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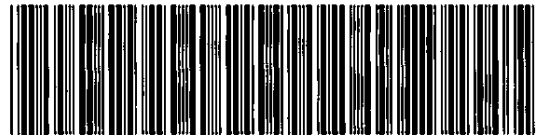
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY 27 PM 2:42

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: The Good Group, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kurt A. Raulin, Esq.

Name of Person

The Raulin Professional Group, LLC

Firm/Company

2000 RiverEdge Parkway, N.W., Suite 660

Address

Atlanta, GA 30328-4618

City/State and Zip Code

kraulin@raulingroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kurt A. Raulin

Name of Person

at (770)

874-9210

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**THE GOOD GROUP, LLC
AMENDED & RESTATED ARTICLES OF ORGANIZATION**

THESE AMENDED & RESTATED ARTICLES OF ORGANIZATION (these "**Articles**") are submitted to the Florida Secretary of State, Division of Corporations (the "**Division**"), pursuant to Sections 608.407 and 608.411, FLA. STAT. (2009), for the purpose of amending and restating the original Articles of Organization of a limited liability company previously organized pursuant to the Florida Limited Liability Company Act (Section 608.401 *et seq.*, FLA. STAT. (2009)).

**Article I
NAME**

"The Good Group, LLC" (the "**Company**") is the name of the Florida limited liability company previously formed by the filing of the original Articles of Organization (document number L03000013660) with the Division on April 16, 2003.

**Article II
PRINCIPAL PLACE OF BUSINESS**

The mailing address of the Company's principal place of business is 2000 RiverEdge Parkway, N.W., Suite 660, Sandy Springs, Georgia 30328-4618. The Company may change its principal place of business from time to time by notifying the Division of its new mailing address.

**Article III
REGISTERED OFFICE & AGENT**

The street address of the Company's registered office is 28 East Washington Street, Orlando, Orange County, Florida 32801-2311, and the Company's registered agent at such address is R. Barry Morgan. Pursuant to Section 608.416, FLA. STAT. (2009), the Company may change its registered office and agent from time to time by notifying the Division of the street address of its new registered office and the name of its new registered agent.

**Article IV
ORGANIZATION OF COMPANY**

The Members shall organize the Company pursuant to a written operating agreement that states the Company's business purposes, the Members' rights and obligations, the Managers' powers and duties, and the fundamental procedures for the conduct of the Company's business and affairs (the "**Operating Agreement**"). The Members may amend the Operating Agreement from time to time pursuant to the terms and conditions thereof.

Article V
AUTHORITY OF MANAGERS

Pursuant to Sections 608.407(6), 608.422(3) and (4), FLA. STAT. (2009), the Company's management is vested in one or more Managers, whom the Members shall select in accordance with the Operating Agreement. The Managers may be Members, but are not required to be Members. The Managers have the specific powers and authority to take such actions as may be stated in the Operating Agreement or as the Members may authorize in writing from time to time. Upon receipt of a written request from an interested third party, the Company may issue a certificate identifying the current Managers as evidence of their authority to conduct the Company's business and affairs and to enter into particular transactions on its behalf.

Article VI
AUTHORITY OF MEMBERS

Pursuant to Sections 608.4235(2) and (3), FLA. STAT. (2009), no Member has any authority to bind the Company in any way, for any purpose, including, without limitation, the authority to convey the Company's real estate or any interest therein, merely by virtue of being a Member. The Managers may, from time to time, authorize in writing an identified Member or other person to take certain actions on the Company's behalf. Pursuant to Section 608.407(5), without the previously described written authorization, no third party may rely upon the authority of any Member, or any other person who is not a Manager, to conduct the Company's business and affairs or to enter into any transaction on its behalf.

Article VII
MEMBERS' APPROVAL RIGHTS

Except as otherwise specifically provided in the Operating Agreement, the Members have the right to approve or disapprove, by their vote or written consent, those matters set forth in Section 608.4231(5), FLA. STAT. (2009).

Article VIII
TERM OF EXISTENCE

Pursuant to Section 608.409, FLA. STAT. (2009), the Company's existence previously began at the time of the filing of the original Articles of Organization with the Division, and will continue hereafter until such time as the Company may be dissolved pursuant to the terms and conditions of the Operating Agreement and Section 608.441, FLA. STAT. (2009), to the extent such statute section does not conflict with the Operating Agreement.

[Signatures begin on the following page of these Articles.]

IN WITNESS WHEREOF, the Members of the Company have caused the Company's duly authorized Manager to execute these Articles and file them with the Division.

THE GOOD GROUP, LLC,
a Florida limited liability company

By: R.H. Good
Robert H. Good, II,
Sole Manager