

DO NOT PUBLISH THIS SECTION

AZ CORPORATION COMMISSION

FILED

ARTICLE 1

The company name must contain an ending which may be "limited liability company," "limited company," or the abbreviations "L.L.C.," "L.C.," "LLC" or "LC". If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form.

"EXP"

OCT 22 2004

ARTICLES OF ORGANIZATION

DOCS. SUBJECT TO REVIEW.

A.R.S. §29-632

FILE NO. L-1159558-8

ARTICLE 2

May be in care of the statutory agent.

1. Name. The name of the limited liability company is:

OFF THE FRONT, LLC

2. Known Place of Business. The address of the company's known place of business in Arizona is:

9399 S. Priest Dr.

Tempe, AZ 85284

3. Statutory Agent. (In Arizona) The name and street address of the statutory agent of the company is:

Dean Formanek

3550 N. Central Ave., Ste 1500

Phoenix, AZ 85010

ARTICLE 3

The statutory agent must provide a street address. If statutory agent has P.O. Box, then they must also provide a street address/location. The agent must sign the Articles or provide a consent to acceptance of appointment.

Acceptance of Appointment By Statutory Agent

I Dean Formanek, having been designated to act as  
(Printed Name)

Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

The agent must consent to the appointment by executing the consent.

Dean Formanek  
Signature of Statutory Agent

[If signing on behalf of a company serving as statutory agent, print company name here]

# 864195  
**\$ PAID**  
\$85.00  
# 9661

ARTICLES 4

Complete this section only if you desire to select a date or occurrence when the company will dissolve. If perpetual duration is desired, leave this section blank.

4. Dissolution. The latest date, if any, on which the limited liability company must dissolve is:

December 31, 2050

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SECTION  
ARTICLE 5

Check which management  
structure will be applicable to  
your company. Provide  
name, title and address for  
each person.

5. Management.

L-1159558-8

- ☒ Management of the limited liability company is vested in a manager or managers. The names and addresses of each person who is a manager AND each member who owns a twenty percent or greater interest in the capital or profits of the limited liability company are:

Name: James R. Seymour  
☒ member ☒ manager  
Address: 9399 S. Priest Dr  
City, State, Zip: Tempe, Az 85284

Name: Jane M. Meneely  
☒ member ☒ manager  
Address: 4715 E. LAMIRADA Way  
City, State, Zip: Phoenix, Az 85284

Name: Robert B. Meneely  
☒ member ☒ manager  
Address: 4715 E. LAMIRADA Way  
City, State, Zip: Phoenix, Az 85284

☐ member ☐ manager

- ☐ Management of the limited liability company is reserved to the members. The names and addresses of each person who is a member are:

Name: \_\_\_\_\_  
☐ member  
Address: \_\_\_\_\_  
City, State, Zip: \_\_\_\_\_

☐ member

Name: \_\_\_\_\_  
☐ member  
Address: \_\_\_\_\_  
City, State, Zip: \_\_\_\_\_

☐ member

The person(s) executing  
this document need not be  
manager or member(s) of  
the company.

EXECUTED this 21<sup>st</sup> day of September, 2004.

[Signature]

[Signature]

JAMES R. SEYMOUR  
[Print Name Here]

[Print Name Here]

Your fax and phone  
number is optional.

PHONE 480-777-7757

FAX 480-777-7887

**ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION  
SUBMISSION COVER SHEET**

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): Off the Front, LLC

Please Check or Complete the Appropriate Sections:

- A. 1. ☒ NEW Entity Filing      ☐ CHANGE to Existing Entity      ☐ Resubmission/Corrected Document
2. ☒ Domestic (from Arizona)      ☐ Foreign (organized in another state or country)
3. ☐ Profit/Business Corporation (B)      ☐ Nonprofit Corporation (NP)      ☒ LLC      ☐ Trust      ☐ Other
4. Payment ☒ Check # 9661      ☐ Cash      ☐ MOD account # \_\_\_\_\_  
Amount: \$ 85.00      ☐ No fee required      ☐ See attached distribution of funds instructions
5. Processing      ☒ Expedited (usually 1-3 day turn-around, \$35 Additional Fee Per Document)  
   ☐ Regular (usually 4-7 week turn-around)

**B. Filing Type: (Check one only)**

- ☐ Articles of Domestication  
☐ Articles of Incorporation  
☒ Articles of Organization  
☐ Application to Transact Business(B)  
☐ Application to Conduct Affairs (NP)  
☐ Application for New Authority  
☐ Application for Registration  
☐ Articles of Amendment  
☐ Articles of Amendment & Restatement

- ☐ Publication of \_\_\_\_\_  
☐ Articles of Correction  
☐ Merger of (name): \_\_\_\_\_  
Into: \_\_\_\_\_  
☐ Other: \_\_\_\_\_

RECEIVED  
OCT 22 2004  
ARIZONA CORP COMMISSION  
CORPORATIONS DIVISION

**C. Special Instructions:** \_\_\_\_\_

**D. Extras:**

- ☐ Certified Copies- \_\_\_\_\_ (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs)      ☐ Expedite Certified Copies (\$35 extra)  
☐ Good Standing Certificate- \_\_\_\_\_ (Qty. @ \$10 ea.)      ☐ Expedite Good Standing (\$35 extra)

**E. RETURN DELIVERY VIA:** ☐ Mail or ☒ Pick Up or ☐ Fax # ( \_\_\_\_\_ )

The following individual should be called to pick up completed documents:

Name: Leigh Ann Gustafson - please ask for me Phone: 602-248-3101

Pick-up by: \_\_\_\_\_

Date: \_\_\_\_\_

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: Leigh Ann Gustafson, Paralegal      Firm: Warner Angle Hallam Jackson & Formanek PLC  
Address: 3550 North Central Avenue, Suite 1500,  
Phoenix, AZ 85012  
City, State, Zip: \_\_\_\_\_