



State of California
Secretary of State

LLC-1

File #

201102810354

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JAN 13 2011

This Space For Filing Use Only

ENTITY NAME (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

1. NAME OF LIMITED LIABILITY COMPANY

Copilotco LLC

PURPOSE (The following statement is required by statute and should not be altered.)

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

INITIAL AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).)

3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS

Legalzoom.com, Inc.

4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE

CA

MANAGEMENT (Check only one)

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY:

☐

ONE MANAGER

☐

MORE THAN ONE MANAGER

☒

ALL LIMITED LIABILITY COMPANY MEMBER(S)

ADDITIONAL INFORMATION

6. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

EXECUTION

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

1/12/2011

DATE

SIGNATURE OF ORGANIZER

Karla Figueroa

TYPE OR PRINT NAME OF ORGANIZER



State of California Secretary of State

L

STATEMENT OF INFORMATION (Limited Liability Company)

Filing Fee \$20.00. If amendment, see instructions.**IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM****1. LIMITED LIABILITY COMPANY NAME** (Please do not alter if name is preprinted.)

This Space For Filing Use Only

DUE DATE: **APR 13 2011****FILE NUMBER AND STATE OR PLACE OF ORGANIZATION****2. SECRETARY OF STATE FILE NUMBER****3. STATE OR PLACE OF ORGANIZATION****COMPLETE ADDRESSES FOR THE FOLLOWING** (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.)**4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE****CITY AND STATE****ZIP CODE****5. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY)****CITY****STATE****ZIP CODE****CA****NAME AND COMPLETE ADDRESS OF THE CHIEF EXECUTIVE OFFICER, IF ANY****6. NAME****ADDRESS****CITY AND STATE****ZIP CODE****NAME AND COMPLETE ADDRESS OF ANY MANAGER OR MANAGERS, OR IF NONE HAVE BEEN APPOINTED OR ELECTED, PROVIDE THE NAME AND ADDRESS OF EACH MEMBER** (Attach additional pages, if necessary.)**7. NAME****ADDRESS****CITY AND STATE****ZIP CODE****8. NAME****ADDRESS****CITY AND STATE****ZIP CODE****9. NAME****ADDRESS****CITY AND STATE****ZIP CODE****AGENT FOR SERVICE OF PROCESS** (If the agent is an individual, the agent must reside in California and Item 11 must be completed with a California address. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 11 must be left blank.)**10. NAME OF AGENT FOR SERVICE OF PROCESS****11. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL****CITY****STATE****ZIP CODE****CA****TYPE OF BUSINESS****12. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY****13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.**

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

TITLE

DATE

INSTRUCTIONS FOR COMPLETING FORM LLC-12

For easier completion, this form is available on the Secretary of State's website at <http://www.sos.ca.gov/business/> and can be viewed, filled in and printed from your computer. Completed forms along with the applicable fees can be mailed to Secretary of State, Statement of Information Unit, P.O. Box 944230, Sacramento, CA 94244-2300 or delivered in person to the Sacramento office, 1500 11th Street, Sacramento, CA 95814. If you are not completing this form online, please type or legibly print in black or blue ink. This form should not be altered.

Every **domestic and registered foreign limited liability company** shall file a Statement of Information with the Secretary of State, within 90 days after filing of its original Articles of Organization or Application for Registration, and biennially thereafter during the applicable filing period. The applicable filing period for a limited liability company is the calendar month during which its original Articles of Organization or Application for Registration were filed and the immediately preceding five calendar months. A limited liability company is required to file this statement even though it may not be actively engaged in business at the time this statement is due. Changes to information contained in a previously filed statement can be made by filing a new form, completed in its entirety.

Statutory filing provisions are found in California Corporations Code section 17060, unless otherwise indicated. Failure to file this Statement of Information by the due date will result in the assessment of a \$250.00 penalty. (Corporations Code sections 17651(b) and 17653; Revenue and Taxation Code section 19141.)

FILING FEES: The fee for filing the initial or biennial Statement of Information is **\$20.00**. Checks should be made payable to the Secretary of State. If this statement is being filed to amend any information on a previously filed statement and is being filed outside the applicable filing period, as defined above, **no fee** is required.

COPIES: The Secretary of State will endorse file one copy of the statement if an exact copy is submitted along with the statement to be filed. Copies submitted with the statement to be filed can be certified upon request and payment of the \$8.00 per copy certification fee.

Complete the Statement of Information (Form LLC-12) as follows:

- Item 1.** Please do not alter the preprinted name. If the name is not correct, please attach a statement indicating the correct name and the date the name change amendment was filed with the Secretary of State. If blank, enter the name of the limited liability company **exactly** as it is of record with the California Secretary of State.
- Item 2.** Please do not alter the preprinted file number. If blank, enter the file number issued by the California Secretary of State.
- Item 3.** Please do not alter the preprinted jurisdiction. If blank, and the limited liability company is a registered foreign limited liability company (organized outside the state of California), enter the state or place under the laws of which the limited liability company is organized.
- Item 4.** Enter the complete street address, city and zip code of the limited liability company's principal executive office. Please do not enter a P.O. Box or abbreviate the name of the city. This address will be used for mailing purposes.
- Item 5.** If the limited liability company is formed under the laws of the state of California, enter the complete street address, city and zip code of the office required to be maintained pursuant to Corporations Code section 17057(a). Please do not enter a P.O. Box or abbreviate the name of the city.
- Item 6.** Enter the name and complete business or residential address of the chief executive officer, if any. Please do not abbreviate the name of the city.
- Items 7-9.** Enter the name and complete business or residential address of any manager or managers, appointed or elected in accordance with the Articles of Organization or Operating Agreement, or if no manager has been so elected or appointed, the name and business or residential address of each member. Attach additional pages, if necessary. Please do not abbreviate the name of the city.
- Item 10.** Enter the name of the agent for service of process in California. An agent is an individual (manager, member or any other person, whether or not affiliated with the company) who resides in California or a corporation designated to accept service of process if the company is sued. The agent **must** agree to accept service of process on behalf of the company prior to designation.

If a corporation is designated as agent, that corporation must have previously filed with the Secretary of State, a certificate pursuant to Corporations Code section 1505. Note, a **limited liability company cannot act as its own agent** and no domestic or foreign corporation may file pursuant to section 1505 unless the corporation is currently authorized to engage in business in California and is in good standing on the records of the Secretary of State.

If an individual is designated as agent, complete Items 10 and 11. If a corporation is designated as agent, complete Item 10 and proceed to Item 12 (do not complete Item 11).
- Item 11.** If an individual is designated as agent for service of process, enter a business or residential address in California. Please do not enter "in care of" (c/o) or abbreviate the name of the city. Please do not enter an address if a corporation is designated as agent.
- Item 12.** Briefly describe the general type of business that constitutes the principal business activity of the limited liability company.
- Item 13.** Type or print the name and title of the person completing this form and enter the date this form was completed.

Instructions for Form FTB 3522

LLC Tax Voucher

What's New

Beginning November 2010, limited liability companies (LLCs) can make payments electronically at the Franchise Tax Board's (FTB's) website using Web Pay. After a one-time online registration, LLCs can make an immediate payment or schedule payments up to a year in advance. For more information go to ftb.ca.gov and search for **web pay**.

General Information

Use form FTB 3522, LLC Tax Voucher, to pay the annual LLC tax of \$800 for taxable year 2011. An LLC should use this voucher if any of the following apply:

- The LLC has articles of organization accepted by the California Secretary of State (SOS).
- The LLC has a certificate of registration issued by the SOS.
- The LLC is doing business in California.

You can download, view, and print California tax forms and publications at ftb.ca.gov.

Access other state agencies' websites at ca.gov.

Who Must Pay the Annual LLC Tax

Every LLC that is doing business in California or that has articles of organization accepted or a certificate of registration issued by the SOS is **subject to the \$800 annual tax**. The tax must be paid for each taxable year until a certificate of cancellation of registration or of articles of organization is filed with the SOS. Get FTB Pub. 1038, Guide to Dissolve, Surrender, or Cancel a California Business Entity, for more information.

For taxable years beginning on or after January 1, 2003, an LLC as described in *Internal Revenue Code Sections 501(c)(2) and 501(c)(25)* and *California Revenue and Taxation Code Sections 23701h and 23701x* is exempt from the annual LLC tax.

When to Pay the Annual LLC Tax

The annual LLC tax is due and payable **by the 15th day of the 4th month** after the **beginning** of the LLC's taxable year (fiscal year) or April 15, 2011 (calendar year). Due to the federal Emancipation Day holiday on April 15, 2011, tax returns filed and payments received on April 18, 2011, will be considered timely.

The first taxable year of an LLC begins when the LLC files its articles of organization with the SOS. The first taxable year of a foreign LLC begins when the LLC is organized in another state.

If the 15th day of the 4th month of an existing foreign LLC's taxable year has passed before the foreign LLC commences business in California or registers with the SOS, the annual LLC tax should be paid immediately after commencing business or registering with the SOS.

Example: LLC1, a newly-formed calendar year taxpayer, organizes as an LLC in Delaware on June 1, 2011. LLC1 registers with the SOS on August 12, 2011, and begins doing business in California on August 15, 2011. Because LLC1's initial taxable year begins on June 1, 2011, the annual LLC tax is due by September 15, 2011 (the 15th day of the 4th month of the short-period taxable

year). LLC1's short-period (June 1, 2011-December 31, 2011) tax return is due by April 16, 2012. The annual tax payment for taxable year 2012, with form FTB 3522 also is due by April 16, 2012.

How to Complete Form FTB 3522

Enter all the information requested using black or blue ink. To ensure the timely and proper application of the payment to the LLC's account, enter the SOS file number (assigned upon registration with the SOS), and the federal employer identification number (FEIN).

Series LLC – After the name for each series, write "Series LLC # ____." In addition, write "Series LLC" in red in the top right margin of the voucher. Only the first series to pay tax or file a return may use an SOS file number. For all other series, enter zeroes in the SOS file number field. We will notify each series of its assigned number after we receive its initial payment voucher. The series LLC should use this assigned number for subsequent years. See FTB Pub. 3556, Limited Liability Company Filing Information, for more information.

Private Mail Box (PMB)

Include the PMB in the address field. Write "PMB" first, then the box number.

Example: 111 Main Street PMB 123.

Where to File

Using black or blue ink, make a check or money order payable to the "Franchise Tax Board." Write the SOS file number, FEIN, and "2011 FTB 3522" on the check or money order. Detach the payment voucher from the bottom of the page. Enclose, but **do not** staple, your payment to the voucher and mail to:

FRANCHISE TAX BOARD
PO BOX 942857
SACRAMENTO CA 94257-0631

Make all checks or money orders payable in U.S. dollars and drawn against a U.S. financial institution. **If no payment is due or paid electronically, do not mail this voucher.**

Penalties and Interest

If the LLC fails to pay its annual tax by the 15th day of the 4th month after the beginning of the taxable year, a late payment penalty plus interest will be assessed **for failure to pay the annual LLC tax by the due date**. The FTB may waive the late penalty, based on reasonable cause, where the greater of the annual tax or 90% of the tax shown on the return is paid by the original due date of the return. The penalty and interest will be computed from the due date of the tax to the date of payment.

Late Payment of Prior Year Annual LLC Tax

If a prior year LLC tax of \$800 was not paid by the 15th day of the 4th month after the beginning of the taxable year, the tax should be paid as soon as possible, using the **appropriate taxable year** form FTB 3522. **Do not** use any other form for payment of the tax. This will assure proper application of the payment to the LLC's account.

✂ DETACH HERE _____ IF NO PAYMENT IS DUE OR PAID ELECTRONICALLY, DO NOT MAIL THIS VOUCHER _____ DETACH HERE ✂
Fiscal year: File and Pay by the 15th day of the 4th month after the beginning of the taxable year.
Calendar year: File and Pay by APRIL 15, 2011.

TAXABLE YEAR

CALIFORNIA FORM

2011 LLC Tax Voucher

3522

For calendar year 2011 or fiscal year beginning month _____ day _____ year _____, and ending month _____ day _____ year _____.

Limited liability company name

Secretary of State (SOS) file number

DBA

FEIN

Address (suite, room, PO Box, or PMB no.).

City

State

ZIP Code

Contact Telephone no.

Amount of payment

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State of California
Secretary of State

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1/12/2011

DATE

SIGNATURE OF ORGANIZER

Karla Figueroa

TYPE OR PRINT NAME OF ORGANIZER