

#11200003394

Division of Corporations

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Florida Department of State
Division of Corporations
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Foreign Limited Liability Company
SCOTT (FL) LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
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K. SALY
EXAMINER
JUN 18 2012



June 15, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: SCOTT (FL) LLC
REF: W12000032425

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L06000058700 "SCOTT, LLC".

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Karen A Saly
Regulatory Specialist II

FAX Aud. #: H12000159340
Letter Number: 012A00016742

RE-SUBMIT
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date of submission 6/14

P.O BOX 6327 - Tallahassee, Florida 32314

SUBJECT: Scott (FL) LLC

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..

Deborah Reusch

Skadden Arps Slate Meagher & Flom, LLP

One Rodney Square

Wilmington, DE 19801

For further information concerning this matter, please call:

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

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. Scott (FL) LLC

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

Scott Farms 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. Delaware

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

3. _____

(FEI number, if applicable)

4. June 13, 2012

(Date of Organization)

5. _____

(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. 10 East 53rd Street, 29th Floor, New York, New York 10022

(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:

American Farmland Company, L.P.

10 East 53rd Street, 29th Floor, New York, New York 10022

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: Purchase of farmland.


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.)

Geoffrey Lewis, Treasurer and CFO of the
Co-General Partners of the Sole Member

FILED
12 JUN 14 AM 8:28
DEPARTMENT 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:

Scott (FL) LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation, Florida 33324

City/State/Zip

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.

CT Corporation System

By: Kathryn A. Widdens

(Signature)

Kathryn A. Widdens - Asst Secretary

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

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of Scott (FL) LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Delaware

(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the

requirements of the s. 608.406, F.S., the limited liability company hereby adopts the

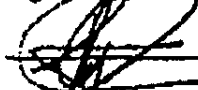
following name to transact business in the state of Florida:

Scott Farms LLC

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: June 15, 2012

Signature(s) of Manager(s) and/or Managing Member(s):



Geoffrey Lewis, Treasurer & CFO of the
Co-General Partners of the Sole Member

CR2E122 (7/07)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCOTT (FL) LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JUNE, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5169727 8300

120740023

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9644334

DATE: 06-14-12