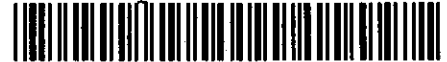


MAY 21 2015



05049158

FILE NO. L-2007270-7

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

ARTICLES OF ORGANIZATION

Read the Instructions L010i

1. ENTITY TYPE - check only one to indicate the type of entity being formed:

☒ **LIMITED LIABILITY COMPANY**
(entity name must contain the words "Limited Liability Company" or "LLC")

☐ **PROFESSIONAL LIMITED LIABILITY COMPANY**
(entity name must contain the words "Professional Limited Liability Company" or "PLLC")

2. ENTITY NAME - see Instructions L010i for full naming requirements - give the exact name of the LLC:

Brush & Nib Studio, LC

3. PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES - If and only 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 for service of process - see Instructions L010i

4.1 REQUIRED - give the **name** (can be an Arizona resident or an Arizona-registered entity) **and physical or street address** (not a P.O. Box) in Arizona of the statutory agent:

Joanna E. Duka

Statutory Agent Name

Attention (optional)

3225 E. Wickieup Lane

Address 1

Address 2 (optional)

City Phoenix

AZ

State

Zip 85050

4.2 OPTIONAL - mailing address in Arizona of Statutory Agent (can be a P.O. Box):

Attention (optional)

Address 1

Address 2 (optional)

City

AZ

State

Zip

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:

Brush & Nib Studio, LC

Attention (optional)

19815 N. 36th Drive

Address 1

Address 2 (optional)

Glendale

City

Country Glendale U.S.A.

AZ

State or Province

85308

Zip

85308

6. DURATION - if the duration or life period of the LLC is perpetual (forever), then skip this section and continue to number 7 or number 8. Otherwise, check only one box below *and* fill in the corresponding blank:

- ☐ 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 L010i* - check this box ☐ if management of the LLC will be vested in a manager or managers (meaning one or more managers will run the company) and complete and attach ONLY the Manager Structure Attachment form L040. (Both members and managers will be listed on the Manager Structure Attachment.) *The filing will be rejected if it is submitted without the attachment.*

8. MEMBER-MANAGED LLC - *see Instructions L010i* - check this box ☒ if management of the LLC will be reserved to the members (meaning all members will run the company together if there is no operating agreement stating otherwise), and complete and attach ONLY the Member Structure Attachment form L041. (All members will be listed on the Member Structure Attachment.) *The filing will be rejected if it is submitted without the attachment.*

9. ORGANIZERS and SIGNATURE - the individual or pre-existing entity submitting this document is the Organizer - list the name of the Organizer below. If the Organizer is an individual, that individual must sign below. If the Organizer is a pre-existing entity, provide the signature of the individual acting for that entity, then print the individual's name.

The person signing below declares and certifies under penalty of perjury that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Organizer: Joanna E. Duka

Joanna E. Duka
Signature

05/21/2015
Date

Printed Name (if different from Organizer)

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.

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

MEMBER STRUCTURE ATTACHMENT

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

Brush & Nib Studio, LC

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. **MEMBERS** – give the name and address of **all Members**. If more space is needed, use another Member Structure Attachment form.

| | |
|--|---|
| 1. Joanna E. Duka Name 3225 E. Wickieup Lane Address 1 Address 2 (optional) Phoenix AZ 85050 City State or Province Zip Country United States | 2. Breanna K. Koski Name 19815 N. 36th Drive Address 1 Address 2 (optional) Glendale AZ 85308 City State or Province Zip Country United States |
| 3. Name Address 1 Address 2 (optional) City State or Province Zip Country | 4. Name Address 1 Address 2 (optional) City State or Province Zip Country |
| 5. Name Address 1 Address 2 (optional) City State or Province Zip Country | 6. Name Address 1 Address 2 (optional) City State or Province Zip Country |
| 7. Name Address 1 Address 2 (optional) City State or Province Zip Country | 8. Name Address 1 Address 2 (optional) City State or Province Zip Country |

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Brush & Nib Studio, LC

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Joanna E. Duka

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.

Joanna E. Duka
Signature

Joanna E. Duka
Printed Name

05/21/2015
Date

REQUIRED – check only one:

- | | |
|--|---|
| <input checked="checked" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|--|---|

Filing Fee: none (regular processing)
Expedited processing – not applicable.
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.