

ARTICLES OF ORGANIZATION

OF

1120 SANTE FE, LLC

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

KNOW ALL PERSONS BY THESE PRESENTS, that I, Douglas Ryder, the undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the provisions of C.R.S. § 7-80-101, et seq., adopt the following articles of organization:

ARTICLE IName

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The name of the limited liability company is 1120 Sante Fe, LLC.

ARTICLE IIPurposes and Powers

Section 1. Purposes. The limited liability company is permitted to conduct all lawful business that a partnership with limited partners may lawfully conduct in Colorado.

Section 2. Powers. The limited liability company shall have and exercise any and all powers that limited liability companies have and may exercise under the laws of the State of Colorado and as the same may be amended.

ARTICLE IIIPrincipal Place of Business and Registered Agent

Section 1. Principal Place of Business. The address of the principal place of business of the limited liability company is 2536 15th St., Denver, CO 80211.

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Section 2. Registered Office and Agent. The street address of the initial registered office of the limited liability company is 2536 15th St., Denver, CO 80211. The name of its proposed registered agent in Colorado at that address is Douglas Ryder.

ARTICLE IV

Managers

Section 1. Managers. The management of the limited liability company will be vested in the Board of Managers.

Section 2. Initial Managers. The names and business addresses of the persons who are to serve as managers until the first annual meeting of members or until their successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Dodge Meadows	2536 15th St., Denver, CO 80211
Douglas Ryder	2536 15th St., Denver, CO 80211


Section 3. Indemnification of Managers. The limited liability company shall indemnify against any judgment, settlement, penalty, fine including an excise tax assessed with respect to an employee benefit plan, or reasonable expense incurred with respect to a proceeding, including attorney's fees, incurred in any proceeding an individual made a party to the proceeding because the person is or was a manager if:

- a. The persons conducted themselves in good faith;
- b. The person reasonably believed:
 - (1) In the case of conduct in their official capacity, that their conduct was in the limited liability company's best interest; or

(2) In all other cases that their conduct was at least not opposed to the limited liability company's best interests; and

c. In the case of any criminal proceeding, the manager had no reasonable cause to believe their conduct was unlawful.

EXECUTED: this 14 day of September, 2000, by the undersigned organizer.


Douglas Ryder, Organizer
Address:
2536 11th St.
Denver, CO 80211