**Amendment to the**

**Limited Liability Company Agreement of**

**[Name]**

**to Effect Resignation of Member**

 Amendment (the “Amendment”) dated \_\_\_\_\_\_\_\_\_, 20\_\_, to the Limited Liability Company Agreement of **[Name]**, a Delaware limited liability company (the “Company”).

 **WHEREAS,** the existing members of the Company are party to a Limited Liability Company Agreement originally dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (the “Agreement”); and

 **WHEREAS,**  (the “Resigning Member”) desires to resign as a member of the Company; and

 **WHEREAS,** the existing members other than the Resigning Member desire to amend the Agreement for the purpose of effecting the resignation of the Resigning Member and consenting to the continuation of the Company following such resignation in accordance with the Agreement;

 **NOW, THEREFORE,** the undersigned agree as follows:

 1. The existing members (other than the Resigning Member) hereby expressly consent to the resignation of the Resigning Member as a member of the Company, waive the six months notice provision for resignation, and consent to the continuation of the Company following the effective date of the Resigning Member’s resignation.

 2. The Resigning Member hereby resigns as a member of the Company as of the effective date of this Amendment and acknowledges receipt from the Company of the fair value of the Resigning Member’s membership interest in the Company. At the effective date of this Amendment the Resigning Member shall cease to be a member of the Company and shall not have any rights or powers of a member of the Company.

 3. On the effective date of this Amendment, Schedule A to the Agreement shall be amended to read as set forth in Schedule A to this Amendment, and as so amended, shall constitute Schedule A to the Agreement.

 4. This Amendment shall constitute the reflection of the resignation of the Resigning Member as a member on the books of the Company as of the effective date of this Amendment.

 5. The effective date of this Amendment shall be the close of business on the date set forth in the first paragraph of this Amendment.

**IN WITNESS WHEREOF,** each of the undersigned, together constituting all of the existing members of the Company (including the Resigning Member), has caused this Amendment to be duly executed by it or on its behalf on or as of the date set forth in the first paragraph of this Amendment.

 **EXISTING MEMBERS:**

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 **RESIGNING MEMBER:**

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**AMENDED SCHEDULE A**

**Name and Address** **Capital Contribution**