

OCT 02 2013

SEP 23 2013

FILE NO. L1818217-8

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DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARTICLES OF AMENDMENT

Read the Instructions L015i

1. **ENTITY NAME** – give the exact name of the LLC as currently shown in A.C.C. records:

Eleven Eleven Movie, LLC

2. **A.C.C. FILE NUMBER:** L18182178

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

CHECK THE BOX NEXT TO EACH CHANGE BEING MADE AND COMPLETE THE REQUESTED INFORMATION FOR THAT CHANGE.

3. ☐ **ENTITY NAME CHANGE** – type or print the exact NEW name of the LLC in the space below:

4. ☒ **MEMBERS CHANGE (CHANGE IN MEMBERS)** – see Instructions L015i – Use one block per person - FOR MEMBERS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each member being changed, and below that provide any new information for that member (new name and/or address), then check all boxes that apply to indicate the change being made for that member. FOR NEW MEMBERS – in a separate block, list the name in the NEW Name blank and give the address, and check the appropriate box. If more space is needed, complete and attach the Amendment Attachment for Members form L044.

Christopher Redish				Norma Redish			
Name currently shown in ACC records				Name currently shown in ACC records			
NEW Name				NEW Name			
70 Cathedral Vista Dr				70 Cathedral Vista D			
Address 1				Address 1			
Address 2 (optional)		AZ	86336	Address 2 (optional)		AZ	86336
Sedona		State or Province	Zip	Sedona		State or Province	Zip
City		UNITED STATES		City		UNITED STATES	
Country				Country			
<input type="checkbox"/> Address change		<input type="checkbox"/> Add as 20% or more member		<input type="checkbox"/> Address change		<input type="checkbox"/> Add as 20% or more member	
<input type="checkbox"/> Name change		<input type="checkbox"/> Add as less than 20% member		<input type="checkbox"/> Name change		<input type="checkbox"/> Add as less than 20% member	
<input checked="" type="checkbox"/> Remove member				<input checked="" type="checkbox"/> Remove member			
Name currently shown in ACC records				Name currently shown in ACC records			
Looby Lou Life Productions, LLC				NEW Name			
70 Cathedral Vista Dr				Address 1			
Address 1				Address 2 (optional)			
Address 2 (optional)		AZ	86336	Address 2 (optional)			
Sedona		State or Province	Zip	City		State or Province	Zip
City		UNITED STATES		City			
Country				Country			
<input type="checkbox"/> Address change		<input type="checkbox"/> Add as 20% or more member		<input type="checkbox"/> Address change		<input type="checkbox"/> Add as 20% or more member	
<input type="checkbox"/> Name change		<input checked="" type="checkbox"/> Add as less than 20% member		<input type="checkbox"/> Name change		<input type="checkbox"/> Add as less than 20% member	
<input type="checkbox"/> Remove member				<input type="checkbox"/> Remove member			

5. ☒ **MANAGERS CHANGE (CHANGE IN MANAGERS)** – Use one block per person - FOR MANAGERS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each manager being changed, and below that provide any new information for that manager (new name and/or address), then check all boxes that apply to indicate the change being made for that manager. FOR NEW MANAGERS – in a separate block, list the name in the NEW Name blank and give the address, and check the appropriate box. If more space is needed, complete and attach the Amendment Attachment for Managers form L043.

Name currently shown in ACC records Looby Lou Life Productions, LLC			Name currently shown in ACC records		
NEW Name 70 Cathedral Vista Dr			NEW Name		
Address 1			Address 1		
Address 2 (optional) Sedona		State or Province AZ	Zip 86336		
City UNITED STATES	State or Province		City	State or Province	
Country			Country		
<input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add as manager <input type="checkbox"/> Name change <input type="checkbox"/> Remove manager			<input type="checkbox"/> Address change <input type="checkbox"/> Add as manager <input type="checkbox"/> Name change <input type="checkbox"/> Remove manager		

6. ☒ **MANAGEMENT STRUCTURE CHANGE** – see Instructions L015i – check only one box below and follow instructions:
- ☒ **CHANGING TO MANAGER-MANAGED LLC** – complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*
 - ☐ **CHANGING TO MEMBER-MANAGED LLC** – complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*

7. ☐ **STATUTORY AGENT CHANGE – NEW AGENT APPOINTED** – see Instructions L015i:

7.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the NEW statutory agent:		7.2 OPTIONAL – mailing address in Arizona of NEW Statutory Agent (can be a P.O. Box):	
Statutory Agent Name (required)			
Attention (optional)		Attention (optional)	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City	State	Zip	
7.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Amendment.			

8. ☐ **STATUTORY AGENT ADDRESS CHANGE – ADDRESS OF CURRENT STATUTORY AGENT** – complete 8.1 and/or 8.2:

8.1 NEW physical or street address (not a P. O. Box) in Arizona of the existing statutory agent:		8.2 NEW mailing address in Arizona of the existing statutory agent (can be a P.O. Box):	
Attention (optional)		Attention (optional)	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City	State	Zip	

9. ☐ **ARIZONA KNOWN PLACE OF BUSINESS ADDRESS CHANGE:**

9.1 Is the NEW Arizona known place of business address the same as the street address of the statutory agent?

- ☐ Yes – go to number 10 and continue
☐ No – go to number 9.2 and continue

9.2 If you answered "No" to number 9.1, give the **NEW physical or street address** (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

10. ☐ **DURATION CHANGE** – check one to indicate the **NEW** duration or life period of the LLC:

- ☐ Perpetual
☐ The LLC's life period will end on this **date**: _____ (enter a date – mm/dd/yy)
☒ The LLC's life period will end upon the occurrence of this **event**:
Five years after delivery of completed film (describe an event)

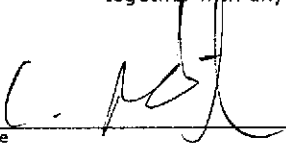
11. ☐ **ENTITY TYPE CHANGE** – if changing entity type, check one and follow instructions:

- ☐ Changing to a PROFESSIONAL LLC – number 12 must also be completed.
☐ Changing to a NON-PROFESSIONAL LLC (professional LLC becoming a regular LLC).

12. ☐ **PROFESSIONAL SERVICES CHANGE** – describe the **NEW** type of professional services the professional LLC will render:

13. ☐ **OTHER AMENDMENT** – If an amendment was made that was not addressed by the check boxes on this form, then you must attach to these Articles of Amendment a complete copy of the LLC's written amendment.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

 ☒ I ACCEPT
Signature Christopher Redish Date (mm/dd/yy) 09/30/2013

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

<input type="checkbox"/> This is a manager-managed LLC and I am signing individually as a manager or I am signing for an entity manager named: <div></div>	<input checked="" type="checkbox"/> This is a member-managed LLC and I am signing individually as a member or I am signing for an entity member named: <div></div>
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Filing Fee: \$25.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
Eleven Eleven Movie, LLC
2. **A.C.C. FILE NUMBER** (if known): L1818217-8
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>
3. **Check one box only to indicate what document the Attachment goes with:**
☐ Articles of Organization ☒ Articles of Amendment
☐ Application for Registration ☐ Articles of Amendment to Application for Registration
4. **MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed – *do not check both member boxes*. If more space is needed, use another **Manager Structure Attachment** form.

Looby Lou Life Productions, LLC							
Name 70 Cathedral Vista Dr				Name			
Address 1				Address 1			
Address 2 (optional) Sedona		AZ	86336	Address 2 (optional)			
City UNITED STATES	State or Province	Zip		City	State or Province	Zip	
Country		<input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member		Country		<input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	
Name				Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country		<input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member		Country		<input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	
Name				Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country		<input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member		Country		<input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	
Name				Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province	Zip		City	State or Province	Zip	
Country		<input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member		Country		<input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	