

# **EXHIBIT B**

# SECRETARY OF STATE



## LIMITED LIABILITY COMPANY CHARTER

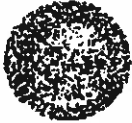
I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that **DESERT ROCK ENTERPRISES II, LLC** did on August 17, 2011, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on August 17, 2011.

ROSS MILLER  
Secretary of State

Certified By: Electronic Filing  
Certificate Number: C20110817-1516  
You may verify this certificate  
online at <http://www.nvsos.gov/>



ROSS MILLER  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-6700  
 Website: www.nvsos.gov



1181507

**Registered Agent  
 Acceptance**  
 (PURSUANT TO NRS 77.310)

This form may be submitted by: a Commercial Registered Agent, Noncommercial Registered Agent or Represented Entity. For more information please visit <http://www.nvsos.gov/index.aspx?page=141>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Acceptance of Appointment by Registered Agent**

In the matter of Desert Rock Enterprises II, LLC  
 Name of Represented Business Entity

I, Susan Hitch am a:  
 Name of Appointed Registered Agent OR Represented Entity Serving as Own Agent\*

(complete only one)

- a)  commercial registered agent listed with the Nevada Secretary of State,
- b)  noncommercial registered agent with the following address for service of process:

1 Fremont Street Las Vegas Nevada 89101-5681  
 Street Address City Zip Code

Nevada   
 Mailing Address (if different from street address) City Zip Code

- c)  represented entity accepting own service of process at the following address:

Title of Office or Position of Person in Represented Entity

Nevada   
 Street Address City Zip Code

Nevada   
 Mailing Address (if different from street address) City Zip Code

and hereby state that on August 17, 2011 I accepted the appointment as registered agent for  
 the above named business entity. Date

X Susan Hitch  
 Authorized Signature of R.A. or On Behalf of R.A. Company

August 17, 2011  
 Date

\*If changing Registered Agent when reinstating, officer's signature required.  
X  
 Signature of Officer Date



\*050102\*



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 4  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: www.nvsos.gov

# Articles of Organization Limited-Liability Company

(PURSUANT TO NRS CHAPTER 86)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20110603931-96</b> Filing Date and Time <b>08/17/2011 1:03 PM</b> Entity Number <b>E0464222011-3</b>
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(This document was filed electronically.)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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<b>1. Name of Limited-Liability Company:</b> (must contain approved limited-liability company wording, see instructions)	DESERT ROCK ENTERPRISES II, LLC	Check box if a Series Limited-Liability Company <input checked="" type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input type="checkbox"/> Commercial Registered Agent: Name <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) <b>SUSAN HITCH</b> Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity <b>ONE FREMONT STREET</b> <b>LAS VEGAS</b> <b>Nevada 89101</b> Street Address City Zip Code <b>_____ Nevada _____</b> Mailing Address (if different from street address) City Zip Code		
<b>3. Dissolution Date:</b> (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual):		
<b>4. Management:</b> (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) <b>OR</b> <input type="checkbox"/> Member(s) (check only one box)		
<b>5. Name and Address of each Manager or Managing Member:</b> (attach additional page if more than 3)	1) <b>DEREK J. STEVENS</b> Name <b>1 FREMONT STREET</b> <b>LAS VEGAS</b> <b>NV 89101</b> Street Address City State Zip Code 2) Name Street Address City State Zip Code 3) Name Street Address City State Zip Code		
<b>6. Name, Address and Signature of Organizer:</b> (attach additional page if more than 1 organizer)	<b>JODI DONETTA-SEE ATTACHED</b> <b>X JODI DONETTA LOWRY, ESQ.</b> Name Organizer Signature <b>7901 WEST LAKE MEAD BLVD.</b> <b>LAS VEGAS</b> <b>NV 89128</b> Address City State Zip Code		
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity. <b>X SUSAN HITCH</b> <b>8/17/2011</b> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC Articles  
Revised 9-9-10

# Articles of Organization

(PURSUANT TO NRS CHAPTER 86)

## CONTINUED

*Includes data that is too long to fit in the fields on the NRS 86 Form and all additional managers and organizers*

<b>ENTITY NAME:</b> DESERT ROCK ENTERPRISES II, LLC
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<b>FOREIGN NAME</b> Not Applicable <b>TRANSLATION:</b>
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<b>REGISTERED</b> SUSAN HITCH <b>AGENT NAME:</b>
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<b>STREET</b> ONE FREMONT STREET, LAS VEGAS, NV 89101 <b>ADDRESS:</b>
--

<b>MAILING</b> , , NV <b>ADDRESS:</b>
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<b>ADDITIONAL</b>	<b>Organizers</b>
Name: JODI DONETTA LOWRY, ESQ. Address: 7901 WEST LAKE MEAD BLVD., SUITE 503 City: LAS VEGAS State: NV Zip Code: 89128	