

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.



20140408000101450 1/4 \$83.00
Shelby Cnty Judge of Probate, AL
04/08/2014 02:51:37 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:

Buck's Pizza of Alabaster, LLC

2. The date the Certificate of Formation was filed in the county: 06 / 20 / 2012 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 278 - 285 **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)

Randall Spradlin
2100 Tudor Lane
Moody AL 35004

DOMESTIC LIMITED LIABILITY COMPANY AMENDMENT

4. The titles, dates, and places of filing of any previous Amendments: September 23, 2013.

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 04 / 04 / 2014 (format MM/DD/YYYY):

Please see the attached.

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.

04 / 08 / 2014
Date (MM/DD/YYYY)


Signature as required by 10A-5-2.04

Randall Spradlin
Typed Name of Above Signature

President & only Member of Buck's Pizza of Alabaster, LLC
Typed Title/Capacity to Sign under 10A-5-2.04

**MINUTES OF SPECIAL MEETING OF THE BOARD OF BUCK'S PIZZA OF
ALABASTER, LLC.**

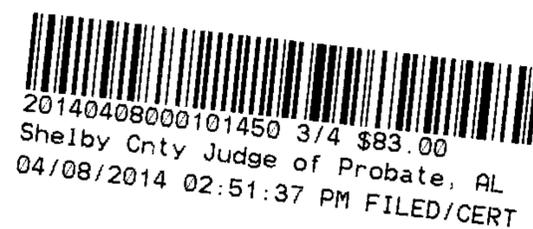
A special meeting of The Board of Directors of Buck's Pizza of Alabaster, LLC ("LLC") was held on April 4, 2014 at 10:00 a.m. at Cloud & Willis, 201 Beacon Parkway West, Suite 400, Birmingham, Alabama 35209.

The following individual, constituting the entire membership of the LLC, was present at the meeting: Randall Spradlin, President, and Chairperson. Also Present was E.B. Harrison Willis, Attorney at law.

The Limited Liability Company's President, Randall Spradlin, chaired the meeting, and also served as Secretary of the Meeting. The Secretary read a waiver of notice of the meeting because Limited Liability Company consists only of the 100% percent membership interest of Randall Spradlin. The Chairperson announced that a quorum was present and that the meeting could proceed with business.

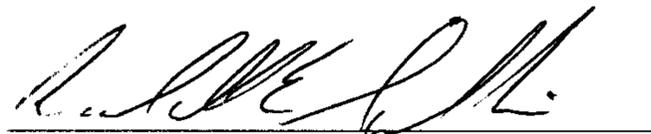
The President then opened the floor for the consideration of new business. A discussion was held regarding the recent unauthorized actions of Andrea Spradlin and Hunter Spradlin concerning the LLC. It was noted that Andrea Spradlin and Hunter Spradlin had taken such actions in an attempt to takeover the interests of the Buck's Pizza of Alabaster, LLC by the filing of such records in the Probate Court of Shelby County, Alabama. Heretofore, any gift from Randall Spradlin to Hunter Spradlin concerning Randall Spradlin's 40% membership is hereby revoked and further, Randall Spradlin rejected the offer Andrea Spradlin for the purchase of his 60% membership of the LLC. Whereupon as the sole owner and member of the Buck's Pizza of Alabaster, LLC, by his own motion, the following resolution was unanimously adopted by the LLC:

BE IT Resolved, that by unanimous vote of the President and Chairperson of Board of Directors of Buck's Pizza of Alabaster, LLC., that Hunter Spradlin is no longer a member or have any membership interest in Buck's Pizza of Alabaster, LLC; that Andrea Spradlin is not a member of Buck's Pizza of Alabaster, LLC, Further, Randall Spradlin is hereby instructed to take such actions on behalf of the LLC that will resolve



any and all rights that Randall Spradlin previously had, including, without limitation, revocation of and the removal of Andrea Spradlin and Hunter Spradlin from the membership roles of Buck's Pizza of Alabaster, LLC; the filing with the State of Alabama such paperwork noting the change in membership of Buck's Pizza of Alabaster, LLC; and doing such actions which may be necessary to restore Randall Spradlin's 100% membership interest, The President, and Secretary are empowered to do any and all acts necessary to accomplish these purposes and to expend such funds as are reasonably necessary to change the restore the membership interest of Buck's Pizza of Alabaster, LLC to Randall Spradlin without further approval by the Board of Directors.

As no other business was before the meeting, a duly made and seconded motion to adjourn was carried.


Chairperson


Secretary

Date 4-4-14


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