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**AZ CORPORATION COMMISSION
FILED**

MAR 10 2008

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, attach a copy of the tradename certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be signed by a manager, member or authorized agent.

2. Provide the name of the state or jurisdiction under whose laws your company was formed.

3. Provide the date on which your company organized in the state or jurisdiction under whose laws it was formed.

4. Provide the general character of business you plan to transact in Arizona.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a street address/location.

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

LL:0005
Rev. 10/2006

**APPLICATION FOR REGISTRATION
OF A FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to A.R.S. §29-802 et seq.

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

Theopolis Enterprises, LLC

1. a. If the exact name of the foreign limited liability company is not available for use in this state, then the fictitious name adopted for use by the limited liability company in Arizona is:

(FN)

2. The company is organized under the laws of:

California
(State)

3. The date of the company's formation is:

July 27, 2006

4. The purpose of the company or the general character of business it proposes to transact in Arizona is:

Real Estate

5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is:

Judy Johnson, Manager
Farnsworth Realty + Management Company
40 N. Swan Road, Suite 10
Tucson, AZ 85711

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

I, Judy K. Johnson, having been designated to act as

(Print Name)

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

Signature

Judy K. Johnson
Farnsworth Realty + Management Company

If signing on behalf of a company, print company name here

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

7. If the jurisdiction under the law of which your company is formed, you must provide the address of the principle office of the company, in whatever state or jurisdiction it is located.

The application must be signed by a member, manager or duly authorized agent.

Attach a certificate of existence or document of similar import duly authenticated (within sixty (60) days) by the official having custody of corporate records in the state, province or county under whose laws the corporation is incorporated.

Your phone and fax numbers are optional.

LL:0005
Rev. 10/2006

6. Management Structure (select option A or B):

A ☐ 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: _____ Name: _____
[] member [] manager [] member [] manager

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

Name: _____ Name: _____
[] member [] manager [] member [] manager

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

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

Name: Theodora R Lee Name: _____

Address: 1980 Leimert Blvd Address: _____

City, State, Zip: Oakland, CA 94602 City, State, Zip: _____

Name: _____ Name: _____

Address: _____ Address: _____

City, State, Zip: _____ City, State, Zip: _____

7. The address of the office required to be maintained in the jurisdiction under the laws of which the company is organized, if required; or, if not required, the address of the principal office of the company is:

1980 Leimert Blvd

Oakland CA 94602

Executed this 27th day of February, 2008.

Signature

Print Name (Check One) ☒ Member ☐ Manager ☐ Authorized Agent

PHONE: 510.604.5015 FAX: 415.743.6770

State of California
Secretary of State

CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **27th day of July, 2006**, **THEOPOLIS ENTERPRISES, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 10, 2008.



Debra Bowen

DEBRA BOWEN
Secretary of State