

State of California Bill Jones

Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form. IMPORTANT – Read instructions before completing this form.

File#200401010258

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in the office of the Secretary of State of the State of California

JAN 0 2 2004

KEVIN SHELLEY, SECRETARY OF STATE

					This Space For Filing Use Only	
1.	Name of the limited liability company (end the name with the words "Limited Liability Company," " Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")					
	bkm Anaheim Associates II, LLC					
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.					
3.	Name the agent for service of process and check the appropriate provision below:					
	Virginia P. Croudace which is				which is	
	[X] an individual residing in California. Proceed to item 4.					
	[] a corporation which has filed a certificate pursuant to section 1505. Proceed to item 5.					
4.	If an individual, California address of the agent for service of process: Address: 5 Park Plaza, Suite 1150					
	City: Irvine	Si	tate: CA		Zip Code: 92614	
5.	The limited liability company will be managed by: (check one)					
[X] one manager [] more than one manager [] single member limited liability company [] all limited liability company members						
6.	Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate. Other matters may include the latest date on which the limited liability company is to dissolve.					
7.	Number of pages attached, if any: None					
8.	Type of business of the limited liability company. (For informational purposes only) real estate investment					
9.	DECLARATION: It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.					
	Virginia P. Cronlance			Virginia P. Croudace		
	Signature of Organizer			Type or Print Name of Organizer		
	December 31, 2003					
	Date					
10.	RETURN TO:	_		_	¬	
	NAME	Pacific Corporate & Title S	Services		1	
	FIRM	914 S Street			j	
	ADDRESS	Sacramento, CA 95814				
	CITY/STATE	Attn: Shannon Durst			_	
	ZIP CODE				_]	
	SEC/STATE (REV.	12/99)			FORM LLC-1 - FILING FEE \$70.00	

949-794-9909

CROUDACE & DIETRICH

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January 7, 2004

California Secretary of State Limited Liability Company Unit

Re: Formation of bkm Anaheim Associates II, LLC

Dear Sir or Madam:

As the attorney of fact for the managing member of bkm Anaheim Associates, LLC and on its behalf I hereby irrevocably grant to bkm Anaheim Associates II, LLC permission to organize under the name bkm Anaheim Associates II, LLC on the basis that such company shares common principals with bkm Anaheim Associates, LLC.

Sincerely.

Virginia P. Croudace

CROUDACE & DIETRICH

cc: Brian K. Malliet (via mail)

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