

Division of Corporations

Page 1 of 2

**L13000136464**  
Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : STEPHEN S. MATHISON, P.A.  
Account Number : I20040000071  
Phone : (561) 624-2001  
Fax Number : (561) 624-0036

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
ULTIMATE TRANSFORMATION LLC**

Certificate of Status	0
Certified Copy	0
Page Count	14
Estimated Charge	\$25.00

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Electronic Filing Menu

Corporate Filing Menu

Help



November 17, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ULTIMATE TRANSFORMATION LLC  
618 US HWY 1  
SUITE 200  
NORTH PALM BEACH, FL 33408US

SUBJECT: ULTIMATE TRANSFORMATION LLC  
REF: L13000136464

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date must be specific and cannot be prior to the date of filing. (see Article III)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris  
Regulatory Specialist II

FAX Aud. #: H15000270965  
Letter Number: 115A00024192

( RUSH SERVICE WOULD BE APPRECIATED )

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

11/17/2015 09:28  
850-617-6381

5616240036

STEPHEN S MATHISON  
11/18/2015 11:32:10 AM PAGE 1/001

PAGE 02/16  
Fax Server



November 16, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ULTIMATE TRANSFORMATION LLC  
618 US HWY 1  
SUITE 200  
NORTH PALM BEACH, FL 33408US

SUBJECT: ULTIMATE TRANSFORMATION LLC  
REF: L13000136464

2015 NOV 17 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

We have received your document for ULTIMATE TRANSFORMATION LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document submitted contains information not filed with this office. This information is usually kept in the company's personal files. If you still wish to file this Amended and Restate Articles you will need to title the attachments, Exhibit A & Exhibit B as referenced in the articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Karen A Saly  
Regulatory Specialist II

FAX Aud. #: H15000270965  
Letter Number: 415A00024125

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**AMENDMENT AND RESTATED ARTICLES OF ORGANIZATION**

of

**ULTIMATE TRANSFORMATION, LLC**

The undersigned, for the purposes of amending and restating the Articles of Organization of Ultimate Transformation, LLC, filed under the Florida Limited Liability Company Act, F.S. Chapter 605 on September 26, 2013, hereby makes, acknowledges and files the following Amended and Restated Articles of Organization.

**ARTICLE I**

**Name**

The name of this limited liability company shall remain Ultimate Transformation, LLC (the "Company").

**ARTICLE II**

**Address**

The mailing address and street address of the principal office of the Company shall be 618 U.S. Highway 1, Suite 200, North Palm Beach, Florida 33408.

**ARTICLE III**

**Duration**

These Amended and Restated Articles of Organization are effective immediately on *November 17, 2015*, when filed with the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV**

**AMENDMENT - Registered Office and Agent**

The name and street address of the registered agent of the Company in the State of Florida is amen John R. Whittles, Esquire, Mathison Whittles, LLP, 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418.

**ARTICLE V**

**Management by Members and AMENDMENT to Members**

The Company shall be managed by its members. Between the time the original Articles of Organization were filed and the present, the original member Brian Tully, sold 33.33 % of his interest to Lorlaw, Ltd. and 33.34% of his interest to Sun Holdings Limited, LLC. *Exhibit A.*

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Sun Holdings Limited, LLC subsequently sold its 33.34% interest to Lorlaw, Ltd., *Exhibit B* leaving Lorlaw, Ltd. (56.67%) and Tully (33.33%) as the only members of the Company at the time of filing these Amended and Restated Articles of Organization.

**IN WITNESS WHEREOF**, the undersigned authorized representative of the sole initial member has made and subscribed these Articles of Organization at Palm Beach Gardens, Florida on the 12 day of November 2015.

Michael J Kenny  
MICHAEL KENNY  
As Authorized Representative of Ultimate Transformation, LLC and Lorlaw, Ltd.

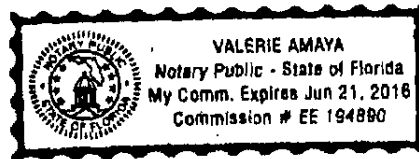
STATE OF FLORIDA

COUNTY OF PALM BEACH

**BEFORE ME**, the undersigned authority, personally appeared Michael Kenny, as the duly authorized representative of Ultimate Transformation, LLC and Lorlaw, Ltd.,  to me well known, or  identify I to me by FL Drivers License, to be the individual described in and who has executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto affixed my hand and seal at Palm Beach Gardens, Florida, this 12 day of November 2015.

Valerie Amaya  
Notary Public, State of Florida  
Notary's Printed Name:  
My commission expires:  
My commission number:



(NOTARY SEAL)

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles, I hereby accept being named to act in this capacity, state that I am familiar with the provisions of Chapter 605, Fla. Stat. relative to service as a registered agent, accept the obligations thereof and agree to comply therewith.

John R. Whittles  
Registered Agent

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TALLAHASSEE FLORIDA

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2015 NOV 17 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**EXHIBIT A**  
**ULTIMATE TRANSFORMATION, LLC**  
**AGREEMENT REGARDING SALE OF MEMBERSHIP INTEREST**  
**AND CONSENT OF COMPANY**

THIS AGREEMENT, dated *August 18, 2015*, memorializes the sale of membership interest in Ultimate Transformation, LLC, a Florida limited liability company ("the Company") to Sun Holdings Limited, LLC and to Lorlaw Ltd., respectively ("the Agreement").

WHEREAS, prior to the execution of this Agreement, Brian Tully owned all of the membership interest in the Company.

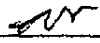
WHEREAS, the individuals and entities signing this Agreement desire to reduce to writing their agreement that Brian Tully shall sell a portion of his membership interest in the Company to Sun Holdings Limited, LLC and Lorlaw Ltd., respectively, to which the Company and Brian Tully each consents.

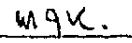
NOW, THEREFORE, for the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the individuals and entities signing this Agreement below agree as follows:

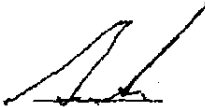
1. Brian Tully hereby sells a portion of his interest in the Company to Sun Holdings Limited, LLC and a portion of his membership interest in the Company to Lorlaw Ltd. As a result of this Agreement, the respective interests are as set out hereinafter:

<u>Member</u>	<u>Membership Interest</u>
BRIAN TULLY	33.33%
SUN HOLDINGS LIMITED, LLC	33.34%
LORLAW LTD.	33.33%

3. The Company and Brian Tully both consent to this Agreement and confirm that all legal requirements necessary to facilitate this transactions contemplated in this Agreement have been met, to the best of the parties' respective knowledge.

  
BT

  
LL

  
SLH

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ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST AND COMPANY  
CONSENT  
PAGE 2 OF 8

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5. Whenever the singular number is used in this Agreement and when required by the context, the same shall include the plural and vice versa, and the masculine gender shall include the feminine and neutral genders and vice versa.

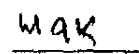
6. Whenever possible, each provision of this Agreement shall be interpreted in such a manner as to be effective and valid under applicable law. However, if any provision of this Agreement shall be prohibited by or invalid under such law, it shall be deemed modified to conform to the minimum requirements of such law or, if for any reason it is not deemed so modified, it shall be prohibited or invalid only to the extent of such prohibition or invalidity without the remainder thereof or any other such provision being prohibited or invalid.

7. This Agreement shall be binding upon and inure to the benefit of all Members and each of the successors, assignees, heirs, representatives, executors or guardians of the Members.

8. This Agreement will be governed by and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the substantive (exclusive of any procedural rules) laws of any jurisdiction other than the State of Florida to apply.

9. In the event an ambiguity or question of intent or interpretation arises, this Agreement shall be construed as if drafted jointly by the parties and no presumption or burden of proof shall arise favoring or disfavoring any party by virtue of the authorship of any of the provisions of this Agreement.

  
BT

  
LL

  
SLH

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ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST AND COMPANY  
CONSENT  
PAGE 3 OF 8

IN WITNESS WHEREOF, the individuals and entities signing this Agreement below conclusively evidence their agreement to the terms and conditions of this Agreement by so signing this Agreement.

Witnesses as to Brian Tully:

*[Handwritten Signature]*  
\_\_\_\_\_  
Witness' Signature  
*Raye Jensen*  
\_\_\_\_\_  
Witness' Printed Name:

*[Handwritten Signature]*  
\_\_\_\_\_  
BRIAN TULLY

2015 NOV 17 AM 9:08  
SECRETARY OF STATE  
PALM BEACH COUNTY, FLORIDA

TULLY

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared BRIAN TULLY,  to me well known, or  identified to me by \_\_\_\_\_ described in and with executed the foregoing instrument and, after being first duly sworn, he acknowledged before me that he executed the same pursuant to duly adopted corporate resolution, freely and voluntarily for the uses and purposes set forth therein.

WITNESS my hand and official seal this 18 day of August 2015.

*[Handwritten Signature]*  
\_\_\_\_\_  
Notary Public  
Notary's Printed Name: *John P. Mulroney*  
My commission expires: *4/13/2016*  
My commission number: *EE18304*

(NOTARY SEAL)



*[Handwritten Signature]*  
\_\_\_\_\_  
BT

*[Handwritten Signature]*  
\_\_\_\_\_  
LL

*[Handwritten Signature]*  
\_\_\_\_\_  
SLH

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ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST AND COMPANY  
CONSENT  
PAGE 4 OF 8

Witnesses as to Sun Holdings Limited, LLC:

*Glenn Sands*  
SUN HOLDINGS LIMITED, LLC  
By Glenn Sands  
Its Authorized Representative

*Lauren de Vaal*  
Witness' Signature  
Lauren de Vaal  
Witness' Printed Name

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TALLAHASSEE FLORIDA

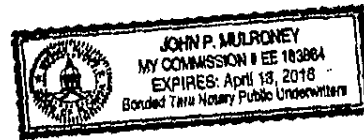
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Glenn Sands as authorized representative of Sun Holdings Limited, LLC, to me well known, or identified to me by 2015 DAY LICENSE, described in and who executed the foregoing instrument and, after being first duly sworn, he acknowledged before me that he executed the same pursuant to duly adopted corporate resolution, freely and voluntarily for the uses and purposes set forth therein.

WITNESS my hand and official seal this 18 day of August 2015.

*John P. Mulroney*  
Notary Public  
Notary's Printed Name: JOHN P. MULRONEY  
My commission expires: 4/13/2016  
My commission number: EE 183804  
My commission number:

(NOTARY SEAL)



*BT*  
BT

*LL*  
LL

*SLH*  
SLH

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((H15000270965 3)))

ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST AND COMPANY  
CONSENT  
PAGE 5 OF 8

Witnesses as to Lorlaw Ltd.:

Michael A Kenny  
LORLAW LTD.  
By Michael Kenny  
Its Authorized Representative

[Signature]  
Witness' Signature  
Faye Haines  
Witness' Printed Name:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

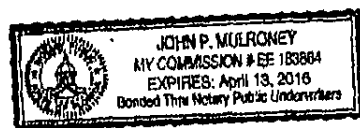
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared MICHAEL KENNY as authorized representative of Lorlaw Ltd.,  to me well known, or  identified to me by JOHN P. MULRONEY, described in and who executed the foregoing instrument and, after being first duly sworn, he acknowledged before me that he executed the same pursuant to duly adopted corporate resolution, freely and voluntarily for the uses and purposes set forth therein.

WITNESS my hand and official seal this 18 day of August 2015.

[Signature]  
Notary Public  
Notary's Printed Name: JOHN P. MULRONEY  
My commission expires: 4/13/2016  
My commission number: EE 183864

(NOTARY SEAL)



[Signature]  
BT

[Signature]  
LL

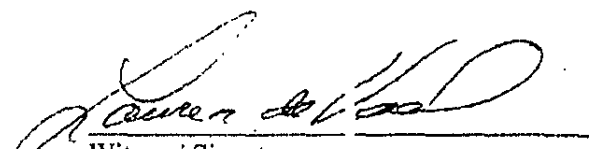
[Signature]  
SLM

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ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST AND COMPANY  
CONSENT  
PAGE 6 OF 8

Witnesses as to ULTIMATE TRANSFORMATION, LLC:

  
\_\_\_\_\_  
Witness' Signature  
Paige Monahan  
\_\_\_\_\_  
Witness' Printed Name

  
\_\_\_\_\_  
ULTIMATE TRANSFORMATION, LLC  
By Brian Tully  
Its Authorized Representative

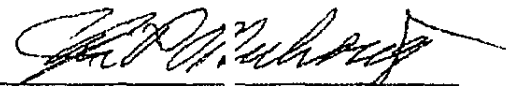
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TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

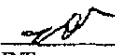
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Brian Tully,  to me well known, or  identified to me by \_\_\_\_\_, described in and who executed the foregoing instrument and, after being first duly sworn, he acknowledged before me that he executed the same pursuant to duly adopted corporate resolution, freely and voluntarily for the use and purposes set forth therein.

WITNESS my hand and official seal this 28 day of August 2015.

  
\_\_\_\_\_  
Notary Public  
Notary's Printed Name: John P. Mulroney  
My commission expires: 4/13/2016  
My commission number: EE 183864

(NOTARY SEAL)



  
\_\_\_\_\_  
BT

mak  
\_\_\_\_\_  
LL

  
\_\_\_\_\_  
SLH

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**EXHIBIT B**

**ULTIMATE TRANSFORMATION, LLC**

**AGREEMENT REGARDING SALE OF SUN HOLDINGS LIMITED, LLC'S  
MEMBERSHIP INTEREST TO LORLAW, LTD.**

**THIS AGREEMENT**, dated *November 10, 2015*, memorializes the sale of Sun Holdings Limited, LLC's membership interest in Ultimate Transformation, LLC to Lorlaw, Ltd. ("the Agreement")

**WHEREAS**, prior to the execution of this Agreement, Sun Holdings Limited, LLC was a member of Ultimate Transformation, LLC (the "Company"), a company formed pursuant to the Florida Limited Liability Company Act. Prior to this Agreement, Sun Holdings Limited, LLC owned 33.34% of the Company.

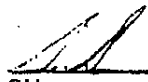
**WHEREAS**, prior to the execution of this Agreement, Lorlaw, Ltd. was a member of Ultimate Transformation, LLC (the "Company"), a company formed pursuant to the Florida Limited Liability Company Act. Prior to this Agreement, Lorlaw, Ltd. owned 33.33% of the Company.

**WHEREAS**, the individuals and entities signing this Agreement desire to reduce to writing their agreement that Sun Holding Limited, LLC shall sell its membership interest in the Company to Lorlaw, Ltd.

**NOW, THEREFORE**, in consideration of \$70,000 as payment of expenses and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the individuals and entities signing this Agreement below agree as follows:

1. Sun Holdings Limited, LLC hereby sells its 33.34% of its membership interest in the Company to Lorlaw, Ltd. As a result of this Agreement, the respective interests are as set out hereinafter:

MAN  
LL

  
SH

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TALLAHASSEE FLORIDA

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ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST  
PAGE 2 OF 5

<u>Member</u>	<u>Membership Interest</u>
SUN HOLDINGS LIMITED, LLC	0%
LORLAW, LTD	66.67%
BRIAN TULLY	33.33%

2. Whenever the singular number is used in this Agreement and when required by the context, the same shall include the plural and vice versa, and the masculine gender shall include the feminine and neutral genders and vice versa.

3. Whenever possible, each provision of this Agreement shall be interpreted in such a manner as to be effective and valid under applicable law. However, if any provision of this Agreement shall be prohibited by or invalid under such law, it shall be deemed modified to conform to the minimum requirements of such law or, if for any reason it is not deemed so modified, it shall be prohibited or invalid only to the extent of such prohibition or invalidity without the remainder thereof or any other such provision being prohibited or invalid.

4. This Agreement shall be binding upon and inure to the benefit of all Members and each of the successors, assignees, heirs, representatives, executors or guardians of the Members.

5. This Agreement will be governed by and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the substantive (exclusive of any procedural rules) laws of any jurisdiction other than the State of Florida to apply.

LL  
LL

SH  
SH

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TALLAHASSEE FLORIDA

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ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST  
PAGE 3 OF 5

6. In the event an ambiguity or question of intent or interpretation arises, this Agreement shall be construed as if drafted jointly by the parties and no presumption or burden of proof shall arise favoring or disfavoring any party by the authorship of any provision of this Agreement.

IN WITNESS WHEREOF, the individuals and entities signing this Agreement below conclusively evidence their agreement to the terms and conditions of this Agreement by so signing this Agreement.

Witnesses as to Sun Holdings:

[Signature]  
Witness' Signature  
Valerie Araya  
Witness' Printed Name  
[Signature]  
Witness' Signature  
John White  
Witness' Printed Name

SUN HOLDINGS LIMITED, LLC, a  
Florida limited liability company, Member

By: [Signature]  
GLENN SANDS,  
As its Authorized Representative

Witnesses as to Michael Kenny:

[Signature]  
Witness' Signature  
Valerie Araya  
Witness' Printed Name  
[Signature]  
Witness' Signature  
John White  
Witness' Printed Name

Lorlaw, Ltd., an IBC registered company,  
Member

By: [Signature]  
MICHAEL KENNY  
As its Authorized Representative

mqk  
LL

[Signature]  
SH

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TALLAHASSEE FLORIDA

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ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST  
PAGE 4 OF 5

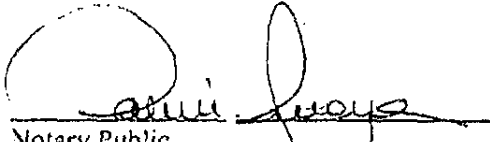
STATE OF FLORIDA

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COUNTY OF PALM BEACH

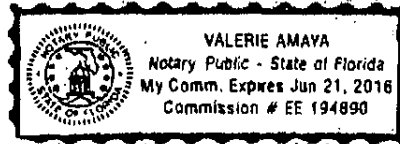
**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared GLENN SANDS as authorized representative of SUN HOLDINGS LIMITED, LLC, a Florida limited liability company,  to me well known, or  identified to me by \_\_\_\_\_, described in and who executed the foregoing instrument and, after being first duly sworn, he acknowledged before me that he executed the same pursuant to duly adopted corporate resolution, freely and voluntarily for the uses and purposes set forth therein.

WITNESS my hand and official seal this 10 day of November, 2015.



Notary Public  
Notary's Printed Name:  
My commission expires:  
My commission number:

(NOTARY SEAL)



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TALLAHASSEE FLORIDA

WGLK  
LLC

SH  
SH

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ULTIMATE TRANSFORMATION, LLC  
AGREEMENT REGARDING SALE OF OWNERSHIP INTEREST  
PAGE 5 OF 5

STATE OF FLORIDA

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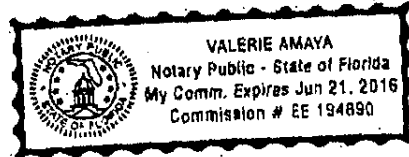
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, the undersigned authority duly authorized to take acknowledgments in the State and County aforesaid, personally appeared MICHAEL KENNY, as authorized representative of Lorlaw, Ltd.  to me well known, or  identified to me by FL DL, described in and who executed the foregoing instrument and, after being first duly sworn, he acknowledged before me that he executed the same pursuant to duly adopted company resolution, freely and voluntarily for the uses and purposes set forth therein.

WITNESS my hand and official seal this 10 day of November, 2015.

Valerie Amaya  
Notary Public  
Notary's Printed Name:  
My commission expires:  
My commission number:

(NOTARY SEAL)



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2015 NOV 17 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WGH  
LL

SH  
SH

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