

**CERTIFICATE OF ORGANIZATION
FOR
WATERMARK ENTERTAINMENT, LLC**

For Office Use Only

-FILED-

File #: 0003849406

Date Filed: 4/20/2020 10:41:00 AM

The following Certificate of Organization are adopted and submitted pursuant to the provisions of the Idaho Limited Liability Company Act.

I.

The name of this limited liability company is WATERMARK ENTERTAINMENT, LLC.

II.

The name and address of the initial registered agent of this limited liability company is:

Jeffrey D. Wilson
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

III.

The address where the Secretary of State may mail notices to this limited liability company is:

Jeffrey D. Wilson
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

IV.

The name and address of the Organizer of this limited liability company is:

Jeffrey D. Wilson
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

V.

This limited liability company will be managed by one or more Managers. The Manager of this limited liability company is:

Jeffrey D. Wilson
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

B0494-3526 04/20/2020 10:41 AM Received by ID Secretary of State Lawrence Denney

VI.

This limited liability company shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the limited liability company) by reason of the fact that the person is or was a manager, director, officer, member, employee, or agent of the limited liability company, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plans of the limited liability company, or serves or served at the request of the limited liability company as a manager, director, officer, member, employee, or agent, or as a fiduciary of an employee benefit plan, of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by the Idaho Limited Liability Company Act shall not be deemed exclusive of any other rights to which such manager, director, officer, employee or agent may be entitled under any operating agreement, vote of members or otherwise. The limited liability company, its managers, officers, directors, members, employees or agents shall be fully protected in taking any action or making any payment under this paragraph or in refusing to do so upon the advice of counsel.

VII.

No manager of this limited liability company shall be personally liable to this limited liability company or its members for monetary damages for conduct as a manager, except that this provision shall not apply to:

1. Any breach of the manager's duty of loyalty to this limited liability company or its members;
2. Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any distribution which is unlawful under the Idaho Limited Liability Company Act; or
4. Any transaction from which the manager derived an improper personal benefit.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

VIII.

The person to contact about this filing is:

Jeffrey D. Wilson
2900 N. Government Way, Suite 285
Coeur d'Alene, ID 83815

Dated: April 12, 2020

A handwritten signature in black ink, appearing to read 'Jeffrey D. Wilson', with a long horizontal stroke extending to the right.

Jeffrey D. Wilson, Organizer