

L10000105/25

Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
Rock Creek Capital, LLC

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T. HAMPTON

OCT 7 2010

EXAMINER

Effective Date 10/1/10

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ARTICLES OF ORGANIZATION of ROCK CREEK CAPITAL, LLC

These Articles of Organization are adopted for the purpose of forming a limited liability company under the laws of the State of Florida, to be filed with the Florida Department of State, as follows:

ARTICLE ONE: NAME

The name of the Company is Rock Creek Capital, LLC.

ARTICLE TWO: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Company shall be located at 2525 Forest Meadow Lane Billings, Montana, and its mailing address shall be Post Office Box 20232, Billings, MT 59104, until and unless such principal office location or mailing address is subsequently changed by the Company. The Company may also establish and maintain any other locations or mailing addresses as is determined by the Company to be appropriate.

ARTICLE THREE: COMMENCEMENT AND DURATION

The Company shall commence its existence on 1 October 2010 and it shall exist perpetually thereafter.

ARTICLE FOUR: OPERATING AGREEMENT

The Company shall adopt an Operating Agreement by affirmative unanimous vote of all the Members of the Company, which may thereafter be amended or repealed only upon the same affirmative unanimous vote. The Operating Agreement must be in writing and signed by all Members.

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ARTICLE FIVE: MEMBERSHIP

Membership in the Company shall be established pursuant to provisions contained in the Operating Agreement of the Company, which may include one or more classes of membership each having such rights and privileges as may be granted under the Operating Agreement. The initial Members shall be all of those persons subscribing to the Operating Agreement; thereafter, additional Members shall be admitted to the Company only in accordance with the Operating Agreement. Any transferee of or successor to a Member's interest in the Company shall be treated only as an assignee thereof and not as a Member, until and unless that transferee is admitted as a Member, if ever, all in accordance with the terms and provisions of the Operating Agreement. In any and all events, (a) no interest in the Company may be transferred except as specifically set forth in the Operating Agreement, and (b) no additional Members shall be admitted to the Company except upon the affirmative unanimous vote or consent thereto of all the Members of the Company, on such terms and conditions as shall be agreed to by all the Members.

The remaining Members shall have the right to continue the business of the Company upon the death, disability, retirement, resignation, withdrawal, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE SIX: MANAGEMENT

The Company shall be a manager-managed Company and it shall be managed by one or more Managers appointed by the Members in accordance with the Operating Agreement.

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ARTICLE SEVEN: REGISTERED OFFICE AND AGENT

The Registered Office of the Company is at 3908 26th St W, Bradenton, FL 34205, and the Registered Agent at that address is Marc H. Feldman. The Company may subsequently change either or both the Registered Office and Registered Agent from time-to-time hereafter.


ARTICLE EIGHT: INDEMNIFICATION

The Company may indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable law and the Operating Agreement.

ARTICLE NINE: AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles of Organization may be amended only upon the affirmative unanimous vote of all the Members of the Company.

In Witness Whereof, these Articles of Organization are executed on 1 October 2010 by Marc H. Feldman, as authorized representative for the initial Member or Members of the Company.



Marc H. Feldman

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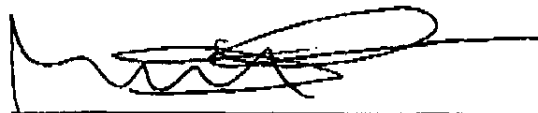
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ACCEPTANCE OF APPOINTMENT
as
REGISTERED AGENT

I, Marc H. Feldman, hereby accept my appointment as Registered Agent for Rock Creek Capital, LLC, and will maintain the Registered Office of the Company in Manatee County, Florida, at 3908 26th St W, Bradenton, FL 34205.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida law.

Dated: 1 October 2010.



Marc H. Feldman

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