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THE RECORD REPORTER

~ SINCE 1914 ~

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RR# 1806536

ARTICLES OF ORGANIZATION OF
HAPPY TRAILS THRIFT SHOP, LLC
Pursuant to A.R.S. § 29-632, the
undersigned states as follows:1. Name. The name of the limited
liability company is Happy Trails Thrift
Shop, LLC (the "Company").2. Business Address. The address of
the known place of business in
Arizona is 6528 East Cave Creek
Road, Suite A, Cave Creek, Maricopa
County, Arizona 85331.3. Statutory Agent. The statutory
agent's name and address are:
Barbara Fannon 36420 N. 12th Street,
Phoenix, Arizona 85086.4. Dissolution. The latest date, if any,
on which the Company must dissolve
is: N/A.5. Management. Management of the
Company is vested in a manager or
managers. The name and address of
each manager at the time of the
formation of the Company are:Barbara Fannon, 36420 N. 12th
Street, Phoenix, Arizona 85086Lisa Wooldridge, 1315 W. Gibbons
Road, New River, Arizona 85087.6. Members. The name and address
of each member who owns a twenty
percent (20%) or more interest in the
capital or profits of the Company are:Barbara Fannon, 36420 N. 12th
Street, Phoenix, Arizona 85086Lisa Wooldridge, 1315 W. Gibbons
Road, New River, Arizona 85087

Dated: January 26, 2010

/s/ Barbara Fannon
BARBARA FANNON

3/3, 3/5, 3/8/10

RR-1806536#

AFFIDAVIT OF PUBLICATION

Reference #: SA054-113

Notice Type: AO - ARTICLES OF ORGANIZATION

Ad Description: Happy Trails Thrift Shop, LLC

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I, Heather Gibson, 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 (also publishing for Pima County), State of Arizona. The copy
hereto attached is a true copy of the advertisement as published on the
following dates:

03/03/2010, 03/05/2010, 03/08/2010

State Of Arizona)
)ss.
County Of Maricopa)

Subscribed and sworn to before me on the 3rd day of March, 2010

MARCIA NOHAVA
Notary Public—Arizona
Maricopa County
Expires 04/30/2010

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RECEIVED

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION