

**FILED EFFECTIVE**

**STATEMENT OF AUTHORITY**

**FOR**

**10 MAY 28 PM 2:45**

**AARDVARK ACADEMY, L.L.C.**

**SECRETARY OF STATE  
STATE OF IDAHO**

**An Idaho Limited Liability Company**

The undersigned limited liability company hereby states and represents that:

1. **Company name** - The name of the Company is: Aardvark Academy, L.L.C.
2. **Street address** - The street address of the Company's designated office is: 9090 Cherry Lane, Nampa, ID 83687.
3. **Mailing address** - The mailing address of the Company's designated office is: 9090 Cherry Lane, Nampa, ID 83687.
4. **Nature of Business** - The Company is formed for the purpose of owning and operating a child day care business. With the advance Majority consent of the Members, the Company may also engage in any other lawful business or activity permitted by the Act or the laws of any jurisdiction in which the Company may do business. The Company shall have the authority to do all things necessary or convenient to accomplish its purpose or purposes.
5. **Management** - The Company is manager-managed and the Manager of the Company is: Dawny Freed.
6. **Acts Requiring Unanimous Vote**: The following matters require the unanimous vote of the Members:
  - (a) Any amendment to the Operating Agreement or the Certificate of Organization;
  - (b) The dissolution of the Company;
  - (c) The continuation of the Company after the Dissociation of all of the Manager(s);
  - (d) The authorization of a Manager or Member to do any act on behalf of the Company that contravenes the Operating Agreement; and
  - (e) The admission of an Additional Member or Substitute Member to the Company.

**IDAHO SECRETARY OF STATE  
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(f) Disagreements regarding the authority of a Manager under the following paragraph 7;

(g) Compensation of a Manager;

(h) The indemnification of a Member, Manager or any other Person;

(i) Filing, amending or cancelling a Statement of Authority with the Secretary of State of Idaho.

**7. Authority of Members to Bind the Company:** A Member is not an agent of the Company solely by reason of being a Member. Only the Manager and authorized agents of the Company have the authority to make representations or warranties, or enter into contracts on behalf of the Company (i.e., bind the Company). No Member who is not a Manager may take any action to bind the Company, and each Member shall indemnify the Company for any costs or damages incurred by the Company as a result of the unauthorized action of such Member. Upon the written unanimous consent of its Members, the Company may file, amend or cancel a Statement of Authority with the Secretary of State of Idaho which states any authority given to, or limitations placed upon, its Members, Manager or specific Persons under this Agreement to execute an instrument transferring real property held in the name of the Company or to enter into other transactions on behalf of, or otherwise act for or bind, the Company. Except as the following powers may be otherwise expressly limited in this Agreement, each Manager has the power, on behalf of the Company, to do all things necessary or convenient to carry out the purpose and activities of the Company, including, without limitation:

(a) The institution, prosecution and defense of any Proceeding in the Company's name;

(b) The purchase, receipt, lease or other acquisition, ownership, holding, improvement, use and other dealing with Property, wherever located;

(c) The sale, conveyance, mortgage, pledge, lease, exchange, and other Transfer of Property;

(d) The entering into contracts and guaranties; incurring of liabilities; borrowing money, issuance of notes, bonds, and other obligations; and the securing of any of its obligations by mortgage or pledge of any of its Property or income;

(e) The lending of money, investment and reinvestment of the Company's funds, and receipt and holding of Property as security for repayment, including, without limitation, the loaning of money to, and otherwise helping Members, officers, employees, and agents;

(f) The conduct of the Company's activities, the establishment of Company offices, and the exercise of the powers of the Company within or without the State of Idaho;

(g) The appointment of employees and agents of the Company, the defining of their duties, the establishment of their compensation;

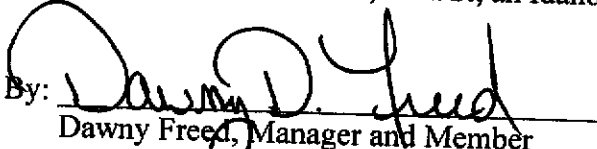
(h) The payment of pensions and establishment of pension plans, pension trusts, profit-sharing plans, and benefit and incentive plans for all or any of the current or former Members, employees, and agents of the Company; and

(i) The performance of any other act that furthers the purpose, activities and affairs of the Company.

8. **Actions of the Manager:** The Manager has the power to bind the Company as provided in paragraph 7 above. No person dealing with the Company shall have any obligation to inquire into the power or authority of a Manager acting on behalf of the Company.

Dated this 25 day of May, 2010.

**AARDVARK ACADEMY, L.L.C.**, an Idaho limited liability company

By:   
Dawny Freed, Manager and Member

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