



# L02000017356

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AUTHORIZATION :

COST LIMIT : \$ 125.00

*Patricia Pigute*

ORDER DATE : July 10, 2002

ORDER TIME : 3:43 PM

ORDER NO. : 658256-005

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CUSTOMER NO: 82724A

CUSTOMER: Scott Duval, Esq  
Conroy Coleman & Hazzard, P.a.  
2640 Golden Gate Boulevard  
Suite 115  
Naples, FL 34105

FILED  
02 JUL 10 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GOOD II GO, L.L.C.

BK

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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**ARTICLES OF ORGANIZATION  
OF  
GOOD II GO, L.L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME**

The name of this limited liability company is GOOD II GO, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 10353 Tamiami Trail North, Naples, Florida 34108. The Company's registered agent is Scott W. Duval, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III  
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV  
ORGANIZER**

The organizers of the Company are W. E. Chapin, III and James D. Allen, who are natural persons at least eighteen (18) years old.

**ARTICLE V**

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## **PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

## **ARTICLE VI MANAGEMENT**

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

W. E. Chapin, III  
10353 Tamiami Trail North  
Naples, Florida 34105

James D. Allen  
267 Airport Road South  
Naples, Florida 34104

## **ARTICLE VII CONTRIBUTIONS**

The members in the aggregate have contributed to the Company One Thousand Dollars (\$1,000.00) in cash.

## **ARTICLE VIII ADMISSION OF NEW MEMBERS**

The Company may admit new members as provided in the Company's operating agreement.

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## **ARTICLE IX DISSOLUTION**

### **Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member**

- (a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.
- (b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.01(b), the Company must have at least one (1) remaining member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

## **ARTICLE X DISTRIBUTIONS**

### **Section 10.01 Interim Distributions**

The Company may make interim distributions of property to its members as agreed by all of the members.

### **Section 10.02 Winding-Up Distributions**

The Company may make winding-up distributions of property to its members as agreed by all of the members.

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**ARTICLE XI  
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO  
OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 9<sup>th</sup> day of July, 2002.

  
W. E. Chapin, II

  
James D. Allen

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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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: GOOD II GO, L.L.C.
2. The name and address of the registered agent and office is:

Scott W. Duval  
Conroy, Coleman & Hazzard, P.A.  
2640 Golden Gate Parkway, Suite 115  
Naples, Florida 34105

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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 accept the obligations of my position as registered agent.*

  
(Signature)

July, 9 2002