

STATE OF ALABAMA

DOMESTIC LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT



20181001000350180 1/10 \$84.00
Shelby Cnty Judge of Probate, AL
10/01/2018 03:30:39 PM FILED/CERT

PURPOSE: In order to amend a Limited Liability Company's (LLC) Certificate of Formation under Section 10A-5A-2.02 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.

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 for expedited processing** 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 Records tab, Record Searches, and the Business Entity Records link – you may search by entity name or number. Your notification of filing was provided by the Probate Judge's Office via a stamped copy which is evidence of filing according to 10A-1-4.04. 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:

4Seasons, LLC

2. The date the Certificate of Formation was filed in the county: 11 / 27 / 2013 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 291 - 954 **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 Records tab, Record Searches, 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)

MBA Group, Inc
PO Box 929
Magnolia Springs, AL 36555

DOMESTIC LIMITED LIABILITY COMPANY AMENDMENT

4. The titles, dates, and places of filing of any previous Amendments: Change of Registered Agent, July 13, 2018

(Copy Attached)

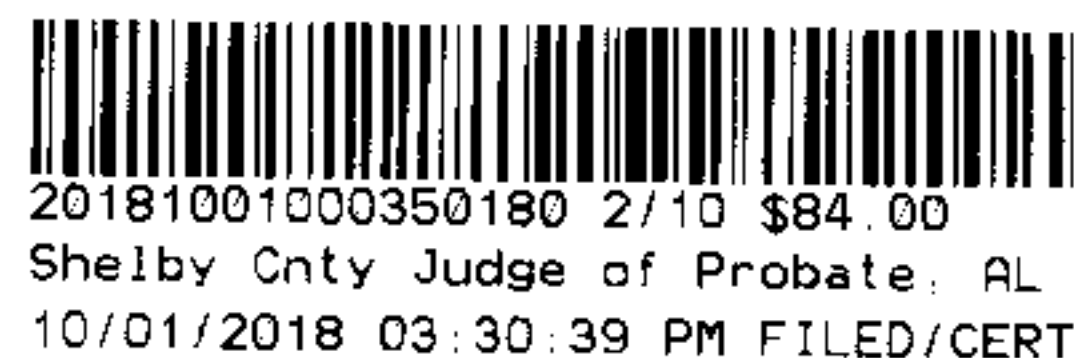
Attach a listing if necessary.

[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 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 09 / 26 / 2018 (format MM/DD/YYYY):

SEE ATTACHED AMENDMENT #1



☐ 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 / 26 / 2018
Date (MM/DD/YYYY)


Signature as required by 10A-5A-2.04

Brian McMinn
Typed Name of Above Signature

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


Amendments to Articles of Formation
of 4Seasons, LLC

Amendment #1

In accordance with Article 15 of 4Seasons, LLC Operating Agreement, all members representing 100% of the capital of 4Seasons, LLC agreed to the assignment of Misty McMinn's 50% interest to Brian McMinn effective August 25, 2016.

As of August 25, 2016, the ownership of 4Seasons, LLC is:

Misty McMinn	0%
Brian McMinn	50%
Courtney Sepulvado	50%


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Copy of the executed Assignment is attached.

ASSIGNMENT of LLC INTEREST IN 4SEASONS, LLC

HIS ASSIGNMENT (the "Assignment") made and entered into this 25 day of August, 2016 (the "Execution Date"), AMONGST;

Misty McMinn of 5016 Andrew Lane Trussville, AL 35173
(the "Assignor")

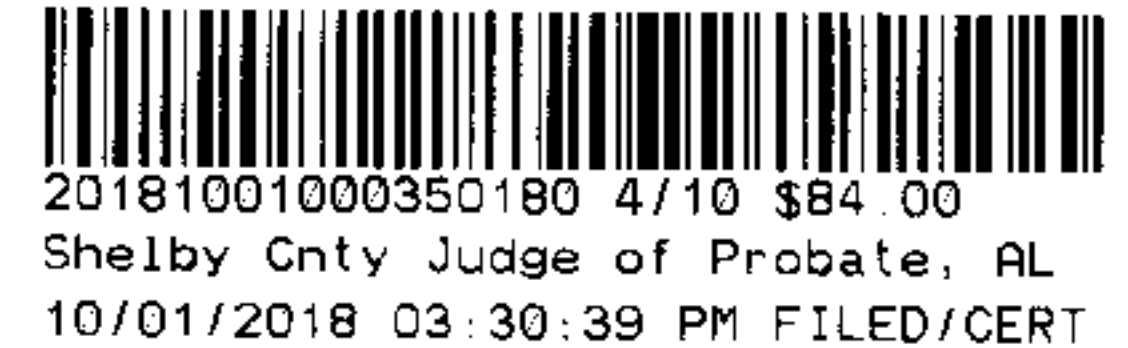
OF THE FIRST PART

- AND -

Brian McMinn of 30864-B Bryars Lane Spanish Fort, AL 36527
(the "Assignee")

OF THE SECOND PART

- AND -



Courtney Sepulvado of 162 Bristol Lane Birmingham, AL 35242
(the "Remaining Partner")

OF THE THIRD PART

BACKGROUND

- A. The Assignor is the holder of a LLC interest (the "Interest") in 4 Seasons LLC (the "LLC"), an LLC previously established on the 18th day of November, 2013, for the purpose of delivery of lawn care services and such other business allowed in Alabama and formed in accordance with an agreement (the "LLC Agreement").
- B. The Assignor desires to assign the Interest to the Assignee and the Assignee desires to acquire the Interest from the Assignor.
- C. The Assignee will acquire all rights in the LLC previously afforded to the Assignor including the status as Member. The Remaining Member has agreed and gives consent to such assignment according to the terms and conditions of this Assignment.

IN CONSIDERATION OF and as a condition of the parties entering into this Assignment and other valuable consideration, the receipt and sufficiency of which consideration is acknowledged, the parties to this Assignment agree as follows:

Sale and Purchase

1. By this Assignment the Assignor withdraws from the LLC and to the fullest extent permitted by the LLC Agreement, assigns all its rights, interests, title and benefits in the LLC to the Assignee. The Assignee will become a member in the LLC taking the place of the Assignor in the LLC with all the rights and obligations previously afforded to the Assignor. The Assignee, as a Member in the LLC, will be bound by the terms and conditions of the LLC Agreement as amended. On assignment of the Interest to the Assignee, the Assignor will cease to be a Member in the LLC.

Consideration

2. As full consideration for the assignment of the Interest the Assignee has submitted and the Assignor has accepted the following consideration: For \$10 and other good and valuable consideration, the 50% interest of 4Seasons, LLC owned by Misty McMinn shall be transferred, in full, to Brian McMinn.

Closing

3. The closing of the purchase and sale of the Interest (the "Closing") will take place on 28 day of August, 2016 (the "Closing Date") at the offices of the Assignor or at such other time and place as the Assignor and Assignee mutually agree.

Representations and Warranties of the Assignor

4. The Assignor warrants that the Assignor has a 50% interest in the LLC and that the Assignor has the legal right to execute and perform an assignment of the Interest exclusive of the Assignor's status as Member.
5. The Assignor warrants that the Interest is free and clear of all liens, encumbrances, restrictions and claims.
6. The Assignor warrants that on completion of this Assignment the Assignor will retain no residual interest or interests in the LLC.

7. The Assignor warrants that the Assignor is not in any way in default of any of the expressed or implied terms and conditions of the LLC Agreement. The Assignor also warrants that this Assignment is in full compliance with all terms and conditions of the LLC Agreement.
8. The Assignor warrants that the Assignor is not bound by any other contractual agreement or legal requirement that would be violated by this Assignment.
9. The Assignor warrants that it has provided the Assignee with the most current copy of the LLC Agreement inclusive of all amendments. Assignee agrees that he has received a copy.
10. The Assignor warrants that no other consent is required from any third party or government entity authorizing this Assignment except for those consents of the Remaining Member contained in this Assignment.

Assignee's Obligations

11. On Closing of this Assignment, the Assignee will observe and perform any and all terms and conditions of the LLC Agreement, relating to the newly acquired rights, that were previously binding on the Assignor.

Transitional Rights and Obligations

12. To the full extent permitted by the LLC Agreement, all income, rights, benefits, obligations and liabilities of the Interest will belong to the Assignor before the Closing and will transfer to the Assignee after the Closing.

Consent of Remaining Partners

13. The Remaining Member consents to the terms and conditions of this Assignment with the intent that the Assignee will become a Member in the LLC with all of the rights, benefits, obligations and liabilities previously afforded to the Assignor under the LLC Agreement as amended.

Governing Law

14. The Assignor and the Assignee submit to the jurisdiction of the courts of the State of Alabama for the enforcement of this Assignment or any arbitration award or decision arising from this

IN WITNESS WHEREOF the Assignor, the Assignee and the Remaining Member have duly affixed their signatures under hand and seal on this 25 day of August, 2016.






Witness



Witness



Witness


Misty McMinn, Assignor
Brian McMinn, Assignee
Courtney Sepulvado, Remaining Member
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4SEASONS, LLC UNANIMOUS MEMBER RESOLUTION


Pursuant to Article 15 of 4Seasons, LLC Operating Agreement, it is hereby resolved that:

Misty McMinn, owning 50% of 4Seasons, LLC, does hereby transfer her right, title and ownership of her 50% interest to Brian McMinn.

This transfer is completed via execution of ASSIGNMENT OF LLC INTEREST IN 4SEASONS, LLC, which has been signed and dated by the affected parties, (Misty McMinn, Brian McMinn and Courtney Sepulvado)

This transfer is agreed to by all current and new members and represents unanimous consent of said transfer pursuant to Article 15.

Agreed to this 25 day of August, 2016.


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X Courtney Sepulvado
Courtney Sepulvado

8/25/16 50% interest
Date

X Misty McMinn
Misty McMinn

8/25/16 Exiting 50% interest
Date

X Brian McMinn
Brian McMinn

8/25/16 Entering 50% interest
Date

STATE OF ALABAMA

**CHANGE OF REGISTERED AGENT
OR REGISTERED OFFICE BY ENTITY**

PURPOSE: To change an entity's registered office, its registered agent, or both, by delivering to the Secretary of State for filing a statement of change in accordance with 10A-1-5.32. Use a separate form for each separate Entity Identification (ID) number.

**INSTRUCTIONS TO OBTAIN INFORMATION TO
COMPLETE THIS FORM:**

You may obtain the Entity ID Number on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, type 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 (item 1 below). If you click on that number, you can view the Business Entity Details page to determine that you have located the correct entity. This verification step is strongly recommended – refunds will not be made if you use the wrong number.

Mail two copies of this filing and the \$25.00* fee to the Secretary of State, Business Services Division, PO Box 5616, Montgomery, Alabama, 36103-5616. You may pay by check, money order, or credit card. You may email to miscellaneous filings@sos.alabama.gov or fax this filing to 334-240-3138 if you are paying with a credit card. Receipt of filings will only be acknowledge if the email method is used, we cannot search and acknowledge receipt of filings submitted via mail or fax. Your change will not be indexed if the credit card does not authorize and will be removed if the check is dishonored.

Item 3 is the information pertaining to the current registered agent and office location currently on file with the Secretary of State. Complete this for verification purposes. You may change the name of the agent, the street address of the registered office, and the mailing address of the registered office, or any one of the three (items 4, 5, and 6).

This form must be typed or laser printed.

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1. Alabama Entity ID Number (Format: 000-000): 291 - 954 **The change will not be processed without this number.**

2. The name of the entity as registered with the Secretary of State of Alabama:

4Seasons, LLC

3. The name of the Registered Agent currently registered for this entity with the Secretary of State of

Alabama: Courtney Sepulvado

Street (**No PO Boxes**) address of the Registered Office: 162 Bristol Lane, Birmingham, AL 35242

Mailing address of Registered Office (if different from street address):

RECEIVED DATE

Agent/Office Address Change – 6/2016

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JUL 13 2018

SECRETARY OF STATE
OF ALABAMA

CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE BY ENTITY



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4. Change the name of the Registered Agent (must be located in Alabama) for this entity to:

Brian McMinn

The new registered agent must sign the consent to appointment on page two prior to filing.

5. Change the street (**No PO Boxes**) address in Alabama of the Registered Office to: _____

30864-B Bryars Lane, Spanish Fort, AL 36527

6. Change the mailing address of the Registered Office (if different from street address) to: _____

7. The entity certifies that the street address of the registered office and the street address of the registered agent's business are the same.

I, the undersigned, certify that any change specified in this document is authorized by the entity.

06 / 11 / 2018

Date

Courtney Sepulvado, Member 4Seasons, LLC

Typed Name and Title of Signature for Entity Below

Courtney Sepulvado

Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

I, the undersigned, consent to appointment as registered agent for 4Seasons, LLC

(entity name in blank).

06 / 11 / 2018

Date

Brian McMinn

Typed Name of Agent Signature Below

Brian McMinn

Signature of Registered Agent

Expedited processing* is requested and the fee is included. Please fax the copy of the filed change to (10-digit fax number): _____ or email to: _____

***Acknowledgment Copy:** If you would like an acknowledgement copy of the filed document include a copy with your original filing (or if faxing or emailing we can charge you \$3.00 for copies - check the box) along with a self-addressed envelope. All copies are mailed standard USPS unless envelopes with special postage or overnight courier envelopes are included with the request. Any overnight courier envelopes must have a completed airbill with the billing information completed and clearly marked "bill recipient." We do not return acknowledgement copies via fax or email unless expedited processing is requested (the fee is an additional \$100.00 for processing within twenty four (24) hours of receipt of the filing).