

APR 27 2012

FILE NO. L1757549-2 **ARTICLES OF ORGANIZATION
VERDE INCOME PARTNERS II, LLC**

Pursuant to A.R.S. § 29-632, the undersigned states as follows:

1. The name of the Limited Liability Company is:

VERDE INCOME PARTNERS II, LLC

2. The Address of the registered office in Arizona is:

465 Hereford Dr.
Camp Verde, AZ 86322

(located in the county of **Yavapai**)

3. The name and address of the statutory agent is:

Robert M. Witt
465 Hereford Dr.
Camp Verde, AZ 86322

4. The latest date, if any, on which the Limited Liability Company must dissolve is
None.

5. Check Appropriate Box

☒ 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:

Robert M. Witt
465 Hereford Dr.
Camp Verde, AZ 86322

☒ Member ☒ Manager

☐ Management of the Limited Liability Company is reserved to the members. The names and addresses of each person who is a member are:

The person(s) executing this document need not be member(s) of the Limited Liability Company at the time of formation or after formation has occurred.

Dated this 18 day of April, 2012.

Robert M. Witt
Robert M. Witt

Acceptance of Appointment as Statutory Agent

I, **Robert M. Witt**, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with the Arizona Revised Statutes.

Dated this 18 day of April, 2012.

Robert M. Witt
Robert M. Witt