

STATE OF ALABAMA

**DOMESTIC BUSINESS CORPORATION
AMENDMENT TO FORMATION/ARTICLES**



20170523000180480 1/3 \$84 00
Shelby Cnty Judge of Probate AL
05/23/2017 03:02 19 PM FILED/CERT

PURPOSE: In order to amend a Business Corporation's (formerly known as For-Profit Corporation) Certificate of Formation/Articles of Incorporation under Section 10A-2-10.06 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 corporation was initially formed/incorporated.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation'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** 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.

(For County Probate Office Use Only)

This form must be typed or laser printed.

- The name of the corporation from the Certificate of Formation/Articles of Incorporation:
Dicen Consulting and Associates LLC
- The date the Certificate of Formation was filed in the county: 07 / 25 / 2014 (format MM/DD/YYYY)
- The titles, dates, and places of filing of any previous Amendments: NA
Attach a listing if necessary.
- Alabama Entity ID Number (Format: 000-000): 314 - 671 **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)

Michael Dicen
18 Yorkshire Park
Leeds, AL 35094



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DOMESTIC BUSINESS CORPORATION AMENDMENT

[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 an 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 05 / 01 / 2017 (format MM/DD/YYYY):

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

Item 6, 7, or 8 MUST be checked/completed with any appropriate attachments.

6. The board of directors without shareholder action approved the Amendment. Shareholder action was not required.


7. The shareholders approved the Amendment. The total number of votes entitled to be cast was 2 (information is required for item a or b). Complete one of the following:

a. The total number of votes cast for amendment was 2 and the total number of votes cast against amendment was 2.

b. The total number of undisputed votes cast for amendment was _____ which was a sufficient number of votes to approve amendment.

8. Amendment by voting groups was required; the information required in item 5 above is provided for each voting group and is attached to and made part of this Domestic Business Corporation Amendment document.

05 / 23 / 2017
Date (MM/DD/YYYY)



Signature as required by 10A-2-1.20

Michael M Dicen

Typed Name of Above Signature

President

Typed Title/Capacity to Sign under 10A-2-1.20



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**MINUTES OF SPECIAL MEETING
OF MEMBERS OF
DICEN CONSULTING AND ASSOCIATES I.LC**

A special meeting of Dicen Consulting and Associates, LLC (the "LLC") was held in person in Plainfield, IN on May 1, 2017, for the purpose of amending the Operating Agreement, and modifying other regulations and agreements deemed advisable for the operation of the business organization of the LLC, and carrying on any other business brought before the meeting.

The meeting was attended by:

- Michael M. Dicen, Member
- Noah G. Dicen, Member
- David J. Williams – non Member guest

Upon motion duly made and seconded and unanimously approved, it was:

UNANIMOUSLY RESOLVED, that pursuant to the Operating Agreement Par. 2.3, by the unanimous written agreement of all Members of the LLC, the LLC would be reconfigured and expanded to include a new member, David Williams; and

UNANIMOUSLY RESOLVED, that the company had been evaluated by a CPA, valued at \$350,000 but, for purposes of the contemplated transaction, discounted to \$250,000; and that an agreement had been reached to adjust the ownership percentages of its members; to-wit Michael Dicen (current 90% contribution) would sell fractional ownership interest to Noah Dicen (current 10% contribution) and David Williams so that all will be 33.3% owners; and that David Williams will contribute \$10,000 and finance \$73,000 at 6% per annum over 4 years, and Noah Dicen will contribute an additional \$5,000 and finance \$53,000 at 6% per annum over 4 years; and

UNANIMOUSLY RESOLVED, that its Alabama Operating Agreement and Articles of Organization would be amended accordingly to reflect the agreed changes; that any Certificates of Ownership be recalled by the LLC, and new Certificates be issued pursuant to the Amended Operating Agreement; and

UNANIMOUSLY RESOLVED, that the LLC would operate as a DBA (Air Dynamics Testing) in the State of Indiana and would submit all necessary paperwork to do so in timely fashion.

There being no further business to come before the meeting, it was adjourned.

Dicen Consulting and Associates LLC

By [Signature]
Michael M. Dicen

Dicen Consulting and Associates LLC

By [Signature]
Noah G. Dicen

Agreement and Witness:

[Signature]
David J. Williams