FILED EFFECTIVE

5096244630

PHYSEP IS PH 3:53

ARTICLES OF ORGANIZATION

OF

BOTTLE BAY FAMILY HOLDINGS, L.L.C.

Pursuant to Title 53, Chapter 6 of the Idaho Code, the undersigned does hereby submit these Articles of Organization for the purpose of forming a Limited Liability Company:

ARTICLE 1. NAME

The name of the Limited Liability Company ("Company") is Bottle Bay Family Holdings, L.L.C.

ARTICLE 2. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this Company is 316 N. Second Avenue, Suite B, Sandpoint, Idaho 83864, and the name of its initial registered agent is David T. Eacret.

ARTICLE 3. MANAGEMENT

The management of the Company shall be vested in the Members, in accordance with the Operating Agreement of the Company.

ARTICLE 4. NAMES OF MEMBERS

The names and addresses of initial members of the Company are as follows:

David T. Eacret

316 N. Second Avenue, Suite B, Sandpoint, ID 83864

James W. Sullivan

3004 N. Sullivan Road, Suite A, Spokane Valley, WA 99216

ARTICLE 5. NAME AND ADDRESS OF EXECUTING PARTY

The name, address and capacity of the person executing this Certificate of Formation is:

Brett T. Sullivan 3004 N. Sullivan Road, Suite A Spokane Valley, WA 99216

Capacity:

Organizer

Brett T. Sullivan

CK: 5818 CT: 172967 BH: 791798

1 8 188.88 = 188.88 EXPEDITE C #

6 CO-00 - CO-00 CVNCNIIC 0 #

W 2594 6