

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY  
AMENDMENT TO FORMATION/ORGANIZATION



20160920000342710 1/5 \$84.00  
Shelby Cnty Judge of Probate, AL  
09/20/2016 09:51:23 AM FILED/CERT

PURPOSE: In order to amend a Limited Liability Company's (LLC) Certificate of Formation/Articles of Organization under Section 10A-1-3.13 and 10A-5-2.03 of the Code of Alabama 1975 this Amendment and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the LLC was initially formed/ incorporated.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fee to the Office of the Judge of Probate in the county where the LLC's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the Secretary of State for the state filing fee of \$50.00 for standard processing or \$150.00 if expedited processing within approximately 24 hours of receipt by the Office of the Secretary of State is requested (10A-1-4.31) and the Judge of Probate's Office will transmit the fee along with a certified copy of the Amendment to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your Amendment will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

(For County Probate Office Use Only)

**This form must be typed or laser printed.**

1. The name of the Limited Liability Company from the Certificate of Formation/Articles of Organization:

Express Fitness LLC

2. The date the Certificate of Formation was filed in the county: 01 / 18 / 2008 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 414 - 923 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

(For SOS Use Only)

This form was prepared by: (type name and full address)

Garry S. McAnnally, Esq.  
Garry S. McAnnally, LLC  
50 Wisteria Place  
Millbrook, AL 36054

DOMESTIC LIMITED LIABILITY COMPANY AMENDMENT



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4. The titles, dates, and places of filing of any previous Amendments: N/A

**Attach a listing if necessary.**

[Instruction on Amendment completion: Be very specific about what must be changed if you are amending existing information. If the amendment includes a name change, a copy of the Name Reservation form issued by the Office of Secretary of State must be attached.

Registered agents and registered agent addresses are changed by filing a Change Of Registered Agent Or Registered Office By Entity form directly with the Office of the Secretary of State (the new agent's signature is required agreeing to accept responsibility). You may file the information as a Amendment also, but the change form must be on file with the Secretary of State per 10A-1-3.12(a)(2) to effect the change in the public records database.]


5. The following amendment was adopted on 09 / 07 / 2016 (format MM/DD/YYYY):

The Articles of Organization are hereby Amended by transferring Dave Turnbull and Turnbull Enterprises LLC's membership and membership interests to Kirk Anderson, so that Kirk Anderson now owns 100% Membership interest in Express Fitness LLC.

Additional Amendments and the dates on which they were adopted are attached.

6. The undersigned authorized signature certifies that the amendment or amendments have been approved in the manner required by Title 10A of the *Code of Alabama of 1975* and the governing documents of this entity.

09 / 07 / 2016  
Date (MM/DD/YYYY)

  
Signature as required by 10A-5-2.04

Kirk Anderson  
Typed Name of Above Signature

Sole Member  
Typed Title/Capacity to Sign under 10A-5-2.04



**TRANSFER AND ASSIGNMENT OF MEMBERSHIP INTEREST**

**This Assignment of Membership Interest** ("Assignment"), is made effective as of the 7<sup>th</sup> day of September, 2016, by and through **Express Fitness, LLC**, an Alabama limited liability company authorized to conduct business in the State of Alabama (the "**Company**"), **Dave Turnbull and Turnbull Enterprises LLC**, an Alabama resident and Alabama Limited Liability Company ("**Seller**"), and **Kirk Anderson**, an Alabama resident, ("**Purchaser**").

**WITNESSETH:**


**WHEREAS**, Seller owns Fifty percent (50%) of the Membership Interests ("**Seller Interest**") in the Company; and

**WHEREAS**, Seller desires to sell and assign, and Purchaser desires to purchase from Seller, all of its Membership Interests in Company (the "**Transferred Interest**"); and

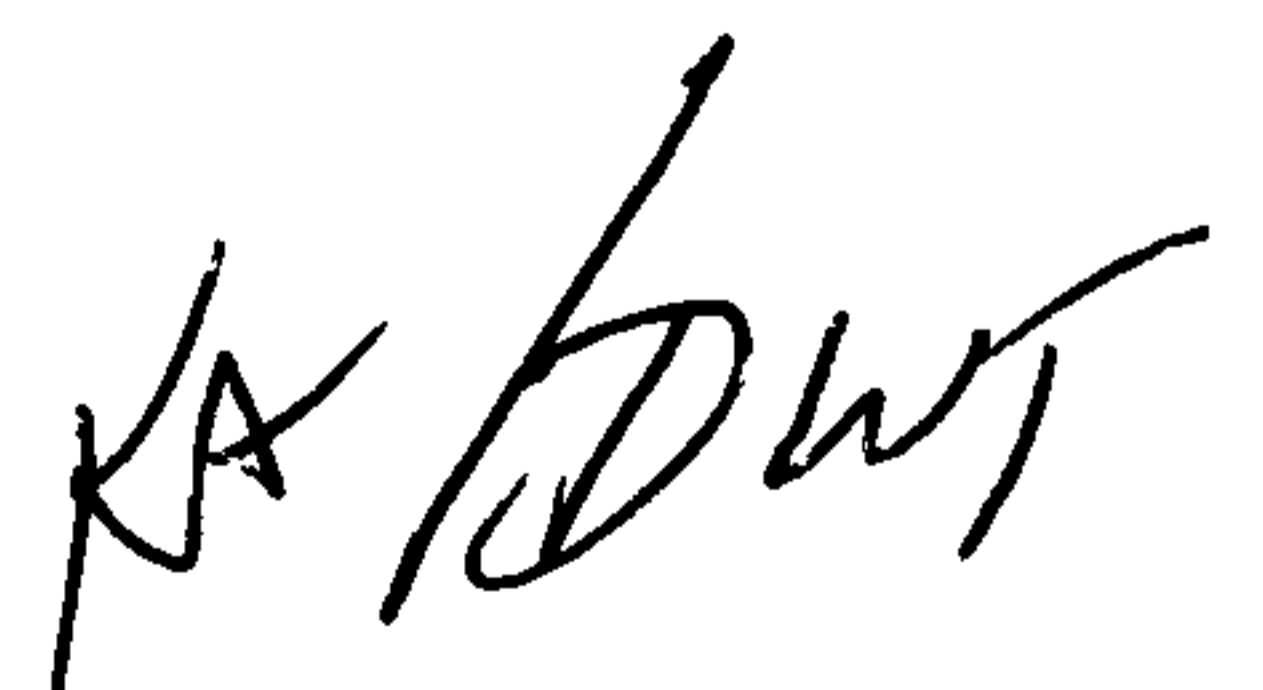
**WHEREAS**, Seller and Company desire to consent to the assignment of the Transferred Interest to Purchaser.

**NOW, THEREFORE**, in consideration of the mutual promises herein contained, and payment of a purchase price of Seven Hundred Thousand and NO/100 Dollars (\$700,000.00) to Seller, the receipt and sufficiency of which is hereby acknowledged by Seller, the parties agree as follows:

1. Seller hereby assigns, conveys and transfers to Purchaser the Transferred Interest, being all of his Membership Interests in Company, free and clear of any and all liens and encumbrances. Purchaser hereby accepts the foregoing assignment.
2. Seller and Company, by its execution of this Assignment, hereby consents to the foregoing assignment.
3. This Assignment may be delivered by facsimile or other electronic transmission, and may be executed in multiple counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same instrument.
4. This Assignment shall be governed by and construed in accordance with the laws of the State of Alabama.

  
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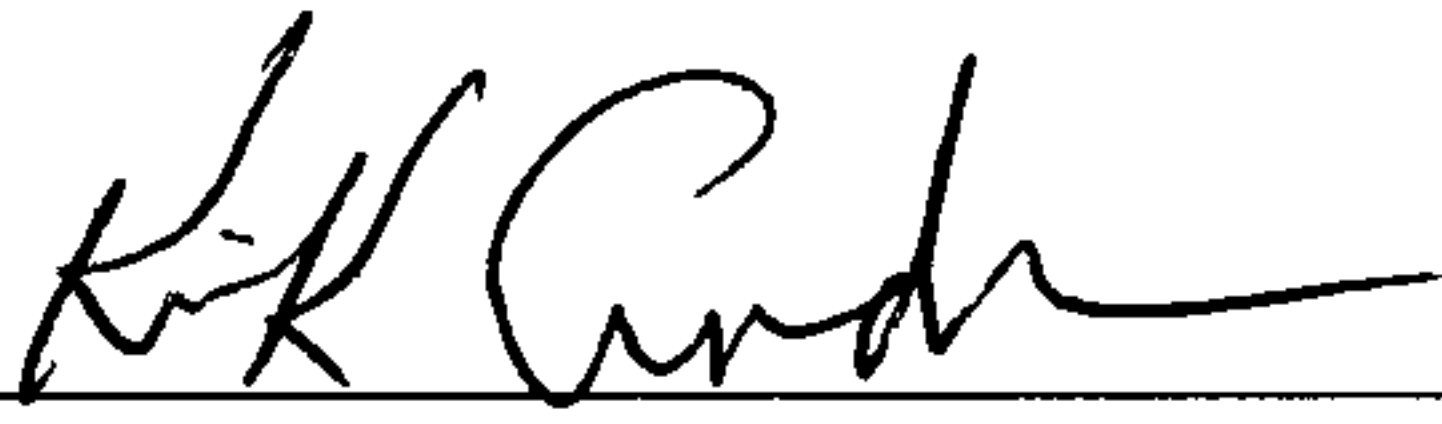
*[Signatures on following page]*



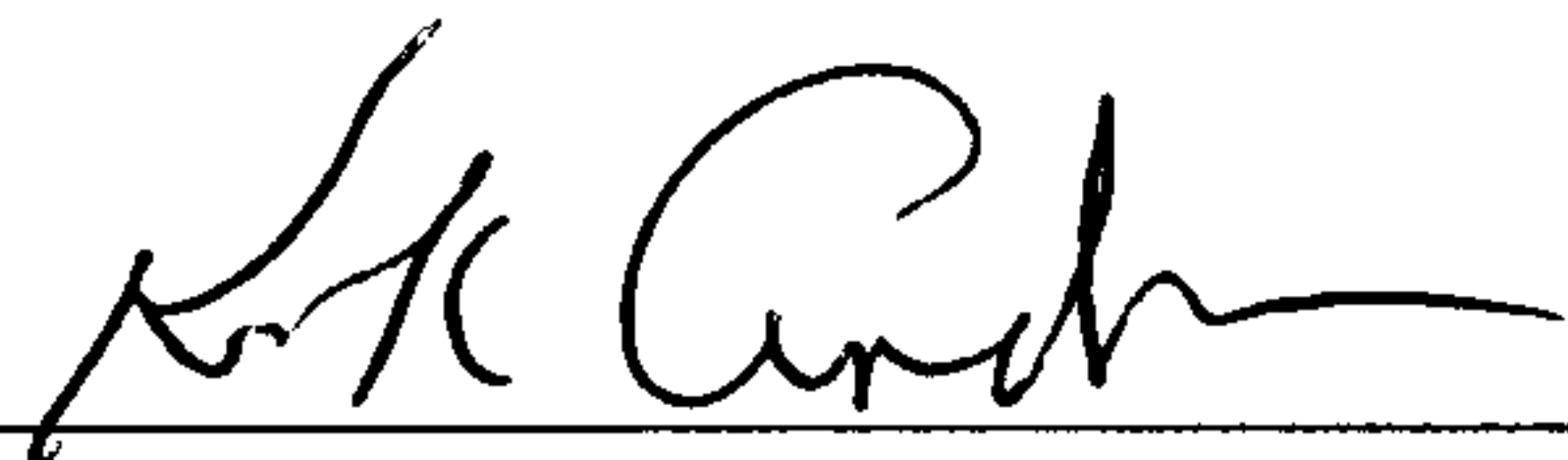
IN WITNESS WHEREOF, the parties hereto have executed this Agreement, under seal, effective as of the Effective Date.

**COMPANY:**

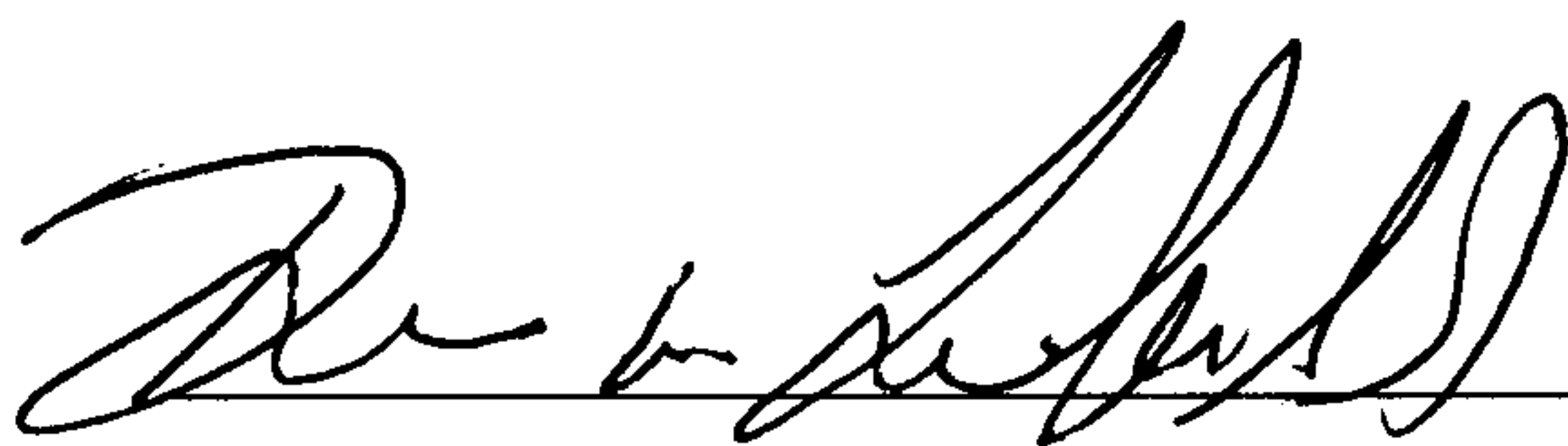
**EXPRESS FITNESS, LLC,**

By:   
Kirk Anderson  
Its Member


**PURCHASER:**


  
Kirk Anderson

**SELLER:**

  
Dave W. Turnbull, Member

**TURNBULL ENTERPRISES LLC**

  
Dave Turnbull, Member

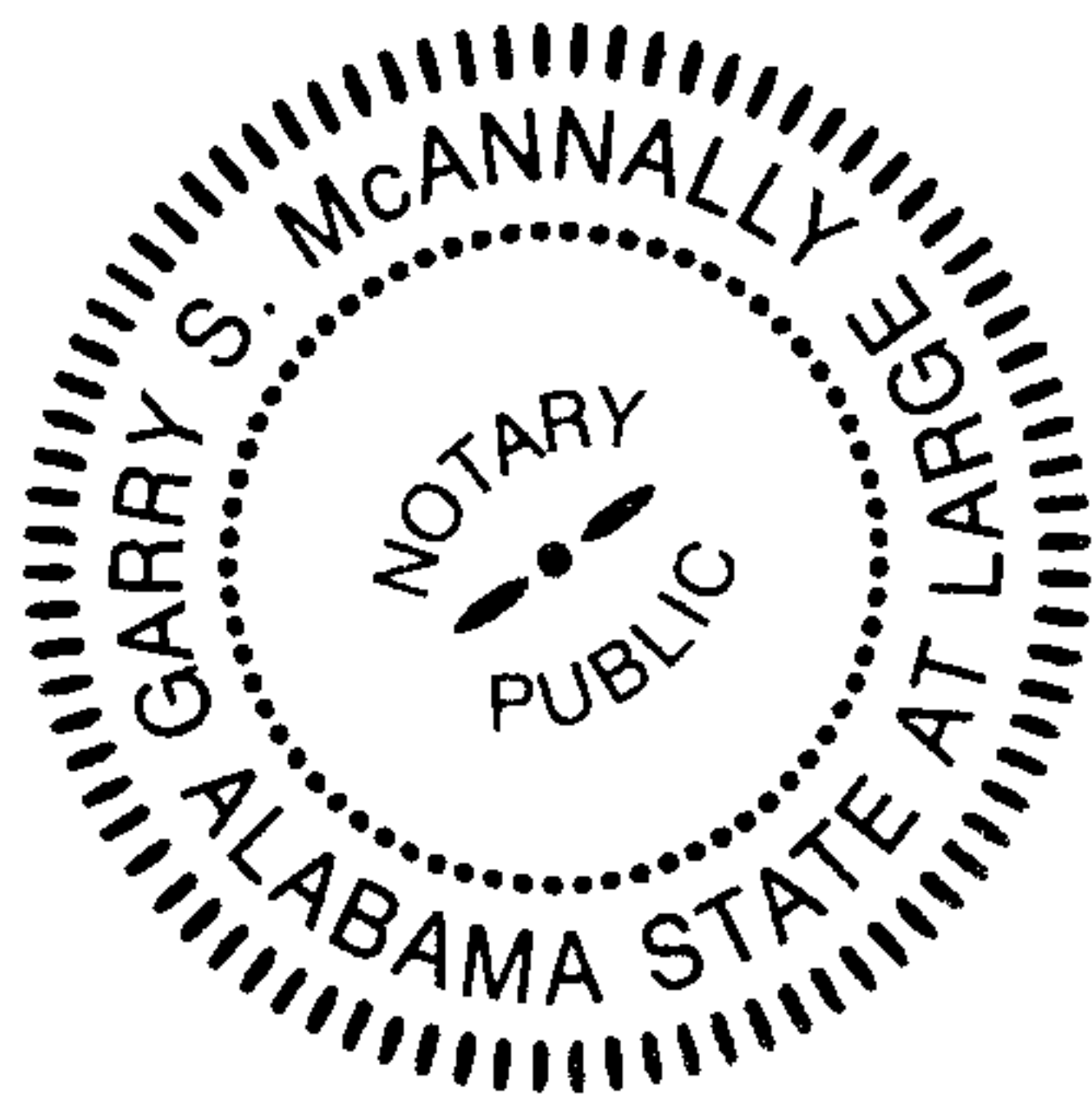
  
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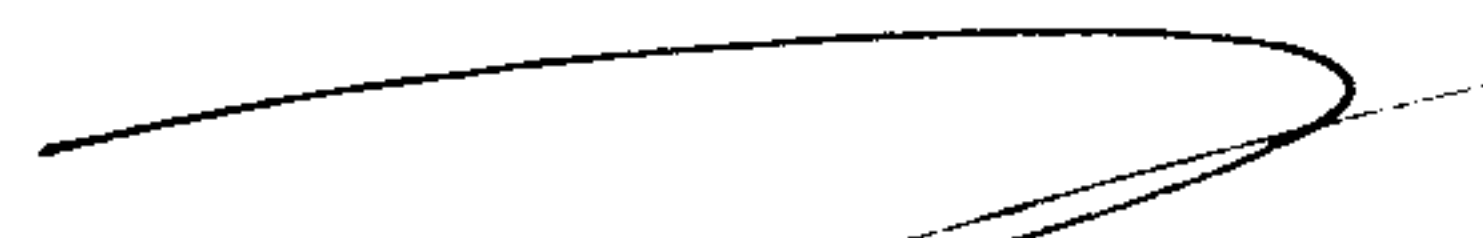
STATE OF ALABAMA )  
COUNTY OF ELMORE )

I, the undersigned, a Notary Public in and for said County in State, hereby certify that Kirk Anderson, whose name as Member of Express Fitness LLC, 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 the contents, he, with full authority and capacity as such Member, executed the same voluntarily.

Given under my hand and seal this the 7 day of September, 2016.

[SEAL]



  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

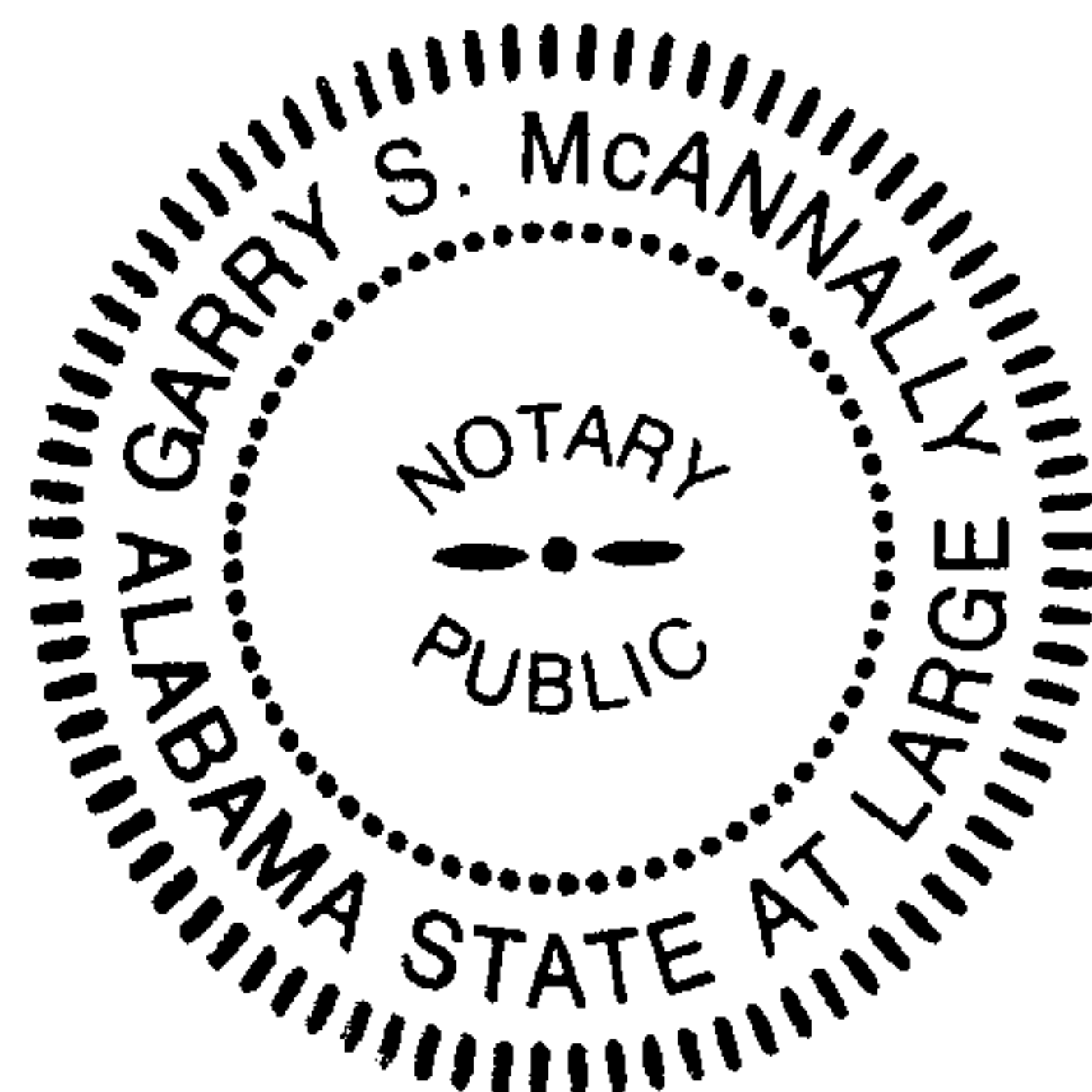
Garry Shannon McAnnally  
Notary Public  
Alabama State at Large  
My Commission Expires:  
December 18, 2016


STATE OF ALABAMA )  
COUNTY OF ELMORE )

I, the undersigned, a Notary Public in and for said County in State, hereby certify that Dave Turnbull, individually and whose name as Member of Turnbull Enterprises LLC and as Member of Express Fitness LLC is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of its contents, he, with full capacity and authority as such Member, executed the same voluntarily.

Given under my hand and seal this the 7 day of September, 2016.

[SEAL]



  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

Garry Shannon McAnnally  
Notary Public  
Alabama State at Large  
My Commission Expires:  
December 18, 2016