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THE RECORD REPORTER

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1505 N CENTRAL AVE #200, PHOENIX, AZ 85004-1725
Telephone (602) 417-9900 / Fax (602) 417-9910

DAN MCCAULEY
MCCAULEY LAW OFFICE
6638 E ASHLER HILLS DR
CAVE CREEK, AZ - 85331

AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AO - ARTICLES OF ORGANIZATION

Ad Description: L-1385698-8 NICCOLI DESIGNS, L.L.C.

I, ANNETTE ACOSTA, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as will be/has been published on the following dates:

10/31/2007, 11/02/2007, 11/05/2007

Subscribed and sworn to before me on the 5TH day of NOVEMBER, 2007



MARCIA NOHAVA
Notary Public - Arizona
Maricopa County
Expires 04/30/10

RR# 1222785

ARTICLES OF ORGANIZATION

OF
NICCOLI DESIGNS, L.L.C.
KNOW ALL MEN BY THESE PRESENTS:

That the Members hereinafter named form a limited liability company under and pursuant to the laws of the State of Arizona, including but not necessarily limited to the Arizona Limited Liability Company Act, and do hereby adopt the following Articles of Organization:

1. The name of this limited liability company is:

NICCOLI DESIGNS, L.L.C.

2. This limited liability company is organized to transact any and all lawful business for which a limited liability company may be organized under Arizona law.

3. The address of the registered office and the name and business address of the agent for service of process are:

Daniel J. McCauley III, Esquire
McCauley Law Office
6638 E. Ashler Hills Dr.
Cave Creek, AZ 85331

4. Management of the limited liability company is vested in a manager or managers. The business and affairs of this limited liability company shall be conducted by the Manager(s), who shall be one (1) or more members, the number of Managers may be determined in accordance with the Operating Agreement of the limited liability company. The Manager(s) must be a member(s) of this limited liability company. Members may fill any vacancy which may occur in the Managers pending the next Annual Meeting of the Members. The following individuals will comprise the initial Managers and shall serve until their successors are elected and qualified or owns a 20% or greater interest in the capital or profits of the limited liability company:

TERRY DUFF, Member and Manager
c/o McCauley Law Offices, 6638 E. Ashler Hills Drive, Cave Creek, AZ 85331.

GINO NICCOLI, Member and Manager
c/o McCauley Law Offices, 6638 E. Ashler Hills Drive, Cave Creek, AZ 85331.

GIOVANNI NICCOLI, Member and Manager
c/o McCauley Law Offices, 6638 E. Ashler Hills Drive, Cave Creek, AZ 85331.

5. The latest date this limited liability company can dissolve is December 31, 2057.

6. A member, manager, employee, officer, or agent of the limited liability company is not liable solely by reason of being a member, manager, employee officer, or agent, for the debts, obligations and/or liabilities of the limited liability company whether arising under contract or tort. The private property of the member(s) and manager(s) of this limited liability company shall be forever exempt from and not liable for, the debts and obligations of the limited liability company of any kind whatsoever.

7. A manager shall be designated or elected and may be removed or replaced in the manner provided for in

the Limited Liability Company's Operating agreement.

8. A Manager of the limited liability company shall not be personally liable to the limited liability company or its Members or any other person or entity for monetary damages for breach of any fiduciary duty as the manager or for taking any action or for failing to take any action as a manager except that this Article shall not eliminate or limit the liability of a manager for any of the following:

(a) any breach of the manager's duty of loyalty to the limited liability company or its members;
(b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
(c) authorizing the unlawful payment of capital or other distribution on the capital account of any member or unlawful purchase of its memberships;
(d) any transaction from which the manager derived an improper personal benefit;
(e) any other breach of fiduciary duty which by law cannot be limited or eliminated.

This Article shall not limit or eliminate the liability of a manager for any act or omission occurring before the effective date of this Article.

9. At the time of formation there shall be at least two members of this limited liability company.

10. Any action may be taken by the members or managers, as the case may be, by a consent in writing, stating the action so taken and signed by that percentage or number of the members or managers, as the case may be, required by the Operating Agreement or Title 29 Chapter 14 of the Arizona Revised Statutes.

IN WITNESS WHEREOF, we have hereunto set our hands and official seal this 30 day of July 2007.

/s/ TERRY DUFF, Member and

Manager

/s/ GINO NICCOLI, Member and

Manager

/s/ GIOVANNI NICCOLI, Member and

Manager

10/31, 11/2, 11/5/07

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION



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