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TALLAHASSEE, FLORIDA

J. SPAN FEB - 7 2005

BONDURANT AND FUQUA, P.A.

**ATTORNEYS AT LAW
4450 LAFAYETTE STREET
POST OFFICE BOX 1508
MARIANNA, FLORIDA 32447**

FRANK E. BONDURANT
TELEPHONE: (850) 526-2263/EXT. 29
FACSIMILE: (850) 526-5947
E-mail: fbondurant@earthlink.net

January 27, 2005

H. MATTHEW FUQUA
TELEPHONE: (850) 526-2263/EXT 30
FACSIMILE: (850) 526-5947
E-mail: mfuqua@earthlink.net

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: G & G Resources, L.L.C..
Articles of Organization

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed please find the original and one copy of the Articles of Organization for G & G Resources, L.L.C., for filing. You will also find enclosed our check in the amount of \$160.00 to cover the following costs:

| | |
|-------------------------------|-----------------|
| Filing Fees | \$100.00 |
| Designation of Resident Agent | \$ 25.00 |
| Certified Copy of Articles | \$ 30.00 |
| Certificate of Status | \$ 5.00 |
| TOTAL | \$160.00 |

Your prompt attention in this regard is greatly appreciated.

Sincerely,



H. Matthew Fuqua
For the Firm

HMF/st

Enc:

ARTICLES OF ORGANIZATION

FOR

G & G RESOURCES, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned certifies that I have associated for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be G & G Resources, L.L.C. and its principal office shall be located at 2910 Russ Street, in the City of Marianna, Jackson County, Florida 32446, and its mailing address shall be the same, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business' to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department and to perform and carry out, assign, cancel or rescind any of such contracts.
5. To exercise all of any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate,

individual, or other entity, and in this capacity or under this arrangement develop, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either along or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III - EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by the members. The names and addresses of members are as follows: :

Greg Wise, 4559 Red Oak Trace, Marianna, Florida 32446
Gary Mattison, 74 Hidden Lakes, Miramar Beach, Florida 35520

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

A) *Profit Sharing:* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a share of the profits equal to their ownership in the corporation. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 31.

B) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in shares equal to their capital contribution.

ARTICLE VIII. DURATION

This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2910 Russ Street, Marianna, Jackson County, Florida 32446. The name and street address of the initial registered agent are: H. Matthew Fuqua, Esq., 4450 Lafayette Street, Marianna, Florida 32446. The mailing address of the initial registered agent is Post Office Box 1508, Marianna, Florida 32447.

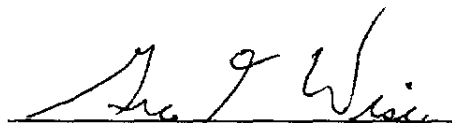
Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



H. MATTHEW FUQUA
Signature of Registered Agent

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of G & G Resources, L.L.C.

EXECUTED by the undersigned at Marianna, Florida, this 28th day of JANUARY, 2005.



GREG WISE
4559 Red Oak Trace
Marianna, Florida 32446



GARY MATTISON
45 Hidden Lakes Drive
Miramar Beach, Florida 35520

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