

Division of Corporations

Page 1 of 2

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

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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**

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Page Count	14
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J. HARRIS

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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

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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

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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

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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.

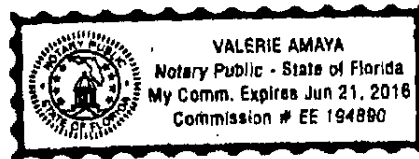
STATE OF FLORIDA

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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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.

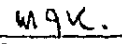
NOW, THEREFORE, for the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the individuals and entities signing this Agreement below agree as follows:


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.


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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


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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
Rayl 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: *EE18364*

(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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2015 NOV 17 AM 9:09
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 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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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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TALLAHASSEE FLORIDA

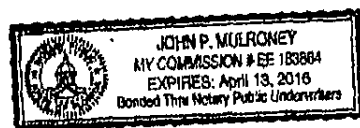
STATE OF FLORIDA
COUNTY OF PALM BEACH

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

WJK
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:

[Handwritten Signature]

Witness' Signature
Page Monser

Witness' Printed Name

[Handwritten Signature]

ULTIMATE TRANSFORMATION, LLC
By Brian Tully
Its Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

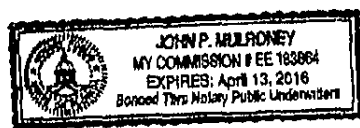
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Brian Tully, to me well known, or identified to me by _____, described in and who executed the foregoing instrument and, after being first duly sworn, 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.

[Handwritten Signature]

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

(NOTARY SEAL)



[Handwritten Signature]
BT

[Handwritten Signature]
LL

[Handwritten Signature]
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.

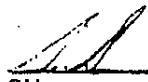
WHEREAS, prior to the execution of this Agreement, Lorlaw, Ltd. was a member of Ultimate Transformation, LLC (the "Company"), a company formed pursuant to the Florida Limited Liability Company Act. Prior to this Agreement, Lorlaw, Ltd. owned 33.33% of the Company.

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


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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

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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]
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TALLAHASSEE FLORIDA

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

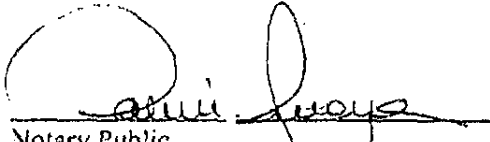
STATE OF FLORIDA

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COUNTY OF PALM BEACH

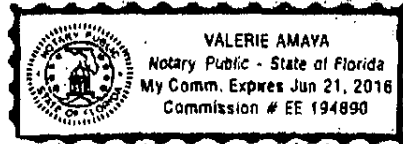
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared GLENN SANDS as authorized representative of SUN HOLDINGS LIMITED, LLC, a Florida limited liability company, to me well known, or identified to me by _____, 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

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

STATE OF FLORIDA

SS

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.

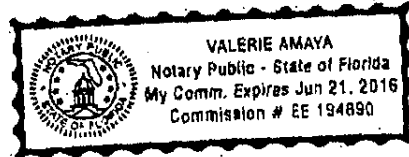
Valerie Amaya
Notary Public

Notary's Printed Name:

My commission expires:

My commission number:

(NOTARY SEAL)



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TALLAHASSEE FLORIDA

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