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Special Instructions to Filing Officer: L. SELLERS APR - 8 2008 EXAMINER Office Use Only	FILED 2008 APR -7 PH 1: 47 SECRE TARY OF STATE TALLAHASSEE, FLORIDA	

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STATE OF FLORIDA

AMENDMENT TO THE ARTICLES OF ORGANIZATION OF COUNTRY LIFESTYLE GROUP, L.L.C.

THIS AMENDMENT to the Articles of Organization of COUNTRY LIFESTYLE GROUP, L.L.C. ("Articles"), a Florida Limited Liability Company, is made and entered into by the written consent of a majority of all the Members as required by Operating Agreement of Country Lifestyle Group, a Florida Limited Liability Company, ("Operating Agreement"). The required written consent of a majority of all the Members is evidenced and proven by the Written Resolutions Of A Majority Of All Members Of Country Lifestyle Group, LLC and the three Assignments And Redemptions of Membership Interest of Country Lifestyle Group, LLC attached hereto as "Exhibit A," "Exhibit B," "Exhibit C," and "Exhibit D."

WITNESSETH:

WHEREAS, all the Members desire to amend the Articles of Organization of Country Lifestyle Group, L.L.C. ("CLG") in order to remove certain initial Members of the company and redeem their membership interests, along with removing all rights, responsibilities and obligations of these Members as stipulated in both the Articles and the Operating Agreement, including but not limited to, the Non-Compete Clause established in Article VI, Section 25, of the Operating Agreement; and

NOW, THEREFORE, pursuant to Article V, Section 20, of the Operating Agreement of CLG, the undersigned do hereby certify as follows:

1. The name of the company is currently COUNTRY LIFESTYLE GROUP, L.L.C.

2. CLG was initially formed on or about August 27, 2007, upon the filing of the Articles of Organization with the Office of the Secretary of State for the State of Florida and further identified as L07000087206.

3. The Articles of Organization of CLG and its Operating Agreement are hereby amended in the following respects and will be filed in the Office of the Secretary of State for the State of Florida:

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(a) The following individuals shall be forever disassociated and removed as defined as officers, managers or any other representatives or owners of CLG. These individuals follows:

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Rusty Faulk Merrill Sport 624 Reid Loop 249 East First Ext. Luverne, AL 36049 Luverne, AL 36049 **Richard Peoples** 138 Lakeside Drive Kennesaw, GA 30144

(b) Rusty Faulk, Merrill Sport and Richard Peoples will no longer own a percentage interest in CLG. These assigned and redeemed interests, the assignment and redemption of which are evidenced in Exhibits "B," "C," and "D" attached hereto, are as follows:

Initial Members	Percentage Interest in LLC
Rusty Faulk	21%
Merrill Sport	20%
Richard Peoples	4%

Any and all information pertaining to Members found in said Articles or the 4. Operating Agreement, including but not limited to, the Non-Compete Clause found in Article VI, Section 25, of the Operating Agreement, shall no longer be applicable to Rusty Faulk, Merrill Sport and Richard Peoples.

5. Except as herein and hereby amended, modified or changed, all items and provisions of CLG's Articles of Organization and Operating Agreement shall continue in full force and effect according to the terms thereof.

IN WITNESS WHEREOF, the undersigned have both executed this Amendment and stipulated that the undersigned constitute a majority of all of the Members of CLG on this <u>a</u> (a) day of February 2008.

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MAJORITY OF MEMBERS:

RUSTY FA

Notary Public in and for said County in said state hereby certify that , whose name is signed to the foregoine fistrument al and who is known to the nowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date. Eday of Februa

Given under my hand and official seal, this _

SEAL Commission xpir Commission Number: DAVID HARRISON STATE OF COUNTY OF , Notary Public in and for said County in said state, I, hereby certify that O Ourte Harrow, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date. Given under my hand and official seal, this $\frac{26^{4}}{2008}$ day of $\frac{2008}{2008}$. SEAL Notary Publie Print Name: VICK My Commission Expires: Commission Number: STATE OF **U** COUNTY OF , Notary Public in and for said County in said state, I. BAXTEP hereby certify that Kell _____, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date. Given under my hand and official seal, this <u>ab</u> day of <u>Mar</u> 2008. 2008 APR -SEAL Notary Public Print Name: VICKU My Commission Expires: 5 <u>a</u> PH I: Commission Number:

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ma STATE OF 🖌 COUNTY OF

I, <u>UICLE</u>, <u>Notary Public in and for said County in said state</u>, hereby certify that <u>Date</u> <u>Date</u>, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this $\frac{\partial 6^{4}}{\partial b}$ day of $\frac{\partial 6^{4}}{\partial b}$ day of $\frac{\partial 6^{4}}{\partial b}$ and $\frac{\partial 6^{4}}{\partial b}$ day of $\frac{\partial$

SEAL

Notary Public Print Name: Vi'Cky \underline{m} My Commission Expires: Commission Number:

This document is prepared by:

Leah C. Brook, Attorney at Law 252 Larkin Road, P.O. Box 648 Elba, AL 36323 (334) 897-0165

FILED

EXHIBIT "A"

WRITTEN RESOLUTIONS OF A MAJORITY OF ALL MEMBERS OF

COUNTRY LIFESTYLE GROUP, LLC MACL February <u>AL</u> 2008

The undersigned, being a majority of all the Members of **COUNTRY LIFESTYLE GROUP, LLC,** a Florida limited liability company (the "Company"), after good faith negotiations and deliberations, do hereby adopt the following resolutions for and on behalf of the Company and themselves individually:

BE IT RESOLVED, That the purpose of this resolution is to formally disassociate and remove Rusty Faulk, Merrill Sport and Richard Peoples as Members of Company, effective immediately upon the date of this resolution.

BE IT RESOLVED, That upon their removal as Members, Rusty Faulk, Merrill Sport and Richard Peoples, will no longer share in the rights, obligations, assets or liabilities of the Company that are listed in the Articles of Organization of Country Lifestyle Group, LLC, ("Articles of Organization") filed on or about August 27, 2007, in the Office of the Secretary of State for the State of Florida and further identified as L07000087206, the Operating Agreement for said Company or any documents or resolutions in relation thereto.

BE IT RESOLVED, That upon their removal as Members, Rusty Faulk, Merrill Sport and Richard Peoples, will no longer be bound by the covenants of the Articles of Organization or the Operating Agreement, including but not limited to, the Non-Compete Clause contained therein.

BE IT RESOLVED, That upon their removal as Members, Rusty Faulk, Merrill Sport and Richard Peoples, will assign all their membership interests in Company and

Company will redeem such interests. Therefore, Rusty Faulk will assign and the Company will redeem Faulk's twenty-one percent (21%) membership interest. Merrill Sport will assign and the Company will redeem Sport's twenty percent (20%) membership interest. Lastly, Richard Peoples will assign and the Company will redeem Peoples' four percent (4%) membership interest.

BE IT RESOLVED, That any provisions in the Articles of Organization, Operating Agreement or any Amendments to either said document that are not consistent with the foregoing Resolutions are hereby amended to be consistent with these Resolutions.

BE IT FURTHER RESOLVED, That this agreement may be executed in any number of counterparts and all such counterparts will be deemed an original and for all purposes constitute one agreement binding on the parties hereto.

These Written Resolutions are hereby adopted and approved by a majority of all Members of the Company. These Written Resolutions shall be incorporated into the Amendment To The Articles Of Organization of Country Lifestyle Group, L.L.C., as Exhibit "A," and the actions taken herein shall be fully effective on February _____ 2008.

IN WITNESS WHEREOF, the undersigned have executed these Written Resolutions and stipulated that a majority of all the Members of Company are represented by signature below, as of the day and year first above written.

MAJORITY OF MEMBERS:

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STATE OF COUNTY OF Notary Public in and for said County in said state, hereby certify that whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date. _day of tobuar Given under my hand and official seal, this $\underline{/4'}$ 2008. SEAL Not ame: Millae My Commission Expires: Commission Number: VID HÁRRISÓN STATE OF COUNTY OF , Notary Public in and for said I, Jn. County in said state, hereby certify that Dand <u>a</u>()~ whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date. Given under my hand and official seal, this 26^{44} day of -774 (L 2008. M. SEAL

Print Name: VICKy 9 My Commission Expires: Commission Number:

STATE OF COUNTY OF

I, U.A. Marger, Notary Public in and for said County in said state, hereby certify that <u>Kerky</u>, <u>Barky</u>, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this $\underline{\mathcal{A}}^{\underline{\mathcal{A}}}$ day of $\underline{\mathcal{M}}^{\underline{\mathcal{A}}}$ day of $\underline{\mathcal{M}}^{\underline{\mathcal{A}}}$

SEAL

m. mas Notary Public Print Name: VICK My Commission Expires:___ Commission Number:

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STATE OF COUNTY OF Notary Public in and for said I, County in said state, hereby certify that

Given under my hand and official seal, this $\partial \mathcal{L}$ day of \mathcal{M} day of 2008.

SEAL

Notary Public		
Print Name:	l'cken	Me Minsan 5/21/11
My Commission	n Expires:	5/21/11
Commission Nu	umber:	-/ /

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This document is prepared by: Leah C. Brook, Attorney at Law 252 Larkin Road, P.O. Box 648 Elba, AL 36323 (334) 897-0165

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EXHIBIT "B"

ASSIGNMENT AND REDEMPTION OF

MEMBERSHIP INTEREST OF

COUNTRY LIFESTYLE GROUP, L.L.C.

This Assignment and Redemption of Membership Interest is made and entered into on this <u>A</u> day of February 2008, by and between RUSTY FAULK, a resident of Alabama (the "Assignor"), and COUNTRY LIFESTYLE GROUP, L.L.C., a Florida limited liability company (the "Assignee").

WITNESSETH

WHEREAS, Assignor owns twenty-one percent (21%) Membership Interest ("Percentage Interest") in COUNTRY LIFESTYLE GROUP, L.L.C., an Florida limited liability company (the "Company"), whose Articles of Organization were filed in the Office of the Secretary of State for the State of Florida, on or about August 27, 2007, and is identified as L07000087206;

WHEREAS, for good and valuable consideration, Assignor desires to assign and Assignee desires to redeem Assignor's entire Percentage Interest in the Company which constitutes a twenty-one percent (21%) interest in the Company;

WHEREAS, the Assignment and Redemption is approved by a majority of all the Members of the Company, as reflected by that certain Written Resolution Of A Majority Of All Members Of Country Lifestyle Group, L.L.C., dated February 26, 2008.

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, Assignor does hereby assign, convey and set over and Company does

hereby redeem twenty-one percent (21%) of Assignor's twenty-one percent (21%) Percentage Interest in the Company.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to this Assignment and Redemption of Membership Interest in COUNTRY LIFESTYLE GROUP, L.L.C., as of the day and year first written above.

This Assignment and Redemption of Membership Interest may be executed in any number of counterparts and all of such counterparts shall be deemed an original and for all purposes constitute one agreement binding on the parties hereto.

ASSIGNOR:

RUS

STATE OF COUNTY OF

otary Public in and for said County in said state, hereby certify that

whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

day of Februar Given under my hand and official seal, this /42008. SEAL Name

My Comprission Expires: Commission Number:

ASSIGNEE:

STATE OF

COUNTRY LIFESTYLE GROUP, L.L.C.

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By: Print Name: Qarid Its:

COUNTY OF __________, Notary Public in and for said I, _______, Notary Public in and for said County in said state, hereby certify that _______, A._____, Notary Public in and for said County in said state, hereby certify that _______, Notary Public in and for said an authorized representative of Country Lifestyle Group, L.L.C. having full authority to execute said document, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this $\underline{200}^{\bullet}$ day of $\underline{3000}$ day of $\underline{3000}$

SEAL

Notary Públic Print Name: Vi'cky M. Morgan My Commission Expires: 5/ai / 11 Commission Number:

EXHIBIT "C"

ASSIGNMENT AND REDEMPTION OF MEMBERSHIP INTEREST OF COUNTRY LIFESTYLE GROUP, L.L.C.

This Assignment and Redemption of Membership Interest is made and entered into on this <u>26</u> day of February 2008, by and between MERRILL SPORT, a resident of Alabama (the "Assignor"), and COUNTRY LIFESTYLE GROUP, L.L.C., a Florida limited liability company (the "Assignee").

<u>WITNESSETH</u>

WHEREAS, Assignor owns twenty percent (20%) Membership Interest ("Percentage Interest") in COUNTRY LIFESTYLE GROUP, L.L.C., an Florida limited liability company (the "Company"), whose Articles of Organization were filed in the Office of the Secretary of State for the State of Florida, on or about August 27, 2007, and is identified as L07000087206;

WHEREAS, for good and valuable consideration, Assignor desires to assign and Assignee desires to redeem Assignor's entire Percentage Interest in the Company which constitutes a twenty percent (20%) interest in the Company;

WHEREAS, the Assignment and Redemption is approved by a majority of all the Members of the Company, as reflected by that certain Written Resolution Of A Majority Of All Members Of Country Lifestyle Group, L.L.C., dated February <u>26</u>, 2008.

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, Assignor does hereby assign, convey and set over and Company does

hereby redeem twenty percent (20%) of Assignor's twenty percent (20%) Percentage Interest in the Company.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to this Assignment and Redemption of Membership Interest in COUNTRY LIFESTYLE GROUP, L.L.C., as of the day and year first written above.

This Assignment and Redemption of Membership Interest may be executed in any number of counterparts and all of such counterparts shall be deemed an original and for all purposes constitute one agreement binding on the parties hereto.

ASSIGNOR:

STATE OF A COUNTY OF

Notary Public in and for said County in said state, hereby certify that MON

whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

day of Folina Given under my hand and official seal, this 2008. SEAL

Name:

My Commission Expires: Commission Number:

ASSIGNEE:

STATE OF ()

COUNTRY LIFESTYLE GROUP, L.L.C.

By: Print Name: Harrison n di Its:

COUNTY OF __________, Notary Public in and for said I, _______, Notary Public in and for said County in said state, hereby certify that _______, Notary Public in and for said County in said state, hereby certify that _______, as an authorized representative of Country Lifestyle Group, L.L.C. having full authority to execute said document, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this $\frac{26^{4}}{2008}$ day of <u>March</u> 2008.

SEAL

m. mar Notary Public

Print Name: <u>Vi Ck</u> <u>Morqqı</u> My Commission Expires: <u>5/ai/ii</u> Commission Number:

EXHIBIT "D"

ASSIGNMENT AND REDEMPTION OF MEMBERSHIP INTEREST OF COUNTRY LIFESTYLE GROUP, L.L.C.

This Assignment and Redemption of Membership Interest is made and entered March into on this <u>A</u> day of February 2008, by and between RICHARD PEOPLES, a resident of Georgia (the "Assignor"), and COUNTRY LIFESTYLE GROUP, L.L.C, a Florida limited liability company (the "Assignee").

WITNESSETH

WHEREAS, Assignor owns four percent (4%) Membership Interest ("Percentage Interest") in COUNTRY LIFESTYLE GROUP, L.L.C., a Florida limited liability company (the "Company"), whose Articles of Organization were filed in the Office of the Secretary of State for the State of Florida, on or about August 27, 2007, and is identified as L07000087206;

WHEREAS, for good and valuable consideration, Assignor desires to assign and Assignee desires to redeem Assignor's entire Percentage Interest in the Company which constitutes a four percent (4%) interest in the Company;

WHEREAS, the Assignment and Redemption is approved by a majority of all the Members of the Company, as reflected by that certain Written Resolution Of A Majority Of All Members Of Country Lifestyle Group, L.L.C., dated February 26, 2008.

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, Assignor does hereby assign, convey and set over and Company does

hereby redeem four percent (4%) of Assignor's four percent (4%) Percentage Interest in the Company.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to this Assignment and Redemption of Membership Interest in COUNTRY LIFESTYLE GROUP, L.L.C., as of the day and year first written above.

This Assignment and Redemption of Membership Interest may be executed in any number of counterparts and all of such counterparts shall be deemed an original and for all purposes constitute one agreement binding on the parties hereto.

ASSIGNOR:

RICHARD PEO

STATE OF COUNTY OF

ablic in and for said County in said state, hereby certify that whose name is signed to the foregoing instrument and who is known to me,

acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

elsmany Given under my hand and official seal, this 23 day of 2008.

SEAL

rint Name: My Commission Expires: Commission Number:

ASSIGNEE:

COUNTRY LIFESTYLE GROUP, L.L.C.

By: Print Aame: Jarrish Its:

STATE OF <u>Oldren</u> COUNTY OF <u>Coffu</u> I, <u>Urd</u> <u>M. Magan</u>, Notary Public in and for said County in said state, hereby certify that <u>Ord K. Harrisor</u>, as an authorized representative of Country Lifestyle Group, L.L.C. having full authority to execute said document, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he has executed same voluntarily on this date.

Given under my hand and official seal, this $\partial \underline{\partial} \underline{\partial} \underline{\partial} day$ of $\underline{\partial} \underline{\partial} \underline{\partial} \underline{\partial} day$ of 2008.

SEAL

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Notary Public Print Name: Yi City M. Morgan My Commission Expires: 5/21/11 Commission Number: