



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

1009010242

1009010242

August 30, 2010

C COOPER YUELL IV
WHITLOW & YUELL PLC
PO BOX 779
ROANOKE, VA 24004

RECEIPT

RE: CityWorks Capital Partners, LLC

ID: S337325 - 7

DCN: 10-08-27-0266

Dear Customer:

This is your receipt for \$100.00 to cover the fee(s) for filing articles of organization for a limited liability company with this office.

The effective date of the certificate of organization is August 30, 2010.

Thank you for contacting our office. If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LLNCD
CIS0353

WHITLOW & YOEUELL PLC

A T T O R N E Y S

C. COOPER YOEUELL, IV
DIRECT DIAL: (540) 904-7836
CYOEUELL@WHITLOWYOEUELL.COM

MICHAEL S. WHITLOW
C. COOPER YOEUELL, IV
WHIT ELLERMAN

August 26, 2010

VIA FEDERAL EXPRESS

Joel Peck, Clerk
State Corporation Commission
1300 E. Main Street
Richmond, VA 23219

100827 0266 *ae*

Re: CityWorks Capital Partners, LLC

Dear Mr. Peck:

Enclosed for filing are Articles of Organization for CityWorks Capital Partners, LLC. Also enclosed is our firm check in the amount of \$100.00 in payment of the filing fee.

Thank you for your assistance in this matter. Should you have any questions, please give me a call at (540) 904-7836.

Sincerely,

WHITLOW & YOEUELL, PLC

C. Cooper Youell, IV

CCY:lgh
Enclosure

OK JB 8/27/10
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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 30, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of

CityWorks Capital Partners, LLC

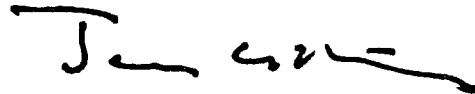
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ORGANIZATION

be issued and admitted to record with the articles of organization in the Office of the Clerk of the Commission, effective August 30, 2010.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

ARTICLES OF ORGANIZATION
OF
CITYWORKS CAPITAL PARTNERS, LLC

I hereby form a limited liability company under the provisions of Chapter 12 of Title 13.1 of the Code of Virginia (1950), as amended, and to that end set forth the following:

FIRST: The name of the limited liability company is CityWorks Capital Partners, LLC.

SECOND: The post office address of the initial registered office of the limited liability company shall be 26 W. Kirk Avenue, P.O. Box 779, in the City of Roanoke, Virginia 24004, and its initial registered agent at such address is C. Cooper Youell, IV, who is a resident of Virginia and a member of the Virginia State Bar.

THIRD: The address of the principal office of the limited liability company shall be 24 W. Kirk Avenue, Roanoke, Virginia 24011.

FOURTH: The duration of the limited liability company shall, unless limited by the terms of any Operating Agreement, be perpetual.

FIFTH: Except in the case of willful misconduct or a knowing violation of criminal law or of any federal or state securities law, no member or manager of the limited liability company shall be liable for damages in any amount whatsoever in any proceeding brought by or in the right of the limited liability company or by or on behalf of its members.

C. Cooper Youell, IV, Organizer
C. Cooper Youell, IV