

FILED EFFECTIVE

STATEMENT OF AUTHORITY

2016 MAY 24 PM 3: 58

SECRETARY OF STATE
STATE OF IDAHO

The name of the limited liability company is:

Jason Hawkins Holdings LLC, an Idaho limited liability company ("Company")

The address of the designated office is:

855 Broad Street, Suite 300, Boise, Idaho 83702

Authority:

Pursuant to the Consent of Member attached hereto, Sybil Hawkins is the sole manager of the company ("Manager") and is vested with the sole and exclusive right to manage the business of the Company and has all of the rights and powers which may be possessed by a manager under the Idaho Uniform Limited Liability Company Act and the Company's Operating Agreement, including, without limitation, the powers set forth under Section 3.2 of the Company's Operating Agreement.

Limitations on authority:

No person or entity, other than the Manager, has the authority to enter into any transaction on behalf of, or otherwise act for or bind the Company.

Signature of person authorized to sign on behalf of the company:

By: 
Sybil Hawkins, Manager

IDAHO SECRETARY OF STATE

05/24/2016 05:00

CK:29760 CT:1626 BH:1530109

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W30913

**JASON HAWKINS HOLDINGS LLC
UNANIMOUS CONSENT OF MEMBER**

*Appointing Sybil Hawkins as Manager and
Adopting Certain Amendments Operating Agreement*

The Estate of Jason Gary Hawkins ("Estate"), being the sole Member of the Jason Hawkins Holdings LLC, an Idaho limited liability company ("Company"), does hereby adopt the resolutions set forth in this Unanimous Consent of Member ("Unanimous Consent"), to take effect as of January 1, 2016 ("Effective Date").

WHEREAS, on May 26, 2004, the Company was formed as an Idaho limited liability company by Jason G. Hawkins ("Founding Member");

WHEREAS, the Founding Member adopted and executed that certain Operating Agreement of the Company ("Operating Agreement") dated effective May 26, 2004. All capitalized terms used in this Unanimous Consent that are not specifically defined herein but are otherwise defined in the Operating Agreement shall have the meaning ascribed to them in the Operating Agreement;

WHEREAS, as a result of the death of the Founding Member on April 25, 2015, the Estate of Jason Gary Hawkins ("Estate") acquired the Founding Member's Membership Interest in the Company and became the sole Member of the Company;

WHEREAS, pursuant to the Assignment By Personal Representative dated as of the Effective Date attached hereto as Exhibit A, the Trust acquired the Estate's Membership Interest in the Company and became the sole Member of the Company; and

WHEREAS, as a result of the above the Trust desires to appoint Sybil Hawkins as the Manager of the Company and amend the Operating Agreement to the extent necessary to reflect such appointment and the Trust's acquisition of the Estate's Membership Interest.

NOW THEREFORE, BE IT RESOLVED, Sybil Hawkins is hereby appointed as Manager of the Company;

BE IT FURTHER RESOLVED, that Sybil Hawkins, as Manager of the Company, shall be vested with the sole and exclusive right to manage the business of the Company and shall have all of the rights and powers which may be possessed by a Manager under the Act, the Articles, and the Operating Agreement, including, without limitation, the powers set forth under Section 3.2 of the Operating Agreement; and

BE IT FURTHER RESOLVED, that the Operating Agreement is hereby amended so that all references to Member or Members shall be to the Trust and all references to Manager shall be to Sybil Hawkins.

This Unanimous Consent may be executed in two (2) or more counterparts, each of which shall be deemed an original (including copies sent to a party by facsimile transmission or e-mail) as against the party signing such counterpart, but which together shall constitute one and the same instrument. Signatures transmitted via facsimile or e-mail shall be considered authentic and binding.

The undersigned, being the duly appointed Trustee of the Trust hereby executes this Unanimous Consent on behalf of the Trust as the sole Member of the Company effective as of the Effective Date.



Sybil Hawkins, Trustee

EXHIBIT A

Assignment by Personal Representative

ASSIGNMENT BY PERSONAL REPRESENTATIVE

*Estate of Jason G. Hawkins
Assignment of Wholly Owned LLC Company Interests
to The Jason Hawkins Family Trust*

THIS ASSIGNMENT BY PERSONAL REPRESENTATIVE ("Assignment") is entered into effective as of January 1, 2016 ("Effective Date"), by Matthew Hawkins ("Assignor"), as the Personal Representative of the Estate of Jason G. Hawkins, deceased ("Estate"), in favor of Sybil Hawkins, as trustee of the Jason Hawkins Family Trust, created under the Last Will and Testament of Jason G. Hawkins dated February 20, 2007 ("Assignee").

RECITALS

- A. Assignor is the qualified personal representative of the Estate.
- B. The Estate is the sole member and interest holder of the limited liability companies set forth on Exhibit A ("Assigned Company Interests").
- C. In addition to other assets of the Estate, Assignee is entitled to receive from the Estate the Assigned Company Interests.
- D. Assignor desires to transfer and assign to Assignee the Assigned Company Interests as set forth in this Assignment.

ASSIGNMENT

1. Transfer and Assignment. Subject to the terms and conditions of this Assignment, Assignor hereby irrevocably and unconditionally, transfers and assigns to Assignee, effective on the Effective Date, all of the Estate's title and interest in and to the Assigned Company Interests. The Assigned Company Interests are subject to the terms and conditions of the Operating Agreement and include any and all liabilities, obligations, claims, liens, charges and encumbrances associated therewith.

2. Further Assurances. Assignor will execute and deliver to Assignee such further instruments of transfer, and take such other action as Assignee may reasonably request to the extent required to more effectively transfer and deliver all or any portion of the Assigned Company Interests to Assignee, and to assure and confirm to any other person the ownership of the Assigned Company Interests by Assignee, and to permit Assignee to exercise any of the franchises, rights, licenses or privileges intended to be transferred and delivered by Assignor to Assignee hereunder.

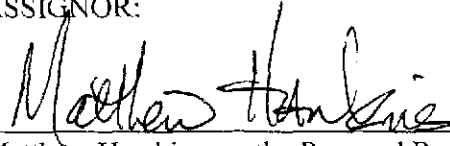
3. Counterparts. This Assignment may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same Agreement. Delivery of an executed counterpart of a signature page to this Assignment via facsimile transmission or electronic mail shall be as effective as delivery of an executed original.

4. Governing Law. The terms of this Assignment will be governed by the laws of the State of Idaho.

[signature on following page]

The undersigned, being the duly appointed Personal Representative of the Estate as set forth in the "Letters Testamentary" attached hereto as Exhibit B, hereby executes this Assignment on behalf of the Estate effective as of the Effective Date.

ASSIGNOR:

A handwritten signature in black ink, appearing to read "Matthew Hawkins", written over a horizontal line.

Matthew Hawkins, as the Personal Representative
of the Estate of Jason G. Hawkins, deceased

EXHIBIT A
Assigned Company Interests

Jason Hawkins Holdings LLC, an Idaho limited liability company
JGH Bozeman LLC, an Idaho limited liability company
JGH Stateline LLC, an Idaho limited liability company
JGH Ventures LLC, an Idaho limited liability company
JGH Helena LLC, an Idaho limited liability company
JGH Meridian LLC, an Idaho limited liability company
JGH Shadow Hills LLC, an Idaho limited liability company
H & H Investments LLC, an Idaho limited liability company

EXHIBIT B
Letters Testamentary

Christ R. Bolander - ISM#5607
GIVENS PURSLEY LLP
604 W. Bantock Street
Boise, Idaho 83702
Telephone: 208-488-1200
Facsimile: 208-488-1300

CEIFIED COPY

Attorneys for Applicant

**IN THE DISTRICT COURT OF THE FOURTH JUDICIAL DISTRICT
OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF VALLEY**

IN THE MATTER OF THE ESTATE OF:

JASON GARY HAWKINS,

Deceased.

Case No. C-4-2015-11352

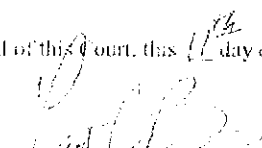
LETTERS TESTAMENTARY
(I.C. 15-3-602 AND 15-3-702)

Matthew Hawkins was duly appointed and qualified as Personal Representative of the estate of the above named decedent by the Court with all authority pertaining thereto.

Administration of the estate is unsupervised.

These letters are issued to evidence the appointment, qualification, and authority of the said personal representative.

WITNESS, my signature and the Seal of this Court, this 11th day of May, 2015.


MAGISTRATE

State of Idaho }
County of Valley } SS

I hereby certify that the foregoing is a true and correct copy of the original on file in this office.

Date 5/11/2015 Douglas A. Miller
Clerk

By [Signature] Deputy

LETTERS TESTAMENTARY - 1
FILED