

AMENDMENT TO OPERATING AGREEMENT

Of Limited Liability Company

NOTE: This form is used by members of a limited liability company (LLC) when modifying an LLC operating agreement, to replace a manager, add a member or document the contribution of additional capital from its members.

DATE: _____, 20_____, at _____, California.
Items left blank or unchecked are not applicable.

FACTS:

1. This amends the Operating Agreement of _____, a California Limited Liability Company,
 - 1.1 dated _____, 20_____, at _____, California,
 - 1.2 formed under a Certificate of Limited Liability Company (LLC-1) filed with the California Secretary of State on _____, _____, as document number _____, and
 - 1.3 recorded on _____, _____, as document number _____, with the county recorder of _____ County, California.

AGREEMENT:

The Operating Agreement of Limited Liability Company is amended as follows:

2. _____ is substituted as the new Manager in the place of _____, who is released of all rights and obligations under the Operating Agreement. The new Manager will immediately file an LLC-2 Amendment to Certificate of Limited Liability Company with the Secretary of State and record the same with the office of the county recorder where the Limited Liability Company's real estate is located.
3. _____ is substituted as a new Member in the place of _____, who is released of all rights and obligations under the Operating Agreement. An assignment of the Member's interest is attached. [See **RPI Form 375**]
4. The Limited Liability Company has acquired the ownership interest in the Limited Liability Company held by _____, who is released of all rights and obligations under the Operating Agreement. An assignment of the Member's interest is attached. [See **RPI Form 375**]
5. _____ is added to the Limited Liability Company as an additional Member for the agreed capital contribution of \$_____, payable in cash or _____, for a percentage ownership in the Limited Liability Company of _____%.
6. The Members agree to contribute additional capital to the Limited Liability Company in the amount of \$_____, as set forth in Exhibit "A" of the Operating Agreement - LLC [**RPI Form 372**] attached to this amendment.
7. Other _____

I agree to the terms of this amendment.

See attached Signature Page Addendum. [**RPI Form 251**]

Member's Name: _____

Signature: _____

Member's Name: _____

Signature: _____

Member's Name: _____

Signature: _____

Member's Name: _____

Signature: _____

Member's Name: _____

Signature: _____

Member's Name: _____

Signature: _____