

**United States Bankruptcy Court
Middle District of North Carolina**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Botanicals, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 11-3751451	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 710 S Bennett St Southern Pines, NC ZIP Code 28387	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Moore	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): 710 S Bennett St Southern Pines, NC 28387	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input checked="" type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Botanicals, LLC
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
Botanicals, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Erik M. Harvey
Signature of Attorney for Debtor(s)

Erik M. Harvey 37663
Printed Name of Attorney for Debtor(s)

Liao Harvey PC
Firm Name

**2200 Silas Creek Pkwy
Suite 3A
Winston Salem, NC 27103**

Address

336-500-0008 Fax: 336-602-1917

Telephone Number

May 19, 2015

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Carol Dowd
Signature of Authorized Individual

Carol Dowd
Printed Name of Authorized Individual

Member Manager
Title of Authorized Individual

May 19, 2015

Date

United States Bankruptcy Court
Middle District of North Carolina

In re Botanicals, LLC

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
NC Department of Revenue PO Box 25000 Raleigh, NC 27640-0002	NC Department of Revenue PO Box 25000 Raleigh, NC 27640-0002	Sales & Use Taxes Owed	Disputed	22,451.33
On Deck Lending 1400 Broadway New York, NY 10018	On Deck Lending 1400 Broadway New York, NY 10018	Money Owed		15,246.50
Curtis Flower Farm 5211 Snow Camp Rd Graham, NC 27253	Curtis Flower Farm 5211 Snow Camp Rd Graham, NC 27253	Money Owed		12,313.51
Deetto SST Card Services Box 23060 Columbus, GA 31902	Deetto SST Card Services Box 23060 Columbus, GA 31902	Money owed		8,907.21
Cleveland Plant and Flower Company 12920 Corporate Dr Cleveland, OH 44130	Cleveland Plant and Flower Company 12920 Corporate Dr Cleveland, OH 44130	Money Owed		7,710.43
Advanced Mechanical Systems 161 Michael Rd Carthage, NC 28327	Advanced Mechanical Systems 161 Michael Rd Carthage, NC 28327	Money Owed		5,975.20
Aurora Hills Nursery 986 South Current St Pinebluff, NC 28373	Aurora Hills Nursery 986 South Current St Pinebluff, NC 28373	Money Owed		3,600.00
James McDermott, CPA Box 480 Southern Pines, NC 28388	James McDermott, CPA Box 480 Southern Pines, NC 28388	Money Owed		3,111.63
Internal Revenue Service Centralized Insolvency PO Box 7346 Philadelphia, PA 19101-7346	Internal Revenue Service Centralized Insolvency PO Box 7346 Philadelphia, PA 19101-7346	Taxes Owed		3,000.00
Burleson Flower Farms 10327 Hwy 49 Nort Mount Pleasant, NC 28124	Burleson Flower Farms 10327 Hwy 49 Nort Mount Pleasant, NC 28124	Money Owed		2,069.60
Reaves Nursery Farm 328 Sand Pit Rd Aberdeen, NC 28315	Reaves Nursery Farm 328 Sand Pit Rd Aberdeen, NC 28315	Money Owed		1,959.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Lihmil 735 A Indeneer Dr Kernersville, NC 27284	Lihmil 735 A Indeneer Dr Kernersville, NC 27284	Money Owed		1,500.00
Teleflora 11444 West Olympic Blvd Los Angeles, CA 90064	Teleflora 11444 West Olympic Blvd Los Angeles, CA 90064	Money Owed		1,484.28
Van Dijk Bloeman Postbus 1408 1430 BK Aalsmeer THE NETHERLANDS	Van Dijk Bloeman Postbus 1408 1430 BK Aalsmeer THE NETHERLANDS	Money Owed		590.80
The Pilot PO Box 58 Southern Pines, NC 28388	The Pilot PO Box 58 Southern Pines, NC 28388	Money Owed		551.95
Moore County Telephone Directory Box 58 Southern Pines, NC 28388	Moore County Telephone Directory Box 58 Southern Pines, NC 28388	Money Owed		525.00
Plants Unlimited 12 Pinecrest Dr Fairmont, NC 28340	Plants Unlimited 12 Pinecrest Dr Fairmont, NC 28340	Money Owed		468.50
Orchid Gallery 2698 Hanks Chapel Rd Pittsboro, NC 27312	Orchid Gallery 2698 Hanks Chapel Rd Pittsboro, NC 27312	Money Owed		432.00
NC Department of Revenue PO Box 25000 Raleigh, NC 27640-0002	NC Department of Revenue PO Box 25000 Raleigh, NC 27640-0002	Withholding Taxes Owed	Disputed	388.63
Green Haven Plant Farm 255 Green Haven Lane Carthage, NC 28327	Green Haven Plant Farm 255 Green Haven Lane Carthage, NC 28327	Money Owed		358.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Member Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date May 19, 2015Signature /s/ Carol Dowd
Carol Dowd
Member Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Botanicals, LLC -

ADVANCED MECHINICAL SYSTEMS
161 MICHAEL RD
CARTHAGE, NC 28327

AURORA HILLS NURSERY
986 SOUTH CURRENT ST
PINEBLUFF, NC 28373

BURLESON FLOWER FARMS
10327 HWY 49 NORT
MOUNT PLEASANT, NC 28124

CLEVELAND PLANT AND FLOWER COMPANY
12920 CORPORATE DR
CLEVELAND, OH 44130

CURTIS FLOWER FARM
5211 SNOW CAMP RD
GRAHAM, NC 27253

CYN-MAR CORP
BOX 339
PINE LEVEL, NC 27568

DANIEL GARNER
NC DEPARTMENT OF REVENUE
PO BOX 871
RALEIGH, NC 27602

DEETTO
SST CARD SERVICES
BOX 23060
COLUMBUS, GA 31902

EMPLOYMENT SECURITY COMMISSION
PO BOX 26504
RALEIGH, NC 27611

GREEN HAVEN PLANT FARM
255 GREEN HAVEN LANE
CARTHAGE, NC 28327

Botanicals, LLC -

INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY
PO BOX 7346
PHILADELPHIA, PA 19101-7346

JAMES MCDERMOTT, CPA
BOX 480
SOUTHERN PINES, NC 28388

JARNEILLS ORIENTAL TRADERS, INC.
1935 VALLEY VIEW RD
WEST COLUMBIA, SC 29172

JEFF EPSTEIN
NC DEPARTMENT OF REVENUE
PO BOX 871
RALEIGH, NC 27602

LIHMIL
735 A INDENEER DR
KERNERSVILLE, NC 27284

MOORE COUNTY TAX OFFICE
PO BOX 905
CARTHAGE, NC 28327

MOORE COUNTY TELEPHONE DIRECTORY
BOX 58
SOUTHERN PINES, NC 28388

NC DEPARTMENT OF REVENUE
PO BOX 25000
RALEIGH, NC 27640-0002

ON DECK LENDING
1400 BROADWAY
NEW YORK, NY 10018

ORCHID GALLERY
2698 HANKS CHAPEL RD
PITTSBORO, NC 27312

PLANTS UNLIMITED
12 PINECREST DR
FAIRMONT, NC 28340

Botanicals, LLC -

REAVES NURSERY FARM
328 SAND PIT RD
ABERDEEN, NC 28315

TELEFLORA
11444 WEST OLYMPIC BLVD
LOS ANGELES, CA 90064

THE PILOT
PO BOX 58
SOUTHERN PINES, NC 28388

VAN DIJK BLOEMAN
POSTBUS 1408
1430 BK AALSMEER
THE NETHERLANDS

**United States Bankruptcy Court
Middle District of North Carolina**

In re Botanicals, LLC

Debtor(s)

Case No. _____
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Botanicals, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

May 19, 2015

Date

/s/ Erik M. Harvey

Erik M. Harvey 37663

Signature of Attorney or Litigant
Counsel for Botanicals, LLC

Liao Harvey PC

2200 Silas Creek Pkwy

Suite 3A

Winston Salem, NC 27103

336-500-0008 Fax:336-602-1917

**United States Bankruptcy Court
Middle District of North Carolina**

In re Botanicals, LLC

Debtor(s)

Case No. _____

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Carol Dowd**, declare under penalty of perjury that I am the **Member Manager** of **Botanicals, LLC**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the __ day of __, 20__.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Carol Dowd, Member Manager** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Carol Dowd, Member Manager** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Carol Dowd, Member Manager** of this Corporation is authorized and directed to employ **Erik M. Harvey 37663**, attorney and the law firm of **Liao Harvey PC** to represent the corporation in such bankruptcy case."

Date May 19, 2015

Signed /s/ Carol Dowd

Carol Dowd

Resolution of Board of Directors
of
Botanicals, LLC

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Carol Dowd, Member Manager** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Carol Dowd, Member Manager** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Carol Dowd, Member Manager** of this Corporation is authorized and directed to employ **Erik M. Harvey 37663**, attorney and the law firm of **Liao Harvey PC** to represent the corporation in such bankruptcy case.

Date May 19, 2015

Signed /s/Carol Dowd

Date May 19, 2015

Signed _____