

AUG 21 2013

SEP 16 2013

FILE NO. L18685260FILE NO. L18685260AZ CORPORATION COMMISSION
FILED

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARTICLES OF ORGANIZATION

Read the Instructions L0101

OCT 02 2013

1. **ENTITY TYPE** - check only one to indicate the type of entity being formed: FILE NO. L18685260
☒ LIMITED LIABILITY COMPANY ☐ PROFESSIONAL LIMITED LIABILITY COMPANY
2. **ENTITY NAME** - see Instructions L0101 for naming requirements - give the exact name of the LLC:
Hard Rock LLC
3. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** - if professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

4. STATUTORY AGENT - see Instructions L0101:			
4.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:		4.2 OPTIONAL - mailing address in Arizona of Statutory Agent (can be a P.O. Box):	
Robert Loney Statutory Agent Name			
Attention (optional) 7152 E. Horizon Drive Address 1		Attention (optional) PO Box 3676 Address 1	
Address 2 (optional) City Cave Creek State AZ Zip 85331		Address 2 (optional) City Carlee State AZ Zip 85377	
4.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with these Articles of Organization.			

5. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 5.1 Is the Arizona known place of business address the same as the street address of the statutory agent? ☒ Yes - go to number 6 and continue
☐ No - go to number 5.2 and continue
- 5.2 If you answered "No" to number 5.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)			
Address 1			
Address 2 (optional)			
City	State or Province	Zip	
Country			

6. **DURATION** - the duration or life period of the LLC is presumed to be perpetual unless one of the boxes is checked below and the corresponding blank is filled in:

- ☐ The LLC's life period will end on this date: _____ (enter a date)
☐ The LLC's life period will end upon the occurrence of this event _____ (describe an event)

COMPLETE NUMBER 7 OR NUMBER 8 - NOT BOTH.

7. **MANAGER-MANAGED LLC** - see *Instructions L0101* - check this box ☒ If management of the LLC will be vested in a manager or managers, and complete and attach the **Manager Structure Attachment** form L040. The filing will be rejected if it is submitted without the attachment.
8. **MEMBER-MANAGED LLC** - see *Instructions L0101* - check this box ☒ If management of the LLC will be reserved to the members, and complete and attach the **Member Structure Attachment** form L041. The filing will be rejected if it is submitted without the attachment.
9. **ORGANIZERS** - list the name and address, and provide the signature, of each and every organizer - minimum of one is required. If more space is needed, check this box ☐ and complete and attach the **Organizer Attachment** form L042.

Robert Loncy

PO Box 3676, Carefree, AZ 85377

7152 E. Horizon Drive

Cave Creek AZ 85331

Country

SIGNATURE - see *Instructions L0101*:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Printed Name

8/21/13

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ Corporation as Organizer - I am signing as an officer or authorized agent of a corporation and its name is:

☒ LLC as Organizer - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Name

Address 1

Address 2 (optional)

City

State

Zip

Country

SIGNATURE - see *Instructions L0101*:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ Corporation as Organizer - I am signing as an officer or authorized agent of a corporation and its name is:

☐ LLC as Organizer - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Filing Fee: \$50.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission
Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

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MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):

Hard Rock LLC

2. **A.C.C. FILE NUMBER** (if known):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. Check one box only to indicate what document the Attachment goes with:

- ☒ Articles of Organization ☐ Articles of Amendment
☐ Application for Registration ☐ Articles of Amendment to Application for Registration

4. **MANAGERS / MEMBERS** – give the name and address of each and every manager and list all members who own 20% or more of the profits or capital of the LLC. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed – do not check both member boxes. If more space is needed, use another Manager Structure Attachment form.

Robert Loney					
Name			Name		
PO Box 3676			Address 1		
Address 1			Address 2 (optional)		
Carefree	AZ	85377			
City	State or Province	Zip	City	State or Province	Zip
UNITED STATES					
Country	<input checked="" type="checkbox"/> 20% or more member	<input type="checkbox"/> Less than 20% member	Country	<input type="checkbox"/> 20% or more member	<input type="checkbox"/> Less than 20% member
<input checked="" type="checkbox"/> Manager			<input type="checkbox"/> Manager		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country	<input type="checkbox"/> 20% or more member	<input type="checkbox"/> Less than 20% member	Country	<input type="checkbox"/> 20% or more member	<input type="checkbox"/> Less than 20% member
<input type="checkbox"/> Manager			<input type="checkbox"/> Manager		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country	<input type="checkbox"/> 20% or more member	<input type="checkbox"/> Less than 20% member	Country	<input type="checkbox"/> 20% or more member	<input type="checkbox"/> Less than 20% member
<input type="checkbox"/> Manager			<input type="checkbox"/> Manager		