

RESOLUTION OF HEALTHY LIVING CENTER NORMAN, LLC  
TO ASSIGN ALL ASSETS TO HEALTHY LIVING CENTER NORMAN, INC.  
UPON CITY OF NORMAN APPROVAL AND RELEASE OF LIABILITY

WHEREAS, Healthy Living Center Norman, LLC (the "LLC") currently holds the lease and management agreement dated May 23, 2023, with the City of Norman, Oklahoma (the "City"), for the operation of the Senior Wellness Center located at 602 North Findlay Avenue, Norman, Oklahoma 73071 (the "Agreement");

WHEREAS, the LLC has determined that it is in the best interest of all parties that the lease and management responsibilities be transferred to Healthy Living Center Norman, Inc., an Oklahoma nonprofit corporation (the "Corporation");

WHEREAS, the Corporation has been formed to continue the mission and services of the LLC and is prepared to assume full responsibility under the Agreement;

WHEREAS, the City of Norman must approve and formally assign the Agreement to the Corporation, and issue a full and complete release of liability to the LLC with respect to all obligations under the Agreement;

NOW, THEREFORE, BE IT RESOLVED, that upon (i) the formal assignment by the City of Norman, Oklahoma of the lease and management agreement dated May 23, 2023, from Healthy Living Center Norman, LLC to Healthy Living Center Norman, Inc., and (ii) the execution by the City of a full and complete release of liability to Healthy Living Center Norman, LLC related to said Agreement, then:

The LLC shall assign, transfer, and convey all of its right, title, and interest in and to all assets held by the LLC that are used in connection with the Senior Wellness Center, including but not limited to bank accounts, furniture, equipment, materials, supplies, and any other tangible or intangible property, to Healthy Living Center Norman, Inc. A complete list and inventory of such assets is attached hereto as Exhibit A and incorporated herein by reference;

The officers and managers of the LLC are hereby authorized and directed to take any and all steps necessary to effectuate the assignment of assets, including the execution of any and all documents required to complete the transfer;

Conditional Return of Assets: In the event that Healthy Living Center Norman, Inc. does not receive a determination of tax-exempt status as a nonprofit organization under Section 501(c)(3) of the Internal Revenue Code from the Internal Revenue Service within twenty-four (24) months of the date of asset transfer, then Healthy Living Center Norman, Inc. shall return all assigned assets as listed in Exhibit A to Healthy Living & Fitness, Inc., the sole member of Healthy Living Center Norman, LLC. If any of the assets listed in Exhibit A are not available for return, Healthy Living Center Norman, Inc. shall make a cash payment to Healthy Living & Fitness, Inc. in an amount equal to the fair market value of such assets at the time of the original transfer;

This resolution shall be effective immediately and shall remain in full force and effect unless modified or rescinded by further resolution of the LLC.

ADOPTED this 31<sup>st</sup> day of JULY, 2025, by the Members of Healthy Living Center  
Norman, LLC.



Jack Moore  
Managing Member

Exhibit A: Inventory of Assets at Time of Transfer  
(Attach asset list here)

State of Oklahoma  
County of Oklahoma

On this 31st day of July, 2025, before me, the undersigned Notary Public in and for said County and State, personally appeared:

Jack Moore who is personally known to me or who has produced valid identification and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free and voluntary act and deed for the purposes therein set forth.

Document: Resolution of Healthy Living Center Norman, LLC to assign all assets to Healthy Living Center Norman, Inc. upon City of Norman approval and release of liability.

Sworn to and subscribed before me this 31st day of July, 2025.

Signature of Notary Public

Name: Amy Winfield  
Commission Number: 25004693  
My Commission Expires: 4/18/2029



