

NOV 18 2004 "EXP" ARTICLES OF ORGANIZATION
OF

DOCS. SUBJECT TO REVIEW. TIMELESS APOTHECARY OF SEDONA, L.L.C.
FILE NO. L-1164987-8 (An Arizona Limited Liability Company)

1. **Name**: The name of the Limited Liability Company is: TIMELESS APOTHECARY OF SEDONA, L.L.C.
2. **Known Place of Business**: The address of the known place of business of the Company is: 80 Quail Circle, Sedona, Arizona, 86351; located in Yavapai County.
3. **Statutory Agent**: The name and address of the initial statutory agent of the Company is: Amy B. Andrews, 80 Quail Circle, Sedona, Arizona, 86351.
4. **Dissolution**: The duration of the Company shall be perpetual, unless terminated sooner by the Members according to applicable law.
5. **Purpose**: The purpose for which the limited liability company is organized is: sales of essential oils. In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Arizona.
6. **Management**: Management of the limited liability company is reserved to the members. The names and addresses of each person who is a member are: Amy Beth Andrews and John David Andrews, Trustees of the John David Andrews and Amy Beth Andrews Living Trust, dtd June 22, 1998, 80 Quail Circle, Sedona, AZ 86351.
7. **Members**: There will be one or more initial Members at the time the limited liability company is formed. The initial Members of the Company shall have the right to admit additional members from time to time in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a Member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement. Interests of Members may be transferred or assigned as provided in the Operating Agreement.

8. **Continuation of Business:** In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of an event which terminates the continued Membership of a Member in the Company, the remaining Members of the Company may continue the business of the Company in accordance with the Operating Agreement. At their election and option, a Majority-in-Interest of the remaining Members may vote to continue the business.

9. **Operating Agreement and Authority:** The manner in which the Company conducts its business and affairs, the duties and authority, rights and obligations of its Members, to the extent not expressly required by and provided for by Arizona law, shall be set forth in the Operating Agreement adopted by the initial Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

10. **Indemnification and Liability:** The Company may, as determined by the Members of the Company, indemnify and advance expenses to a Member, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the Operating Agreement of the Company.

EXECUTED this 5th, of November, 2004.

The John David Andrews and Amy Beth
Andrews Living Trust dtd 6/22/98

BY


AMY B. ANDREWS, Trustee

By


JOHN DAVID ANDREWS, Trustee

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

I, AMY B. ANDREWS, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.


Signature of Statutory Agent

L-1164987-0

Please mail Registration to:
Secretary of State Jan Brewer / Trade Name Division
1700 West Washington 7th Fl. Phoenix, Arizona 85007
Walk-in service: 14 N. 18th Ave., Phoenix, Arizona
Tucson Office: 400 W. Congress, Ste. 252
(602) 542-6187
(800) 458-5842 (within Arizona)
Filing Fee: \$10.00



ASSIGNMENT OF TRADE NAME

(A.R.S. §44-1460.03)

Please print clearly or type to avoid errors in registration.

Trade Name: TIMELESS APOTHECARY Registration #: 320694

Assignor: BOBBI SPARROW

Present Trade Name Owner on File

Mailing Address 7014 W. GROVERS AVENUE GLENDALE AZ 85308
Street or Box Number City State Zip

Assignees JOHN DAVID ANDREWS & AMY BETH ANDREWS

Name of individual or business entity to whom the name will be assigned

Assignee: Please check one. Do not select "Corporation or L.L.C. if you are not currently incorporated or your application will be returned to you.

☒ Individuals ☐ Foreign corporation licensed to do business in Arizona
☐ Partnership ☐ Association ☐ Organization
☐ Corporation ☐ LLC ☐ Other _____

Mailing Address: 80 QUAIL CIRCLE SEDONA AZ 86351
Street or Box Number City State Zip

Phone number (optional): (928) 284-1151

Be it known for good and valuable consideration in hand paid, the receipt of which is hereby acknowledged, the identified Assignor together with the good will of the business in connection with which the said trade name is used by these present does sell, assign and transfer unto the identified Assignee the entire right, title and interest in and to the identified trade name.

[Signature]
Assignee's Signature

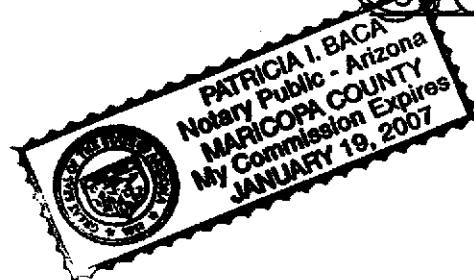
[Signature]
Assignor's Signature

State of Arizona

County of Maricopa

Acknowledged before me on this 5th day of November, 2004

[Signature]
Notary Public



L-1164987-0

STATE OF ARIZONA
County of Yavapai

Acknowledged by Amy Beth Andrews before me on this _____ day
of November, 2004.

My Commission Expires:



OFFICIAL SEAL
ELIZABETH J. LLOYD
NOTARY PUBLIC - STATE OF ARIZONA
YAVAPAI COUNTY
My Commission Expires April 28, 2008

Elizabeth J. Lloyd
Notary Public



L-1164987-D

November 12, 2004

RECEIVED

NOV 18 2004

ARIZONA CORP. COMM.
CORPORATIONS DIVISION

703 S. MAIN ST. STE. 5
P.O. BOX 3247
COTTONWOOD, AZ 86326

Arizona Corporation Commission
400 West Congress
Tucson, AZ 85701-1347

PHONE/FAX
928.634.7206

Re: TIMELES APOTHECARY OF SEDONA, LLC.

lloyd2@sedona.net

Gentlemen:

Please file the enclosed Articles of Organization and return the filed copy to me for publication. A check in the amount of \$85 is enclosed representing the filing fee and the fee for **expediting the filing**. I have enclosed a self-addressed stamped envelop for your convenience.

Thank you for your assistance. If you have any questions, please contact me at 928.634.7206.

Very truly yours,

Elizabeth J. Lloyd, CLDP
AZ. CERTIFIED LEGAL DOCUMENT PREPARER
CERTIFICATION NOS. 80058/80059

/ejl

Enclosure

*PS. Copy of assignment of Trade name
enclosed for reference. Original sent to
Secretary of State on same date as this
filing.*

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