

L03000010800

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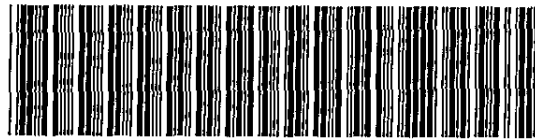
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05 JAN 31 PM 1:06  
STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 173174 7103152

AUTHORIZATION :

*Patricia Piquit*

COST LIMIT : \$ 25.00

ORDER DATE : January 28, 2005

ORDER TIME : 9:31 AM

ORDER NO. : 173174-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Amy Pescetto  
Goodlette Coleman & Johnson,  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

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05 JAN 31 PM 1:06  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BECK GROUP OF FT. MYERS, LLC

EFFECTIVE DATE:

XX\_\_\_ ARTICLES OF AMENDMENT  
\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_ CERTIFIED COPY  
XX\_\_\_ PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
BECK GROUP OF FT. MYERS, LLC,  
a Florida Limited Liability Company**

FILED  
05 JAN 31 PM 1:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The Articles of Organization were filed on March 26, 2003, and assigned document number L03000010800. Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida limited liability company hereby amends and restates its Articles of Organization in their entirety. These Amended and Restated Articles of Organization were adopted by the Members on January 25, 2005.

The undersigned, representing all of the Members of **Beck Group of Ft. Myers, LLC**, adopts and submits the following Amended and Restated Articles of Organization for such limited liability company:

**ARTICLE I  
NAME**

The name of the limited liability company shall be **Beck Group of Ft. Myers, LLC**, a Florida limited liability company (the "Company").

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **2150 Goodlette Road North, Suite 700, Naples, Florida 34102**.

**ARTICLE III  
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered agent of the Company is **4001 Tamiami Trail North, Suite 300, Naples, Florida, 34103**, and the name of the registered agent at such address is **Craig D. Grider, Esq.**

**ARTICLE IV  
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

**ARTICLE V  
EFFECTIVE DATE**

The Company's effective date of existence began as of the filing of the initial Articles of Organization on March 26, 2003.

## ARTICLE VI DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

## ARTICLE VII ADOPTION OF OPERATING AGREEMENT AND REGULATIONS

The Operating Agreement and Regulations of the Company shall be adopted by its members. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Amended and Restated Articles of Organization.

## ARTICLE VIII INITIAL MANAGERS

The Company will be managed by one or more managers, who shall be designated, appointed or elected by the Members, as more fully described in the Operating Agreement and Regulations. The number of managers of the Company shall be one (1) which shall be designated, appointed or elected in accordance with the terms of the Operating Agreement and Regulations of the Company. The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. Until such time as a successor or substitute is elected, appointed or designated in accordance with the Operating Agreement and Regulations, the Manager of the Company shall be as follows:

**MGR:**           **Kevin L. Stoneburner**  
                    **2150 Goodlette Road North, Suite 700**  
                    **Naples, Florida 34102**

IN WITNESS WHEREOF, the undersigned, being all of the Members of the Company, for the purpose of amending and restating the Articles of Organization of the Company under the Florida Limited Liability Company Act, have executed these Amended and Restated Articles of Organization as of this 15 day of January, 2005.

By:

  
Kevin L. Stoneburner

By:

  
Chris M. Gioffi

**ACCEPTANCE BY REGISTERED AGENT**

I, **Craig D. Grider**, having been duly designated to act as registered agent and to accept service of process for Beck Group of Ft. Myers, LLC, a limited liability company which was organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

By: \_\_\_\_\_

Craig D. Grider