

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY
AMENDMENT TO FORMATION/ORGANIZATION

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 3 business days 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 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.



20120112000016010 1/5 \$81.00
Shelby Cnty Judge of Probate, AL
01/12/2012 02:27:32 PM FILED/CERT

(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:

Cahaba Benefits Group, LLC

2. The date the Certificate of Formation was filed in the county: 11 / 18 / 2004 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 457 - 460 **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 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)

Chad Gay
400 Vestavia Pkwy, ste. 250
Birmingham, AL 35216

DOMESTIC LIMITED LIABILITY COMPANY AMENDMENT

4. The titles, dates, and places of filing of any previous Amendments: see attachment

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.]

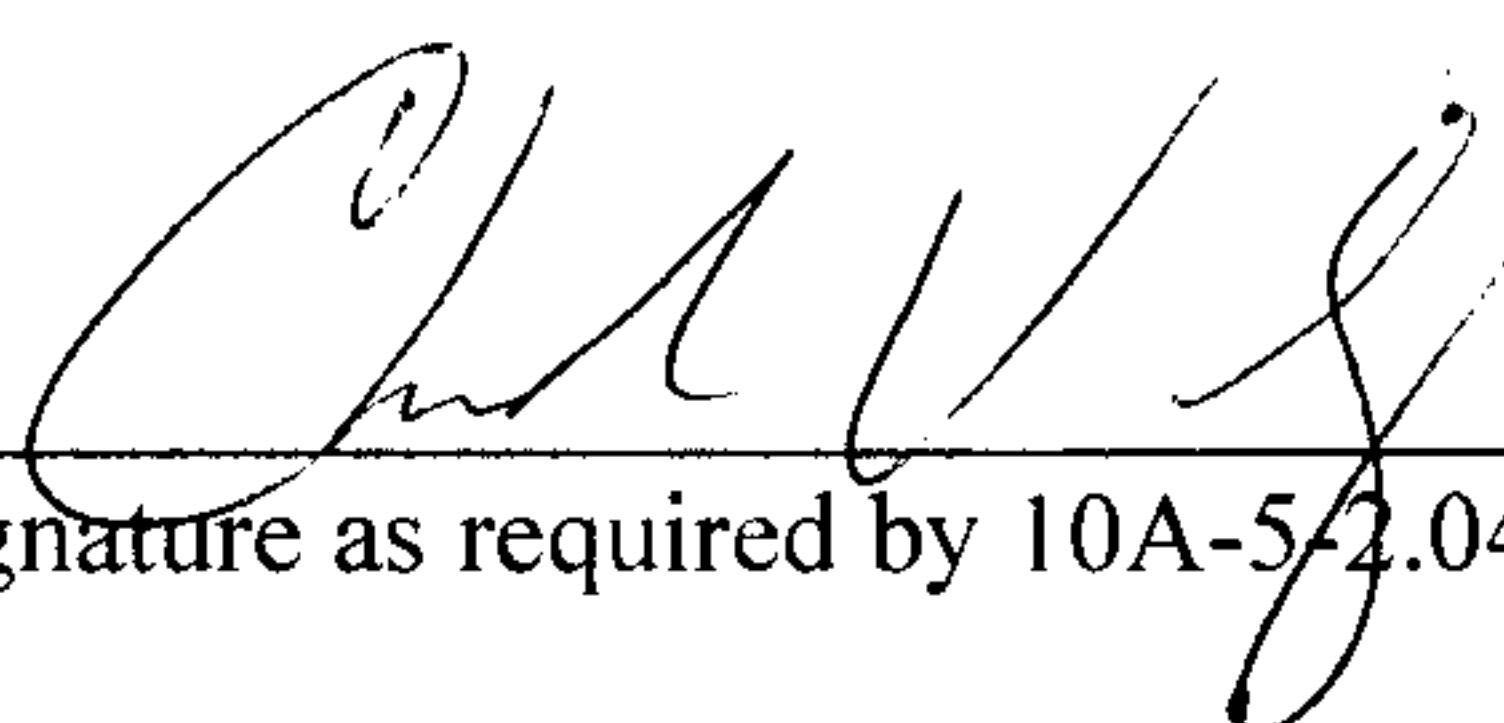
5. The following amendment was adopted on 01 / 01 / 2012 (format MM/DD/YYYY):

Randall Chad Williams, a Member of Cahaba Benefits Group, LLC, an Alabama limited liability company (the "LLC"),
an Alabama limited liability company (the "LLC"), does hereby transfer and assign unto Chadwick Vann Gay-seventy
five percent (75%) of the Company Interest in the LLC, constituting his total interest in the LLC.

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

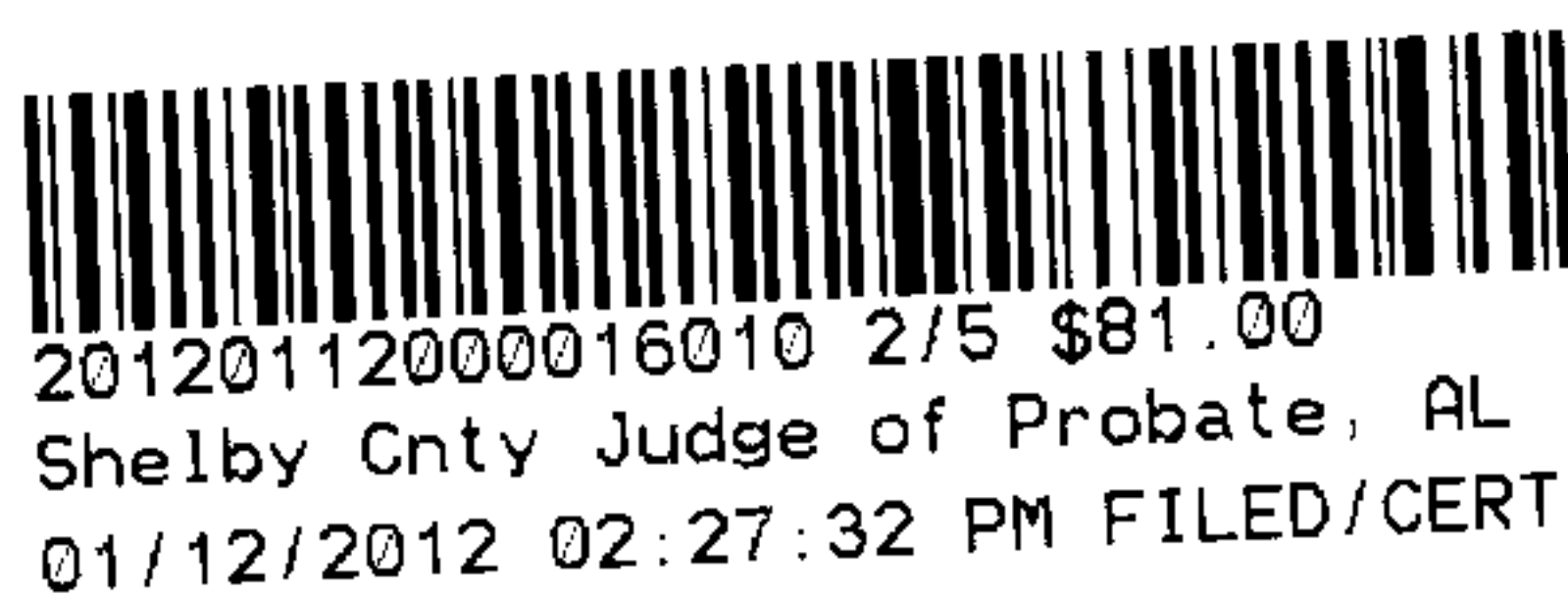
6. The undersigned authorized signature certifies that the amendment or amendments have been approved in the manner required by Title 10A of the *Code of Alabama of 1975* and the governing documents of this entity.

01 / 11 / 2012
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Chad Vann Gay
Typed Name of Above Signature

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



Cahaba Benefits Group, LLC.
State of Alabama
Articles of Amendment to Articles of Organization

Pursuant To 10-12-11 Of The Alabama Limited Liability Company Act, The Undersigned Hereby Adopts The Following Articles of Amendment:

Cahaba Benefits Group, LLC

Organized on November 18, 2004.

Amendment to Article IV:

4.1 The new registered office of Cahaba Benefits Group, LLC shall be, 153 Cahaba Valley Pkwy, Pelham, AL 35124.

4.2 The name of the new registered agent of Cahaba Benefits Group, LLC shall be Cahaba Benefits Group, Inc.

Amendment to Article V:

5.1 The name and address of the new member of the company is as follows:

<u>Member</u>	<u>Address</u>
Cahaba Benefits Group, Inc. Randall Chad Williams- Managing Member	153 Cahaba Valley Pkwy Birmingham, AL 35216

Amendment to Article VI:

6.1 Randall Chad Williams managing member, as designated by Cahaba Benefits Group, Inc. shall have the right to admit additional members to the company.

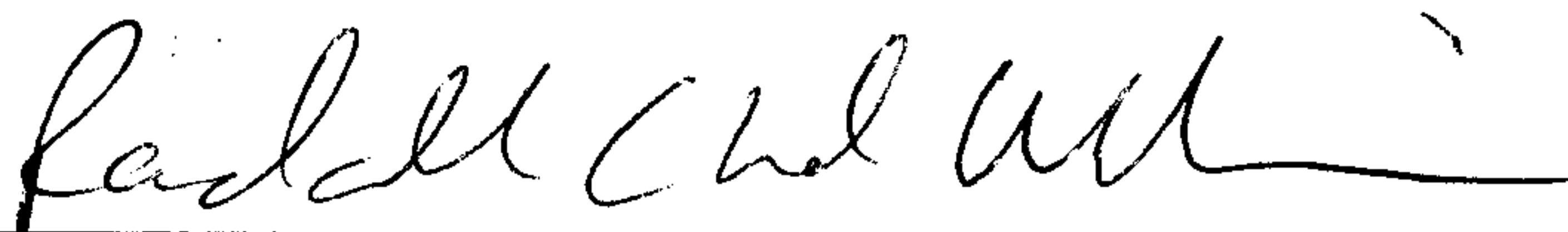
Amendment to Article VIII:

8.1 Randall Chad Williams will run and manage Cahaba Benefits Group, LLC. as a manager run LLC.


20120112000016010 3/5 \$81.00
Shelby Cnty Judge of Probate, AL
01/12/2012 02:27:32 PM FILED/CERT

These amendments, consistent with the Limited Liability Company Act, were approved by majority vote of the members entitled to vote.

Date 3/23/06



Randall Chad Williams-Managing Member


20120112000016010 4/5 \$81.00
Shelby Cnty Judge of Probate, AL
01/12/2012 02:27:32 PM FILED/CERT

**AGREEMENT OF TRANSFER
AND ASSIGNMENT**

The undersigned, Randall Chad Williams, a Member of Cahaba Benefits Group, LLC, an Alabama limited liability company (the "LLC"), does hereby transfer and assign unto Chadwick Vann Gay seventy-five percent (75%) Company Interest in the LLC, constituting his total interest in the LLC.

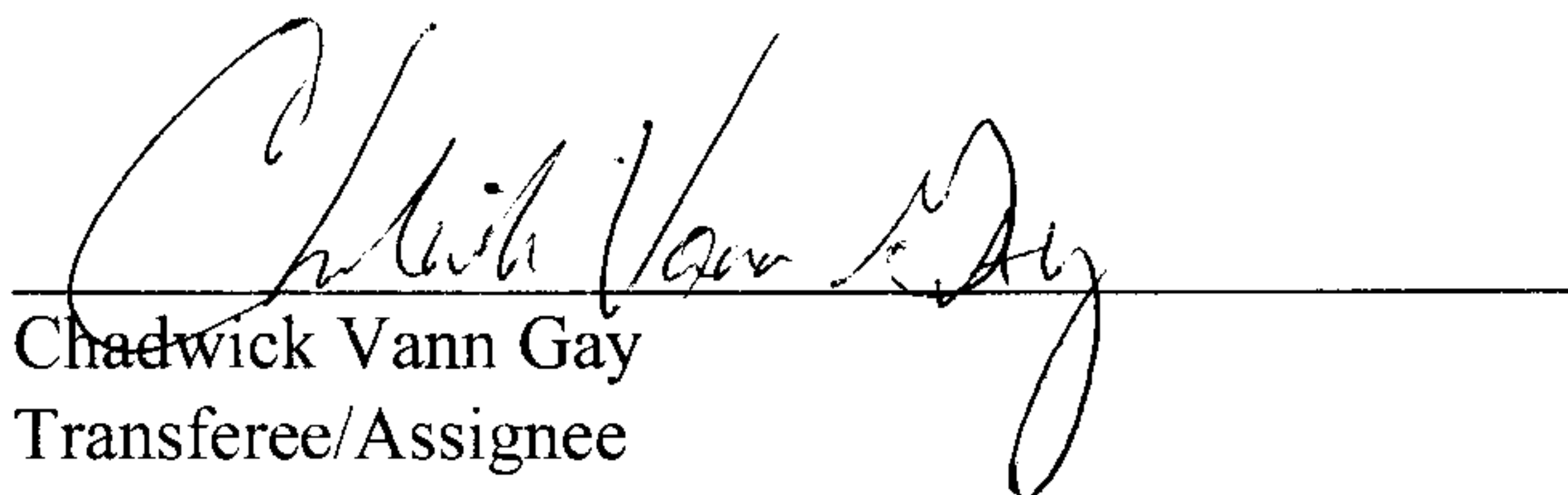
The undersigned shall execute any and all necessary transfer documents or other instruments, if any, to effectuate the transfer herein made. This Transfer and Assignment shall be effective on this the 11th day of January, 2012



Randall Chad Williams
Transferor/Assignor

Acceptance:

The undersigned accepts the transfer of such Company Interest and agrees to be bound by the terms of the Operating Agreement.



Chadwick Vann Gay
Transferee/Assignee

