

JUN-17-2005 17:14

AZ CORPORATION COMMISSION
FILED

"EXP"

MAY 24 2005

FILE NO. L-1204598-0

AZ Corp. Commission



01247780

ARTICLES OF ORGANIZATION
OF
118 Sunset Trail Smith L.L.C.
An Arizona limited Liability Company

We the undersigned persons, do hereby adopt the following Articles of Organization for the purpose of forming an Arizona Limited Liability Company

Article 1-Name

The Name of the limited liability company is #118 Sunset Trail Smith L.L.C.

Article 2 -Period of Duration

The Company shall continue for a term of (20) years 5/12/25. At the end of said term, the company shall wind up its affairs unless (1) the term set forth is extended by mutual agreement of all members and (2) the Articles of Organization are amended to reflect the extended term of the company as required by Arizona law.

Article 3 - Business Purpose

The Company has been formed to engage in the business of Real Estate Investment at Desert Mountain in Scottsdale, Arizona, undertaking such lawful activities in that regard as the members may select.

Article 4 -

The Registered Office is: 6702 E. Cave Creek Rd, Cave Creek, AZ 85331
The Mailing address is: P.O. Box 4648, Cave Creek, AZ 85327

Article 5 - Statutory Agent

The Company shall continuously maintain an agent in the State of Arizona for service of process and any individual residing in said State. The name of the initial statutory agent is:

Robert Johnston 6702 E. Cave Creek Rd, Cave Creek, AZ 85331
Phone 480-488-3825 Fax 480-488-5571

Article 6 - Management

Management of the limited liability company is vested in the Managers

Article 7 -Members/Managers

Tobin Smith, trustee Member/ Manager 6116 Rosemont Cir, Rockville, MD 20852
ChangeWave Corporation Defined Benefit Plan - NOT A TRUST
John Tracy Member/Manager 41817 N. Stone Cutter Dr., Scottsdale, AZ. 85262

The undersigned has executed these articles of Organization on May 12, 2005.

John Tracy

Member/Manager

Acceptance of appointment by Statutory Agent

I, Robert Johnston, 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

Robert Johnston

Statutory Agent

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COMMISSIONERS
 JEFF HATCH-MILLER - Chairman
 WILLIAM A. MUNSIELL
 MARC SPITZER
 MIKE GLEASON
 KRISTIN K. MAYES



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
 Executive Secretary
 DAVID RABER
 Director, Corporations Division

RECEIVED

JUN 21 2005

118 SUNSET TRAIL SMITH L.L.C.
 JOHN TRACY
 61617 N STONE CUTTER DR

ARIZONA CORP. COMMISSION
 CORPORATIONS DIVISION

SCOTTSDALE AZ 85262-

Effective Date: 06/17/2005
 File No: L-1204598-0

We are returning the enclosed document regarding the above-referenced Corporation/Limited Liability Company for the following reasons:
 Note: Domestic Limited Liability Companies must return the corrected document within twenty (20) days of the rejection date to retain the original file date.

The filing fee has been deposited.

>> Please state if Change Way Corporation is a trust? *No*
 return for processing.

If you have any questions, please feel free to give us a call at (602) 542-3135, or Arizona residents (only) may use the toll free number (800) 343-5819. You may also contact our Tucson location at (520) 628-6560.

***** IMPORTANT *****

To successfully process your document, it is imperative you return:
 1) A copy of this letter,
 2) Any changes which accompanied this letter (corrections made),
 3) Any filings fees.

File - 602-542-4100

FILE: 001
 REV: 05/2005

1300 WEST WASHINGTON, PHOENIX, ARIZONA 85007-0001 / 602 WEST CONGRESS STREET, TUCSON, ARIZONA 85701-1417

www.arizona.gov • 602-542-6100

1300 West Washington

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

Regarding (Name/proposed name for Corp./LLC):

#118 Sunset Trail Smith 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 # 1340 ☐ Cash ☐ MOD account #
Amount: \$ 25 ☐ No fee required ☐ See attached distribution of funds instructions

5. Processing ☐ Expedited (Priority service, \$35 Additional Fee Per Document)
☐ Regular (usually 2-4 months)

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

RECEIVED

☐ Application of
☐ Articles of Correction
MAY 30 2005
☐ Merger of (name):

ARIZONA GOVT COMMISSION
CORPORATIONS DIVISION

☐ Other:

C. Special Instructions:

D. Extras:

- ☐ Certified Copies- (Qty. @ \$5 ea. for corp or \$10 ea. for LLC)
☐ Good Standing Certificate- (Qty. @ \$10 ea.) ☐ Expedite Certified Copies (\$35 extra)
☐ Expedite Good Standing (\$20 extra)

E. RETURN DELIVERY VIA: ☒ Mail or ☐ Pick Up or ☒ Fax # 480, 488-6277
The following individual should be called to pick up completed documents:

Name:

Phone: ()

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: John Tracy 602 321 0984 Firm:

Address: 41817 N. STONE CIRCLE DR

City, State, Zip: Scottsdale, AZ 85262

CFCVDR
REV 3/04