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MARLOW WHITE

Requester's Name
P-O Box 1050

Address
Talla. FL 32302

City/State/Zip
Phone #
425-5000

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

00 FEB 16 PM 3:33

APPROVED
AND
FILED

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SIMPSON NURSERIES, L.A.A.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Examiner's Initials

IN THE PUBLIC RECORDS
OF JEFFERSON COUNTY, FLORIDA
CLERK OF CIRCUIT COURT

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**ARTICLES OF ASSOCIATION
OF
SIMPSON NURSERIES, L.A.A.**

FILED AND ENTERED

THE UNDERSIGNED hereby form a limited agricultural association for profit under Chapter 604 of the Florida Statutes, by hereby adopting the following Articles of Association subject to the approval of the Circuit Court in and for Jefferson County, Florida:

ARTICLE I

Name

The name of the limited agricultural association (hereinafter the "Association") shall be Simpson Nurseries, L.A.A., whose principal place of business is Highway 19 South, Monticello, Florida 32344; its mailing address is Post Office Box 160, Monticello FL 32345.

ARTICLE II

Business of the Company

This Association is authorized to conduct all lawful agriculturally related pursuits within and without the State of Florida; and, shall have all of the powers granted by the laws of the State of Florida to persons, partnerships and corporations for profit so far as the same may be applicable to agriculture or livestock in all phases and the operations incident thereto not inconsistent with Sections 604.09 through 604.14, Florida Statutes.

ARTICLE III

Period of Duration

The period of duration for the Association shall be from the date that these Articles are recorded with the Clerk of the Circuit Court in and for Jefferson County, Florida, and continuing thereafter for thirty (30) years, unless extended per the Association Bylaws.

ARTICLE IV

Management Committee and Initial Officers

The Association's Management Committee shall consist of not less than three nor more than seven Members of the Association as from time to time determined by the Association Bylaws. The business of the Association is to be conducted by officers, who shall be Members of the Association, as from time to time determined by the Bylaws. The names and addresses of the initial Officers of the Association, all of whom are Members of the Association, are:

CERTIFIED TRUE AND CORRECT COPY
CARL D. BOATWRIGHT
CLERK OF CIRCUIT COURT
JEFFERSON COUNTY, FLORIDA



BY: *[Signature]*

ORBK PAGE

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JEFFERSON CO., FL

IN THE PUBLIC RECORDS
OF JEFFERSON COUNTY, FLORIDA
CLERK OF CIRCUIT COURT
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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OF JEFFERSON CO., FL
CLERK OF CIRCUIT COURT

Sharpsburg, LLC
General Manager
P. O. Box 160
Monticello FL 32345

Marse Robert, Inc.
Manager – Records
850 N. Jefferson St. #9
Monticello FL 32344

LAT, L. C.
Manager - Finance
1635 Oakmont Lane
Orlando FL 32804

For-Ever Green of Jefferson County, L.L.C; Manager – Operations; Route 1 – Box 250;
Monticello FL 32344

ARTICLE V

Admission of Additional Members; Members Right to Continue Business

Additional members may be admitted to the Association but only if all the current members agree to the admission of the additional members and to the terms of such admission as provided in the Bylaws of the Association as from time to time amended. The right, if given, of the remaining Members of the Association to continue the business on the death, insanity 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 Association shall be as set forth in the Bylaws of the Association.

ARTICLE VI

Assignment of Member's Interest; Rights of Assignee

A member's interest in the Association shall not be assignable, in whole or in part, except as expressly set forth in the Association's Bylaws and an assignee of a member's interest pursuant to the Association's Bylaws, as from time to time amended, shall not become a member without the written consent of all members other than the assigning member. The Association's Bylaws shall provide that a member's interest in the Association shall be evidenced by a membership certificate and such certificate shall bear a legend referencing the restriction imposed upon assignment or alienation of a member's interest set forth in this Article VII and the Association's Bylaws.

ARTICLE VII

Limitation on Liability

No Member of the Association shall be held personally liable for any claim against, or the indebtedness and obligations of, the Association; nor shall any Management Committee Member be liable to the Association or its other members for monetary damages for an act or omission in the Management Committee Member's capacity as a manager, except that this Article does not eliminate or limit the liability of a Management Committee Manager to the extent that the Management Committee Member is found liable for (i) a breach of the duty of loyalty

to the Association or its members, (ii) an act or omission not in good faith that constitutes a breach of duty of the Management Committee Member to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which the Management Committee Member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Management Committee Member's office, or (iv) an act or omission for which the liability of the Management Committee Member is expressly provided by an applicable statute. Any repeal or amendment of this Article by the members of the Association shall be prospective only and not adversely affect any limitation on the liability of a Management Committee Member of the Association existing at the time of such repeal or amendment. In addition to the circumstances in which the Association's Management Committee Member is not liable is set forth herein, the Management Committee Member shall not be liable to the fullest extent permitted by any provision of the statutes of the State of Florida hereinafter enacted that further limits the liability of a Management Committee Member of a limited agricultural association, a manager of a limited liability company or of a director of a corporation.

ARTICLE VIII

Termination of Membership

If a member of the Association dies, retires, resigns, is expelled, declared insane, becomes bankrupt, is dissolved or upon the occurrence of any other event which terminates the continued membership of a member in the Association, the remaining members may, by unanimous written agreement, continue the business of the Association.

ARTICLE IX

Resident Office and Registered Agent

The Resident Office of the Association in this State shall be Route 1 – Box 250, Monticello, Florida 32344 and the Registered Agent shall be Halsey W. Beshears.

ARTICLE X

Miscellaneous

The Management Committee Members, and their successors, shall be, and by these presents hereby are constituted and appointed the true and lawful attorneys-in-fact for the members and their respective assignees, and each of them with full power and authority for them in their names to execute, acknowledge or swear to and file Amendments of these Articles of Association and other Association documents such as deeds, mortgages, leases, notes, pledges, security instruments, contracts and such other instruments as may be necessary to carry on the business of the Association, provided no such instrument results in the personal liability of any Member.

IN WITNESS WHEREOF, the undersigned have caused the execution of these Articles by their duly authorized representatives on this 29th day of November, 1999.

SHARPSBURG, LLC

By: *Fred H. Beshears*
Fred H. Beshears, Manager

MARSE ROBERT, INC.

By: *Robert T. Beshears*
Robert T. Beshears, President

LAT, L. C.

By: *Thad Beshears*
Thad Beshears, Manager

FOR-EVER GREEN OF JEFFERSON COUNTY, L. L. C.

By: *Halsey W. Beshears*
Halsey W. Beshears, Manager

ACKNOWLEDGEMENT BY ASSOCIATION MEMBERS

STATE OF FLORIDA

s. s. Monticello

COUNTY OF JEFFERSON

BEFORE ME, the undersigned authority, personally appeared FRED H. BESHEARS, ROBERT T. BESEARS, HALSEY W. BESHEARS and THAD BESHEARS, each of whom, being well-known to me to be the above-indicated officers of SHARPSBURG, LLC., MARSE ROBERT, INC., FOR-EVER GREEN OF JEFFERSON COUNTY, L.L.C., and LAT, L. C., although not taking an oath but being advised of the penalties of perjury, executed the foregoing Articles of Association of SIMPSON NURSERIES, L.A.A., in my presence and each declared that the aforementioned entities are the sole Members of the Association, that they executed the Articles of Association as duly authorized representatives of the Members thereof for the purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and official seal on this 29th day of November, 1999.

Marlow V. White



Marlow V White
My Commission CC581656
Expires Sep. 02, 2000

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named limited agriculture association, at the place designated above, I hereby agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed: 11/24/99


Registered Agent

APPROVAL OF ARTICLES

UPON CONSIDERATION of the foregoing Articles of Association of SIMPSON NURSERIES, L.A.A., and finding them properly filed with the Clerk of the Circuit Court in the County within which the principal place of business of the Association is to be located; and, that the Articles of Association are for purposes authorized by law, the same are hereby approved. The Clerk shall record the Articles, together with this endorsement, and upon such recording the subscribers shall be a limited agricultural association for profit.

ORDERED, in Chambers, at Monticello, on this 16TH ~~day of November, 1999~~ FEBRUARY 2000


CIRCUIT JUDGE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED