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B. KOHR  
JAN 02 2008  
EXAMINER

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TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

COMMAND FITNESS INSTITUTE, LLC

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- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- ✓ \_\_\_ Art. of Amend. File LLC
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- \_\_\_ Cert. Copy
- ✓ \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval

Signature

Requested by:

Name

Date

Time

Walk-In

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF

COMMAND FITNESS INSTITUTE, LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on FEBRUARY 9, 2005 and assigned  
Florida document number L05000013714

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

LAWRENCE W. RIEBAU, [REDACTED]

New Registered Office Address:

7245 BLACKBIRD AVENUE

(Enter Florida street address)

SPRINGHILL

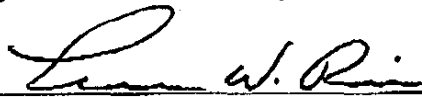
(City)

Florida 34613

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.



(If Changing Registered Agent, Signature of New Registered Agent)

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager  
MGRM = Managing Member

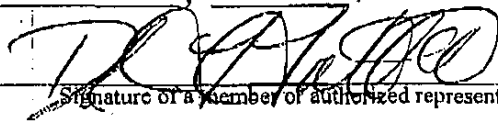
<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	STEVEN E. DILLENBECK	1505 FORT CLARK BLVD. APARTMENT 14-202 GAINESVILLE, FL 32606	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	DANIEL F. TOTH, III	14242 HURRICANE DR. BROOKSVILLE, FL 34614 MGRM	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGRM	JAMES C. HALE	10328 FORDHAM ST. SPRINGHILL, FL 34608	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGRM	DOROTHEA HALE	10328 FORDHAM ST. SPRINGHILL, FL 34608	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

See Attached MEMBER RESOLUTION AND AMENDMENTS

Dated December 31,

2007



Signature of a member or authorized representative of a member

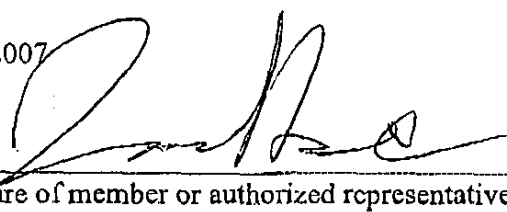
DANIEL F. TOTH, III

Typed or printed name of signee

Page 2 of 2

Filing Fee: \$25.00

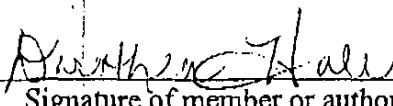
Dated December 31, 2007

  
\_\_\_\_\_  
Signature of member or authorized representative of member

**JAMES C. HALE**

Typed or printed name of signee

Dated December 31, 2007

  
\_\_\_\_\_  
Signature of member or authorized representative of member

**DOROTHEA HALE**

Typed or printed name of signee

## **COMMAND FITNESS INSTITUTE, LLC**

### **MEMBER RESOLUTION AND AMENDMENTS**

**WHEREAS**, The company was incorporated and the Articles of Organization were filed with the Florida Secretary of State on **FEBRUARY 9, 2005**, Article number **L05000013714**, and

**WHEREAS**, **DANIEL F. TOTH, III**, a 41% member, and **JAMES C. HALE**, a 9% member, and **DOROTHEA HALE**, a 9% member, constitute a majority of 59% of the membership interest of **COMMAND FITNESS INSTITUTE, LLC**, a Florida Limited Liability Company, and

**WHEREAS**, **STEVEN E. DILLENBECK**, a 41% member, has heretofore been a managing member of the company, but certain actions and failures to act of Mr. Dillenbeck, which appear to be violations of his statutory duties as a managing member, have come to the attention of the members named hereinabove; to wit:

1. Mr. Dillenbeck unilaterally, without even discussion with the other members, removed Daniel F. Toth, III as a managing member in violation of the Operating Agreement of the Company by an illegal amendment he filed with the Secretary of State on September 13, 2007;

2. Mr. Dillenbeck failed and refused to allow access to the books and records of the Company despite numerous requests, including written requests by certified mail from each of the hereinabove named members on or about May 31, 2007;

3. Mr. Dillenbeck unilaterally, without even consulting with the other members, removed Daniel F. Toth, III, as a signature authority on the company Suntrust bank account, preventing any independent review of company income and expenditures from this account;

4. Mr. Dillenbeck by his own admission commingled company funds in bank accounts in his individual name and refuses any disclosure of the amounts or expenditures therefrom;

5. Mr. Dillenbeck apparently utilized company funds to pay for credit cards in his individual name and for non-company related personal expenses;

6. Mr. Dillenbeck apparently utilized company credit cards for his personal expenses;

7. Mr. Dillenbeck refuses to return to the company place of business a 42" Sharp Aquous TV and 2 Dell 50" flat screen TVs leased by the company;

8. Mr. Dillenbeck refuses to provide any information to the other members that any of the Federal, State or Local tax reporting and payments have been made by the company.

**WHEREAS**, the majority members named hereinabove, in light of the failures and refusals of Mr. Dillenbeck to comply with his statutory and good faith obligations to the company and the members, desire to remove **STEVEN E. DILLENBECK** from any position of management of the Company and to take control of the company management, specifically placing control of all financial matters in the hands of an independent CPA for the Company in order to have audited and available financial information and control, for the benefit of all members and the company.

**I. NOW THEREFORE**, the majority members named hereinabove resolve to Amend the **ARTICLES OF ORGANIZATION** of the Company as follows:

1. **STEVEN E. DILLENBECK** is hereby removed from any position of management of the Company, including as managing member and registered agent, and any authority for him to write checks on company accounts, use or charge on company credit cards, or authorize expenditures of any company funds or credit is hereby **RESCINDED AND REVOKED**. **STEVEN E. DILLENBECK**, his agents and assigns, are directed to immediately turn over all property, books and records of the company to **LAWRENCE W. RIEBAU, CPA**, including but not limited to all company check books, credit cards, account statements, tax returns and any and all company records.

2. **DANIEL F. TOTH, III**, a 41% member, and **JAMES C. HALE**, a 9% member, and **DOROTHEA HALE**, a 9% member, are hereby elected as the sole 3 managing members of the company.

3. **LAWRENCE W. RIEBAU, CPA, 7245 BLACKBIRD AVENUE, SPRINGHILL, FL 34613** is hereby appointed as registered agent and his address is designated as the new registered office of the company.

4. **LAWRENCE W. RIEBAU, CPA** is hereby designated as the authorized signature authority of the company for any and all expenditures from accounts of any kind, including but not limited to the Suntrust Bank accounts. The managing members shall have signature authority for all company accounts, including the company Suntrust bank accounts, but only for emergency purposes in the absence or unavailability of Mr. Riebau. **LAWRENCE W. RIEBAU, CPA** is further commissioned to conduct an audit of the financial books and records of the company to determine the propriety of expenditures and income for the company since its formation, and to provide copies of his findings to all members as they are discovered.

**II. NOW THEREFORE**, the majority members named hereinabove do hereby Amend the **OPERATING AGREEMENT** of the Company as follows:

1. **Article 2.4 is DELETED** and the Amended 2.4 shall read as follows:

2.4 **MANAGEMENT BY MANAGERS.** The company shall be managed by its managers who shall be elected managing members by the members voting in proportion to the then-current percentage of members in the profits of the limited liability company owned by all of the members.

2. **Article IV, "MANAGEMENT AGENTS", is DELETED in its entirety and the Amended Article IV shall read as follows:**

#### **ARTICLE IV MANAGEMENT.**

4.1. Management of the Company shall be vested in all of the Members who shall elect Managing Members of the Company. The Members shall vote in proportion to their Membership Interests in the Company. Except as otherwise provided in this Agreement, all decisions of the Managing Members shall be by a majority in interest of the Members. All Managing Members must be Members of the Company. No Member will take part in or interfere in any manner with the conduct or control of the business of the Company or have any right or authority to act for or bind the Company except as provided in this Agreement. Notwithstanding the foregoing, in order to assure open access to company books and records and to assure best accounting practices, the members shall designate a Certified Public Accountant to be the registered agent and the custodian of the corporate books and records and to be the day to day signature authority for the company on all financial accounts and to prepare the Federal, State and local tax documents of the company.

4.2. The Managing Members shall hold office for the term for which elected and until a successor has been elected and qualified. A vacancy in the office of Managing Members arising from any cause may be filled for the unexpired portion of the term by the Members.

4.3. Any Managing Members may resign at any time by giving written notice to the Members. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, upon the receipt thereof, irrespective of whether any such resignations shall have been accepted.

4.4. The Company shall be managed by the Managing Members and the conduct of the Company's business shall be controlled and conducted solely and exclusively by the Managing Members in accordance with this Agreement. In addition to and not in limitation of any rights and powers conferred by law or other provisions of this Agreement, the Managing Members shall have and may exercise on behalf of the Company all powers and rights necessary, proper, convenient or advisable to effectuate and carry out the purposes, business and objectives of the Company, and to maximize Company profits.

4.5. Notwithstanding the foregoing, the Managing Members may not make the decision to dissolve or merge the company, nor to amend the articles of organization or operating Agreement without a vote of not less than a majority-in-interest of the members.



4.6. The Managing Members shall serve as Tax Matters Member as such term is defined in Code Section 6231 (a)(7).

4.7. Provided any member or person has not breached his statutory and good faith obligations to the company and to the other members, in the sole determination by a majority of members of the company, that member or person that is made or threatened to be made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he is or was a manager, Member, employee or agent of the Company, or then serves or has served on behalf of the company in any capacity at the request of the Company, shall be indemnified by the Company against reasonable expenses, judgments, fines and amounts actually and necessarily incurred in connection with the defense of such action or proceeding or in connection with an appeal therein to the fullest extent permissible. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled.

3. **ARTICLE IX, "EXCULPATION AND INDEMNIFICATION", is DELETED in its entirety.**

4. **ARTICLE 10.2, "INDEMNIFICATION BY THE MEMBERS", is DELETED in its entirety.**

5. **ARTICLE XI, "DISPUTE RESOLUTION", is DELETED in its entirety.**

IN WITNESS WHEREOF, the majority Members have executed this **MEMBER RESOLUTION AND AMENDMENTS** this 31st day of December, 2007.

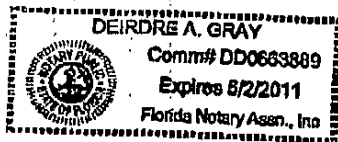
  
\_\_\_\_\_  
**DANIEL F. TOTH, III**  
41% MEMBER

  
\_\_\_\_\_  
**JAMES C. HALE**  
9% MEMBER

  
\_\_\_\_\_  
**DOROTHEA HALE**  
9% MEMBER

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 31st day of December 2007,  
by DANIEL F. TOTH, III who is [ ] personally known to me or who ☒ produced  
Florida Driver License as identification.



Deirdre A. Gray  
Notary Public, State of Florida

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 31st day of December 2007,  
by JAMES C. HALE who is [ ] personally known to me or who ☒ produced  
Florida Driver License as identification.



Deirdre A. Gray  
Notary Public, State of Florida

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 31st day of December 2007,  
by DOROTHEA HALE who is [ ] personally known to me or who ☒ produced  
Florida Driver License as identification.



Deirdre A. Gray  
Notary Public, State of Florida