

Bell & Mason Partners, LLC

(Company)

Operating Agreement Amendment #1

On January 01st, 2020 the members of BELL & MASON PARTNERS, LLC (Company) voted to adopt the following modifications to the Company's operating agreement and modified the membership interests for the members as follows:

Section 6 has been replaced with the following:

SECTION 6

SALARIES, REIMBURSEMENT, AND PAYMENT OF EXPENSES

6.1 ***Organization Expenses:*** All expenses incurred in connection with organization of the Company will be paid by the Company.

6.2 ***Compensation and Reimbursement:*** Manager (Abdelrhani Abdouh and Mahmoud Khalifa) shall be compensated for the development and management of the retail building project. The development/management fee (DF) shall be split at a ratio of 2:1 between Abdelrhani Abdouh and Mahmoud Khalifa. The DF shall be as follows:

- Manager fee shall be the markup of 18% of the construction, procurement and engineering cost of the retail building/s (except for HVAC purchase that has zero markup). This shall be the sole compensation for the development and management efforts. 12% markup shall be released with the company payment of every invoice to outside consultant/contractors. The remaining 6% shall be retained till the project acquire the Certificate of Occupancy for the retail building/s.

Manager shall be reimbursed for approved expenses, disbursements and advances incurred or made by any of them in connection with the formation, organization, start-up and qualification of the Company to do business in accordance with the Development Budget. Expenses shall be submitted to the other Managers for review and approval.

6.3 ***Legal and Accounting Services.*** The Company may obtain legal and accounting services to the extent reasonably necessary for the conduct of the Company's business.

Khaled Ellithy has withdrawn his membership interest in the Company. His \$7,500 deposit shall be returned.

ARXICT, LLC has withdrawn its membership interest in the Company. The \$10,000 deposit from this former member shall be returned.

YAMO INVESTMENTS, LLC has withdrawn its membership interest in the Company. The \$12,500 deposit from this former member shall be returned.

Mason & Bell Partners, LLC shall acquire Lot A and Lot B shown in Sketch 1 as of January 01, 2021 for \$1,139,530.

Schedule 1 has been replaced with the following:

SCHEDULE 1
LIST OF MEMBERS & MEMBERSHIP INTEREST
LIMITED LIABILITY COMPANY OPERATING AGREEMENT
FOR (BELL & MASON PARTNERS, LLC)

TABLE 1—INITIAL CAPITAL COMMITMENTS

Member Name	2020 Deposit	Committed Capital	Percentage of Membership Interest	Total Despoit Needed from Ea Member	Required Feb 2021 Deposit
MASONBELL, LLC	\$ 1,139,530	\$ 1,125,000	40.18%	\$ 562,500	\$ (577,030)
FLOURISH DEVELOPMENT, LLC	\$ 75,000	\$ 500,000	17.86%	\$ 250,000	\$ 175,000
AH and NA Family Revocable Trust	\$ -	\$ 300,000	10.71%	\$ 150,000	\$ 150,000
REAL ESTATE SOLID SOLUTIONS, LLC	\$ 50,000	\$ 250,000	8.93%	\$ 125,000	\$ 75,000
REAL ESTATE IDEAL SOLUTIONS, LLC	\$ -	\$ 250,000	8.93%	\$ 125,000	\$ 125,000
BAYOUMI ENTERPRISE LLC	\$ 40,000	\$ 100,000	3.57%	\$ 50,000	\$ 10,000
Fatima Hassad	\$ 15,000	\$ 150,000	5.36%	\$ 75,000	\$ 60,000
GLOBAL LINK PROPERTIES, LLC		\$ 125,000	4.46%	\$ 62,500	\$ 62,500
Total	\$ 1,319,530	\$ 2,800,000	100.00%	\$ 1,400,000	\$ 80,470

Authorized by Member(s) as of the (1st) day of (January, 2020).

Abdelrhani Abdouh

Manager of MASONBELL, LLC

Printed/Typed Name and Title

Signature

Mahmoud Khalifa,

Manager of FLOURISH DEVELOPMENT,
LLC

Printed/Typed Name and Title

Signature

Mostafa Elsayed,

Manager of BAYOUMI ENTERPRISE,
LLC

Printed/Typed Name and Title

Signature

Mahmoud Khader,

Manager of REAL ESTATE SOLID
SOLUTIONS, LLC

Printed/Typed Name and Title

Signature

Ahmed Moussa Halal,

Manager of AH and NA FAMILY
REVOCABLE TRUST

Printed/Typed Name and Title

Signature

Mahmoud Khader,

Manager of REAL ESTATE IDEAL
SOLUTIONS

Printed/Typed Name and Title

Signature

Fatima Hassad

Printed/Typed Name and Title

Signature

Abdelrhani Abdouh

Manager of GLOBAL LINK PROPERTIES,
LLC

Printed/Typed Name and Title

Signature