

AZ CORPORATION COMMISSION
FILED

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FILE NO. L14070707

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ARTICLES OF ORGANIZATION

T.P.G. HOLDINGS, LLC

- Arizona Limited Liability Company (A.R.S. § 29-632)
 Arizona Professional Limited Liability Company (A.R.S. § 29-841.01)

1. **Name.** The name of the limited liability company is T.P.G. HOLDINGS, LLC.
2. **Registered Office.** The address of the registered office of the limited liability company is 8501 East Citrus Way, Scottsdale, Arizona 85250.
3. **Agent for Service of Process.** GOODSON, MANLEY, FORAKIS AND DELOUGHERY, PLC, 340 East Palm Lane, Suite 300, Phoenix, Arizona 85004 is appointed, and by member signature below accepts appointment, to act as the agent for service of process.
4. **Organizer Name and Address.** CHRISTINE G. FORAKIS, 340 East Palm Lane, Suite 300, Phoenix, Arizona 85004
5. **Members at Time of Formation.** There may be one or more members at the time the limited liability company is formed. There are or will be non-voting and voting ownership interests in the company.
6. **Date of Dissolution, Continuation of Business.** The limited liability company will exist in perpetuity, unless sooner dissolved by law or action of the members. The remaining members may continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the company.

6.1. **Management.** Management of the limited liability company is vested in its Members.

6.2. **Member's Name and Address.** The name and address of each member who owns a twenty percent (20%) or greater interest in the capital or profits of the company are:

PHILIP COMBS
14550 North Frank Lloyd Wright Blvd.
Scottsdale, Arizona 85260

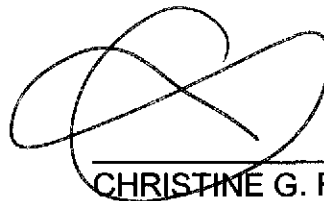
RAE TRUST, dated September 22, 2005
GARY BRIGHAM, Trustee
6418 North 28th Street
Phoenix, Arizona 85016

THOMAS GOSCICKI
8501 East Citrus Way
Scottsdale, Arizona 85250

7. **Purpose.** The purpose of the company is to engage in business for any lawful purpose except banking and insurance.

8. **New Members.** New members may be admitted pursuant to the terms of a written agreement between existing members.

9. **Indemnification of Members, Officers, Management.** The Company shall indemnify and pay the expenses as incurred of an individual made a party to a proceeding because he is or was a manager, member, officer, or organizer of the Company or the Company's benefit/retirement plan against liability incurred in the proceedings if such person: (a) conducted himself or herself in good faith; (b) reasonably believed that his or her conduct was at least not opposed to the Company's or the employees'/retirement plan beneficiaries' best interest; and (c) had no reasonable cause to believe that his or her conduct was unlawful or of a criminal nature.



CHRISTINE G. FORAKIS, Organizer

GOODSON, MANLEY, FORAKIS AND DELOUGHERY, PLC, having been designated to act as Statutory Agent for T.P.G. HOLDINGS, LLC, hereby consents to act in that capacity until removed or its resignation is submitted in accordance with the Arizona Revised Statutes.

GOODSON, MANLEY,
FORAKIS AND DELOUGHERY, PLC
Statutory Agent

A handwritten signature in black ink, appearing to be "Christine G. Forakis", written over a horizontal line.

DATED: 11/7/07

CHRISTINE G. FORAKIS, Member