Office of the Secretary of State

I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

Berry Family Wyoming, LLC
is a
Limited Liability Company

formed or qualified under the laws of Wyoming did on **January 28, 2011**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2011-000596187**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 7th day of February, 2011 at 11:08 AM. This certificate is assigned 009282196.



Max Maxfield
Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION BERRY FAMILY WYOMING, LLC

1. Introduction & Preliminary Statements

The undersigned Organizer desires to form a domestic close limited liability company pursuant to the Laws of the State of Wyoming by delivering in duplicate to the Secretary of State of the State of Wyoming these Articles of Organization in accordance with the provisions of W.S. §17-15-101 *et seq.*, the Wyoming Limited Liability Company Act, hereinafter referred to as the "Act".

2. Close Limited Liability Company Election

The Organizer also elects to have the limited liability company be a close limited liability company as provided by WS §17-25-101 *et seq.*, the Wyoming Close Limited Liability Supplement, hereinafter referred to as the "Supplement".

3. Name of the Limited Liability Company

The name of the close limited liability company, hereinafter referred to as the "Company", shall be:

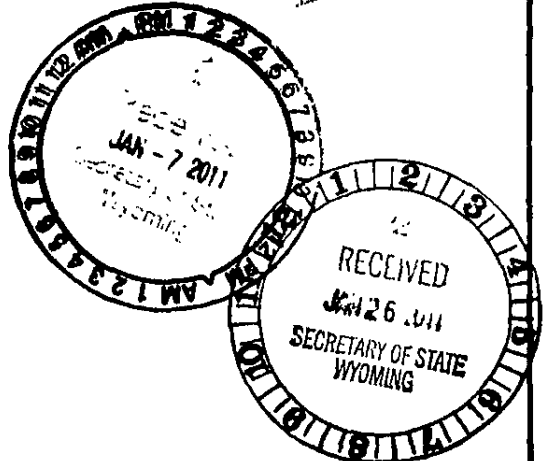
BERRY FAMILY WYOMING, LLC

4. Mailing Address of the Company

The mailing address where correspondence and annual report forms can be sent is:

BERRY FAMILY WYOMING, LLC
13042 MOODY RIVER PARKWAY
FORT MYERS FL 33903

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5. Principal Address of the Company

The Principal Address of the Company is the same as the Mailing Address of the Company, unless a different address is entered here.

6. Duration and Constitution

The duration of this LLC is perpetual. Any vote to liquidate the company will require the affirmative vote of 100% in interest of the members. Any vote to amend this instrument or the Operating Agreement to permit a liquidation voting requirement of less than the prescribed voting percentage will require the affirmative vote of 100% in interest of the members.

As an entity for federal income tax purposes and as an entity under the laws of the State of Wyoming, this LLC will not terminate by reason of: (1) the death or disability of a member; or (2) the removal, resignation, death, disability or other inability to continue service of a manager or the addition or substitution of a general manager; or (3) the bankruptcy or insolvency of any member; or (4) a member's marital separation or divorce; or (5) the withdrawal of a member, including the redemption of such member's ownership interest; or (6) any other act or omission to act, not having the approval or consent of all members, that is or may be construed to be a termination of the LLC as an entity under the laws of the State of Wyoming. To the greatest extent permitted by the laws of the State of Wyoming, any act or omission to act that is construed to be a termination or dissolution shall nonetheless be construed to be an intended reconstitution and continuation of the company without the requirement of liquidation and winding-up.

7. Purpose for Which the Limited Liability Company is Organized

The Company is authorized to conduct any and all business and investment activities that are permitted by Wyoming law. The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: to carry on and engage in and/or conduct any lawful business or investment activities, and exercise all of the powers, rights and privileges which a close limited liability company organized under the Act and the Supplement may have and exercise.

8. Named & Address of Registered Agent

The name and address of the registered agent located in the State of Wyoming is:

Teton Agents, LLC
P.O. Box 1226 575 South Willow Street,
Jackson, WY 83001

9. Initial Capital Contribution

In compliance with Wyoming Statute 17-15-107(a)(v), the total amount of cash and a description and the agreed value of property other than cash contributed is:

JEFFREY R. BERRY \$1,000.00

DEBORAH A. BERRY \$1,000.00

10. Additional Capital Contributions

In compliance with Wyoming Statute 17-15-107(a)(vi), there is no contractual requirement that additional capital contributions be made to the LLC. Additional contributions may only be made with the consent of all the members.

11. Admission of Additional Members

The Company shall have the right to admit additional Members to the Company upon such terms and conditions as all members may unanimously agree. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member as provided in the Operating Agreement. Any transferee of a Member's Interests in the Company shall be treated as an Assignee until such time as that transferee is admitted as an Additional or Substitute Member, if ever, in accordance with the terms of the Operating Agreement.

12. Continuation of Business

In the event of the death, disability, retirement, resignation, withdrawal, 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, the remaining Members and Managers of the Company shall have the right to continue the business of the Company in accordance with the terms of the Operating Agreement. In the event that the remaining Members and Managers fail to continue the business of the Company in accordance with the terms of the Operating Agreement, the Company shall be dissolved and liquidated in accordance with the provisions of the Act, the Supplement and the Operating Agreement.

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13. Management

This Limited Liability Company is to be managed by one or more managers, whose name or names are:

JEFFREY R. BERRY
13042 MOODY RIVER PARKWAY
FORT MYERS FL 33903

DEBORAH A. BERRY
13042 MOODY RIVER PARKWAY
FORT MYERS FL 33903

Managers of the Company shall have the authority to act for the members in in respect to all matters, including the right to receive all communications with regard business and investment activities of the Company.

If no manager appointed in these Articles, or pursuant to the Operating Agreement is able or willing to serve, the members may, by majority vote, appoint one or more other managers.

14. Operating Agreement & Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers and the rights and obligations of its Members and Managers to the extent not expressly required by and provided for in the Act or the Supplement, shall be set forth in the Operating Agreement adopted by the Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein. These Articles of Organization and the Operating Agreement will bind each member and collectively their successors, assigns, and for any individual person, that person's successors, assigns, estate, heirs and personal representatives.

15. Limitations on Withdrawal, Ownership & Use of Property

The following requirements apply to all members. No member will be entitled to withdraw or demand the return of all or any part of such member's capital contribution to this LLC. No member may require the company to pay to such member the value of such member's capital account in the company, except upon dissolution and liquidation of the company. No member will have the unilateral right to compel a liquidation or dissolution of the company or to compel a partition and/or distribution of any property of the company. No member will have a direct or indirect ownership interest in any property of this LLC, nor will any member have any right to the income produced by, or the personal use of property that such member contributes to the company. This LLC may redeem the interest of a member or assignee pursuant to the voting and consent requirements prescribed by the Operating Agreement.

16. Restrictions on Transfer

The Operating Agreement includes limitations and restrictions on the right of a member to transfer an ownership interest in the company. The restrictions apply to the transfer of voting rights and distribution rights.

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A statement in substantially the following form shall appear conspicuously in the Operating Agreement and on any certificates of ownership in a close limited liability company:

NOTICE OF RESTRICTIONS ON TRANSFERS AND WITHDRAWALS

The rights of members in a close limited liability company may differ materially from the rights of members in other limited liability companies. The Close Limited Liability Company Supplement, Articles of Organization and Operating Agreement of a close limited liability company may restrict transfer of ownership interests, withdrawal or resignation from the company, return of capital contributions and dissolution of the company.

IN WITNESS WHEREOF the undersigned Organizer hereby forms this close limited liability company.

Executed this 30 day of November, 2010



JEFFREY R. BERRY, Organizer

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TALLAHASSEE, FLORIDA

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