

# **LLC OPERATING AGREEMENT AMENDMENT**

This Amendment to the Operating Agreement (the "Amendment") is entered into on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by and among the members listed below (collectively, the "Members") of \_\_\_\_\_, a Limited Liability Company organized under the laws of the State of \_\_\_\_\_ (the "Company").

## **I. BACKGROUND**

WHEREAS, the Members entered into an Operating Agreement for the Company dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ (the "Original Agreement"); and

WHEREAS, the Members desire to amend the Original Agreement as set forth herein to reflect changes agreed upon by the Members; and

WHEREAS, the Original Agreement permits amendment upon the consent of the Members as set forth therein.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Members agree as follows:

## **II. NATURE OF AMENDMENT**

The purpose of this Amendment is to (check all that apply):

- Modify an existing provision or section
- Add a new provision or section
- Delete an existing provision or section
- Update Member information or capital contributions
- Other: \_\_\_\_\_

### III. AMENDMENTS

The Original Agreement is hereby amended as follows:

The specific changes to the terms, conditions, or provisions of the Operating Agreement are:

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#### **IV. RATIFICATION OF AGREEMENT**

Except as specifically amended by this Amendment, all terms, conditions, covenants, and provisions of the Original Agreement shall remain in full force and effect and are hereby ratified and confirmed by the Members. In the event of any conflict or inconsistency between the provisions of this Amendment and the Original Agreement, the provisions of this Amendment shall control.

## **V. GOVERNING LAW**

This Amendment shall be governed by and construed in accordance with the laws of the State of \_\_\_\_\_, without giving effect to its conflict of laws principles.

## VI. SEVERABILITY

If any provision of this Amendment is held to be invalid, illegal, or unenforceable in whole or in part, the remaining provisions shall not be affected and shall continue to be valid, legal, and enforceable as though the invalid, illegal, or unenforceable parts had not been included in this Amendment.

## **VII. ENTIRE AGREEMENT**

The Original Agreement, as amended by this Amendment, constitutes the entire agreement among the Members with respect to the subject matter hereof and supersedes all prior agreements and understandings, both written and oral, among the Members with respect to the subject matter hereof.

### **VIII. EXECUTION**

This Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

**IN WITNESS WHEREOF**, the Members have executed this Amendment as of the date first written above.

#### **MEMBER SIGNATURES**

Signature: \_\_\_\_\_

Date: \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

Print Name: \_\_\_\_\_

Title (if applicable): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

Print Name: \_\_\_\_\_

Title (if applicable): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

Print Name: \_\_\_\_\_

Title (if applicable): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

Print Name: \_\_\_\_\_

Title (if applicable): \_\_\_\_\_

## NOTARY ACKNOWLEDGMENT

State of \_\_\_\_\_

County of \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_, before me,

\_\_\_\_\_, a Notary Public, personally appeared

\_\_\_\_\_, \_\_\_\_\_, and \_\_\_\_\_

\_\_\_\_\_  
(Names of Signers), who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of

\_\_\_\_\_ that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

Print Name: \_\_\_\_\_

(Seal)