

M080000004460

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400136468524

~~10/02/08--01024--011 \*\*130.00~~

10/02/08--01024--011 \*\*260.00

~~10/02/08--01024--011 \*\*130.00~~

**FILED**  
08 OCT -2 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. ~~Colleg~~ OCT 3 - 2008

**THE DUNLAP LAW FIRM, LLC**

2964 PEACHTREE ROAD  
BUCKHEAD CENTRE - SUITE 300  
**ATLANTA, GEORGIA 30305**

TELEPHONE 404-816-4034  
TELECOPY 404-816-4035

R. Hunt Dunlap, Jr.  
Direct Dial: 404-816-4095  
E-Mail: [hdunlap@dunlap-law.com](mailto:hdunlap@dunlap-law.com)

October 1, 2008

**BY FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**RE: Goodman Enterprises, LLC  
S. J. Collins Enterprises, LLC**

Dear Sir or Madam:

Enclosed are the following documents necessary to qualify Goodman Enterprises, LLC to transact business in the State of Florida:

1. Cover Letter regarding Goodman Enterprises, LLC;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Certificate of Designation of Registered Agent;
4. Certificate of Existence issued by the Georgia Secretary of State; and
5. Member's Consent to use of alternate name if necessary.

and the following documents necessary to qualify S. J. Collins Enterprises, LLC to transact business in the State of Florida:

6. Cover Letter regarding S. J. Collins Enterprises, LLC;
7. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
8. Certificate of Designation of Registered Agent;
9. Certificate of Existence issued by the Georgia Secretary of State; and
10. Member's Consent to use of alternate name if necessary.

THE DUNLAP LAW FIRM, LLC

Florida Secretary of State  
Division of Corporations  
October 1, 2008  
Page 2

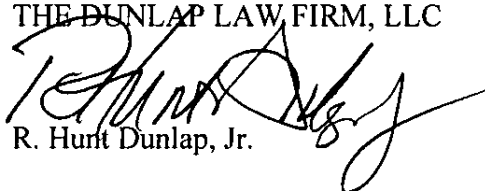
I have also enclosed a check in the amount of \$260.00 for the filing fees for both of the limited liability companies. Please return the Certificate of Status at your earliest convenience.

Should you have any questions concerning this matter, please give me a call.

Best regards.

Very truly yours,

THE DUNLAP LAW FIRM, LLC

  
R. Hunt Dunlap, Jr.

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Goodman Enterprises, LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

R. Hunt Dunlap, Jr.  
(Name of Person)

The Dunlap Law Firm, LLC  
(Firm/Company)

2964 Peachtree Road, Suite 300  
(Address)

Atlanta, GA 30305  
(City/State and Zip Code)

For further information concerning this matter, please call:

Hunt Dunlap at ( 404 ) 816-4095  
(Name of Person) (Area Code & Daytime Telephone Number)

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

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee    ☒ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. **Goodman Enterprises, LLC**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

**Goodman Enterprises (Nautilus), LLC**

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. **Georgia**

(Jurisdiction under the law of which foreign limited liability company is organized)

3. \_\_\_\_\_

(FEI number, if applicable)

4. **February 5, 2003**

(Date of Organization)

5. **Perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

6. **September 1, 2008**

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. **3050 Peachtree Road, NW, Suite 460**

**Atlanta, GA 30305**

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒


9. The name and usual business addresses of the managing members or managers are as follows:

**Scott C. Goodman, 3050 Peachtree Road NW, Suite 460, Atlanta, GA 30305**

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

**Real estate investment and management**

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**R. Hunt Dunlap, Jr.**

Typed or printed name of signee

FILED  
08 OCT -2 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Goodman Enterprises, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

Goodman Enterprises (Nautilus), LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

FL

City/State/Zip

**FILED**  
08 OCT -2 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*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 and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*



(Signature)

Jacqueline N. Casper, Assistant VP

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# STATE OF GEORGIA

## Secretary of State

Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

### CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

#### **GOODMAN ENTERPRISES, LLC**

##### **Domestic Limited Liability Company**

was formed or was authorized to transact business on 02/05/2003 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 16th day of September, 2008

Karen C Handel  
Secretary of State

**CONSENT OF THE SOLE MEMBER  
OF  
GOODMAN ENTERPRISES, LLC**

Pursuant to Section 14-11-309 of the Georgia Limited Liability Company Act, the undersigned, being the sole member of Goodman Enterprises, LLC, a Georgia limited liability company (the "Company"), does hereby consent to and adopt the following resolutions as the action of the sole member of the Company in lieu of a meeting and directs that this consent to such action be delivered to the Company for inclusion in its records:

**WHEREAS**, in accordance with and subject to the terms of the Operating Agreement for the Company, Scott C. Goodman, the Manager of the Company (the "Manager") has the power and authority, on behalf of the Company, to conduct all of the business of the Company; and

**WHEREAS**, the Member deems it to be in the best interest of the Company to qualify to do business in the State of Florida, and in the event that it is necessary to adopt an alternate name to transact business in Florida, the alternate name shall be "Goodman Enterprises (Nautilus), LLC".

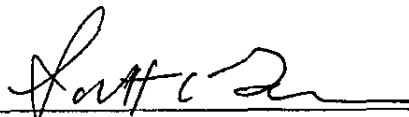
**NOW, THEREFORE, BE IT RESOLVED**, that in the event it is necessary to adopt an alternate name to transact business in Florida, the Company does hereby adopt "Goodman Enterprises (Nautilus), LLC".

**FURTHER RESOLVED**, that R. Hunt Dunlap, Jr. as authorized representative of the Company and the Manager, or either one of them, is hereby authorized and directed, on behalf of the Company, to execute and deliver any and all certificates, applications, or other instruments or communications whatsoever as may be required on behalf of the Company for the consummation of the transactions contemplated hereby, which documents (and any and all amendments thereto and renewals and extensions thereof) may contain any terms and provisions whatsoever which the Manager may deem appropriate, and to do and perform all such other acts and things as may be required in connection with the consummation of the transactions contemplated by the foregoing resolutions; and

**FURTHER RESOLVED**, that all actions heretofore taken by the Manager in connection with the transactions contemplated hereby, and in the exercise of the authority and powers herein granted are hereby ratified, adopted and confirmed.

WITNESS the consent of the sole Member of the Company, effective this 30<sup>TH</sup> day of SEPTEMBER, 2008.

**SOLE MEMBER:**

 (SEAL)  
\_\_\_\_\_  
Scott C. Goodman