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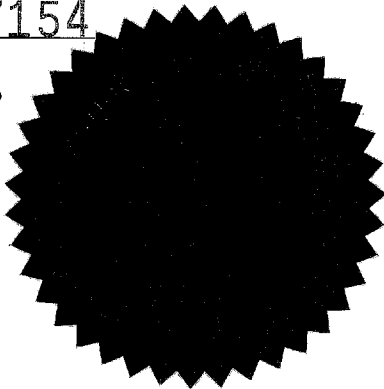
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(Convention de La Haye du 5 octobre 1961)

1. District of Columbia, United States of America
2. This public document has been signed by DOROTHY M. PINCKNEY
3. acting in the capacity of NOTARY PUBLIC IN AND FOR THE DISTRICT OF COLUMBIA
DOROTHY M. PINCKNEY, NOTARY PUBLIC IN AND
FOR THE DISTRICT OF COLUMBIA
4. bears the seal/stamp of _____

CERTIFIED

5. at Washington, D.C.
6. the 28th day of SEPTEMBER 2011
7. by Secretary of the District of Columbia
8. No. 257154
9. Seal/Stamp



10. Signature:

Cynthia Brock-Smith

Cynthia Brock-Smith

A F F I D A V I T

District of Columbia:
: SS:

I, Anthony R. Reeves, hereby declare that the attached document is a true and correct copy of TITLE 29 CHAPTER 8: LIMITED LIABILITY COMPANIES of the DC CODE to the best of my knowledge and belief.

Anthony Reeves

SWORN TO AND SUBSCRIBED before me, a notary public for the District of Columbia, this 27th Day of September 2011.

Donothy M. Pingney
NOTARY PUBLIC

My Commission Expires March 14, 2014



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CHAPTER 8. LIMITED LIABILITY COMPANIES.

Subchapter I. General Provisions.

§ 29-801.01. Short title.

This chapter may be cited as the “Uniform Limited Liability Company Act of 2010”.

§ 29-801.02. Definitions.

For the purposes of this chapter, the term:

(1) “Certificate of organization” means the certificate required by § 29-802.01. The term “certificate of organization” shall include the certificate as amended or restated.

(2) “Contribution” means any benefit provided by a person to a limited liability company:

(A) To become a member upon formation of the company and in accordance with an agreement between or among the persons that have agreed to become the initial members of the company;

(B) To become a member after formation of the company and in accordance with an agreement between the person and the company; or

(C) In the person’s capacity as a member and in accordance with the operating agreement or an agreement between the member and the company.

(3) “Distribution”, except as otherwise provided in § 29-804.05(g), means a transfer of money or other property from a limited liability company to another person on account of a transferable interest.

(4) “Effective”, with respect to a record required or permitted to be delivered to the Mayor for filing under this chapter, means effective under § 29-102.03.

(5) “Foreign limited liability company” means an unincorporated entity formed under the law of a jurisdiction other than the District and denominated by that law as a limited liability company.

(6) “Manager” means a person that under the operating agreement of a manager-managed limited liability company is responsible, alone or in concert with others, for performing the management functions stated in § 29-804.07(c).

(7) “Manager-managed limited liability company” means a limited liability company that qualifies under § 29-804.07(a).

(8) “Member” means a person that has become a member of a limited liability company under § 29-804.01 and has not dissociated under § 29-806.02.

(9) “Member-managed limited liability company” means a limited liability company that is not a manager-managed limited liability company.

(10) “Operating agreement” means the agreement, whether or not referred to as an operating agreement and whether oral, in a record, implied, or in any combination thereof, of all the members of a limited liability company, including a sole member, concerning the matters described in § 29-801.07. The term includes the agreement as amended or restated.

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(11) "Organizer" means a person that acts under § 29-802.01 to form a limited liability company.

(12) "Transferee" means a person to which all or part of a transferable interest has been transferred, whether or not the transferor is a member.

§ 29-801.03. Knowledge; notice.

(a) A person knows a fact when the person:

(1) Has actual knowledge of it; or

(2) Is deemed to know it under subsection (d)(1) of this section or law other than this chapter.

(b) A person has notice of a fact when the person:

(1) Has reason to know the fact from all of the facts known to the person at the time in question; or

(2) Is deemed to have notice of the fact under subsection (d)(2) of this section;

(c) A person notifies another of a fact by taking steps reasonably required to inform the other person in ordinary course, whether or not the other person knows the fact.

(d) A person that is not a member shall be deemed to:

(1) Know of a limitation on authority to transfer real property as provided in § 29-803.02(g); and

(2) Have notice of a limited liability company's:

(A) Dissolution, 90 days after a statement of dissolution under § 29-807.02(b)(2)(A) becomes effective;

(B) Termination, 90 days after a statement of termination § 29-807.02(b)(2)(F) becomes effective; and

(C) Merger or domestication, 90 days after articles of merger or domestication under subchapter IX of this chapter becomes effective.

§ 29-801.04. Nature, purpose, and duration of limited liability company.

(a) A limited liability company is an entity distinct from its members.

(b) A limited liability company may have any lawful purpose, regardless of whether for profit.

(c) A limited liability company shall have perpetual duration.

§ 29-801.05. Powers.

A limited liability company shall have the capacity to sue and be sued in its own name and the power to do all things necessary or convenient to carry on its activities.

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(9) In the case of a person that is an estate or is acting as a member by virtue of being a personal representative of an estate, the estate's entire transferable interest in the company is distributed;

(10) In the case of a member that is not an individual, partnership, limited liability company, corporation, trust, or estate, the termination of the member;

(11) The company participates in a merger under subchapter IX of this chapter or transaction under Chapter 2 of this title, if:

(A) The company is not the surviving entity; or,

(B) Otherwise as a result of the merger, the person ceases to be a member;

(12) The company participates in a domestication under subchapter IX of this chapter, if, as a result of the domestication, the person ceases to be a member; or

(13) The company terminates.

§ 29-806.03. Effect of person's dissociation as member.

(a) When a person is dissociated as a member of a limited liability company:

(1) The person's right to participate as a member in the management and conduct of the company's activities shall terminate;

(2) If the company is member-managed, the person's fiduciary duties as a member shall end with regard to matters arising and events occurring after the person's dissociation; and

(3) Subject to § 29-805.04, subchapter IX of this chapter, and Chapter 2 of this title, any transferable interest owned by the person immediately before dissociation in the person's capacity as a member is owned by the person solely as a transferee.

(b) A person's dissociation as a member of a limited liability company shall not of itself discharge the person from any debt, obligation, or other liability to the company or the other members which the person incurred while a member.

Subchapter VII. Dissolution and Winding up.

§ 29-807.01. Events causing dissolution.

(a) A limited liability company is dissolved, and its activities shall be wound up, upon the occurrence of any of the following:

(1) An event or circumstance that the operating agreement states causes dissolution;

(2) The consent of all the members;

(3) The passage of 90 consecutive days during which the company has no members;

(4) On application by a member, the entry by Superior Court of an order dissolving the company on the grounds that:

(A) The conduct of all or substantially all of the company's activities is unlawful; or

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(B) It is not reasonably practicable to carry on the company's activities in conformity with the certificate of organization and the operating agreement; or

(5) On application by a member, the entry by Superior Court of an order dissolving the company on the grounds that the managers or those members in control of the company:

(A) Have acted, are acting, or will act in a manner that is illegal or fraudulent; or

(B) Have acted or are acting in a manner that is oppressive and was, is, or will be directly harmful to the applicant.

(b) In a proceeding brought under subsection (a)(5) of this section, the Superior Court may order a remedy other than dissolution.

§ 29-807.02. Winding up.

(a) A dissolved limited liability company shall wind up its activities, and the company shall continue after dissolution only for the purpose of winding up.

(b) In winding up its activities, a limited liability company:

(1) Shall:

(A) Discharge the company's debts, obligations, or other liabilities, settle and close the company's activities, and marshal and distribute the assets of the company; and

(B) Deliver to the Mayor for filing a statement of dissolution stating the name of the company and that the company is dissolved; and

(2) May:

(A) Preserve the company activities and property as a going concern for a reasonable time;

(B) Prosecute and defend actions and proceedings, whether civil, criminal, or administrative;

(C) Transfer the company's property;

(D) Settle disputes by mediation or arbitration;

(E) Deliver to the Mayor for filing a statement of termination stating the name of the company and that the company is terminated; and

(F) Perform other acts necessary or appropriate to the winding up.

(c) If a dissolved limited liability company has no members, the legal representative of the last person to have been a member may wind up the activities of the company. If the person does so, the person shall have the powers of a sole manager under § 29-804.07(c) and shall be deemed to be a manager for the purposes of § 29-803.04(a)(2).

(d) If the legal representative under subsection (c) of this section declines or fails to wind up the company's activities, a person may be appointed to do so by the consent of transferees owning a majority of the rights to receive distributions as transferees at the time the consent is to be effective. A person appointed under this subsection:

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(1) Has the powers of a sole manager under § 29-804.07(c) and shall be deemed to be a manager for the purposes of § 29-803.04(a)(2); and

(2) Shall promptly deliver to the Mayor for filing an amendment to the company's certificate of organization to:

(A) State that the company has no members;

(B) State that the person has been appointed pursuant to this subsection to wind up the company; and

(C) Provide the street and mailing addresses of the person.

(e) The Superior Court may order judicial supervision of the winding up of a dissolved limited liability company, including the appointment of a person to wind up the company's activities:

(1) On application of a member, if the applicant establishes good cause;

(2) On the application of a transferee, if:

(A) The company does not have any members;

(B) The legal representative of the last person to have been a member declines or fails to wind up the company's activities; and

(C) Within a reasonable time following the dissolution a person has not been appointed pursuant to subsection (d) of this section; or

(3) In connection with a proceeding under § 29-807.01(a)(4) or (5).

§ 29-807.03. Known claims against dissolved limited liability company.

(a) Except as otherwise provided in subsection (d) of this section, a dissolved limited liability company may give notice of a known claim under subsection (b) of this section, which shall have the effect as provided in subsection (c) of this section.

(b) A dissolved limited liability company may in a record notify its known claimants of the dissolution. The notice shall:

(1) Specify the information required to be included in a claim;

(2) Provide a mailing address to which the claim is to be sent;

(3) State the deadline for receipt of the claim, which shall not be less than 120 days after the date the notice is received by the claimant; and

(4) State that the claim will be barred if not received by the deadline.

(c) A claim against a dissolved limited liability company shall be barred if the requirements of subsection (b) of this section are met and:

(1) The claim is not received by the specified deadline; or

(2) If the claim is timely received but rejected by the company:

(A) The company causes the claimant to receive a notice in a record stating that the claim is rejected and will be barred unless the claimant commences an action against the company to enforce the claim within 90 days after the claimant receives the notice; and

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(B) The claimant does not commence the required action within the 90 days.

(d) This section shall not apply to a claim based on an event occurring after the effective date of dissolution or a liability that on that date is contingent.

§ 29-807.04. Other claims against dissolved limited liability company.

(a) A dissolved limited liability company may publish notice of its dissolution and request persons having claims against the company to present them in accordance with the notice.

(b) The notice authorized by subsection (a) of this section shall:

(1) Be published at least once in a newspaper of general circulation in the District;

(2) Describe the information required to be contained in a claim and provide a mailing address to which the claim is to be sent; and

(3) State that a claim against the company is barred unless an action to enforce the claim is commenced within 3 years after publication of the notice.

(c) If a dissolved limited liability company publishes a notice in accordance with subsection (b) of this section, unless the claimant commences an action to enforce the claim against the company within 3 years after the publication date of the notice, the claim of each of the following claimants shall be barred:

(1) A claimant that did not receive notice in a record under § 29-807.03;

(2) A claimant whose claim was timely sent to the company but not acted on; and

(3) A claimant whose claim is contingent at, or based on an event occurring after, the effective date of dissolution.

(d) A claim not barred under this section may be enforced:

(1) Against a dissolved limited liability company, to the extent of its undistributed assets; and

(2) If assets of the company have been distributed after dissolution, against a member or transferee to the extent of that person's proportionate share of the claim or of the assets distributed to the member or transferee after dissolution, whichever is less, but a person's total liability for all claims under this paragraph shall not exceed the total amount of assets distributed to the person after dissolution.

§ 29-807.05. Distribution of assets in winding up limited liability company's activities.

(a) In winding up its activities, a limited liability company shall apply its assets to discharge its obligations to creditors, including members that are creditors.

(b) After a limited liability company complies with subsection (a) of this section, any surplus shall be distributed in the following order, subject to any charging order in effect under § 29-805.03:

(1) To each person owning a transferable interest that reflects contributions made by a member and not previously returned, an amount equal to the value of the unreturned