

When recorded please return to:  
William M. Berg, Attorney  
Berg & McLaughlin, Chtd  
708 Superior Street, Ste B  
Sandpoint ID 83864

**FILED EFFECTIVE**

2009 SEP 29 AM 11:25

SECRETARY OF STATE  
STATE OF IDAHO

## STATEMENT OF AUTHORITY OF ALGOMA HAY PARTNERS, LLC

THE MEMBERS, by unanimous consent, adopt the following Statement of Authority of Algoma Hay Partners, LLC:

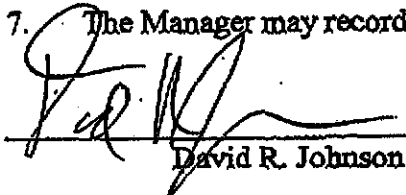
1. BENJAMIN F. JOHNSON AND DAVID R. JOHNSON shall be the Co-Managers.
2. The other Members shall not hold themselves out as the Manager.
3. The Manager has the following powers:
  - 3.1. Acquire, hold, rent, lease, sell, convey, exchange, convert, improve, insure, repair, manage, control, and invest and reinvest Company funds in real and personal property (both tangible and intangible property), including property acquired "subject to" or "in assumption of" an existing indebtedness
  - 3.2. Hold, acquire and sell as investment property domestic or foreign publicly traded securities including but not limited to stocks, bonds, mutual funds, real estate investment trusts, diversified asset funds. This authority to acquire and divest of securities is limited to prudent and conservative investing and specifically does NOT include the authority to trade in private stock, general and limited partnerships, the acquisition of securities on margin, and the acquisition and sale of public or private options, futures, derivatives, put and call rights, warrants or futures.
  - 3.3. Appoint and change a registered agent.
  - 3.4. Borrow money and pledge property as collateral security.
  - 3.5. Contract for services.
  - 3.6. Lend, borrow, lease, sell, and purchase property, including undivided fractional interests in property, upon terms and conditions that are reasonably prudent under the facts and circumstances then existing.
  - 3.7. Guarantee the promissory obligations of others on behalf of the Company.

Statement of Authority  
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IDAHO SECRETARY OF STATE  
09/29/2009 05:00  
CK: 315671 CT: 172899 BH: 1188974  
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- 3.8. Employ professional and technical advisors, managers, service providers, and individuals that the Manager considers necessary and appropriate for the Company's proper administration. This authority includes the right to set conditions of employment and rates of compensation.
- 3.9. Execute any certificate, declaration or other document required or permitted to be filed with any agency of the government regarding the establishment and affairs of the Company.
- 3.10. Hold, acquire and sell equipment, equipment leases, implements, stock in trade, leasehold improvements, and livestock.
- 3.11. Maintain cash deposits, money market funds, brokerage company investment and money market accounts, certificates of deposit, savings accounts, and checking accounts, without limitation as to the location of the account or depository.
- 3.12. Maintain and/or contract for the maintenance of books of account that report (a) all transactions pertaining to the Company's property; (b) all disbursements for costs, expenses, and fees; (c) each delivery of funds and/or other property and the value of said funds and/or property upon receipt by the Company; (d) all investments and reinvestment of property; (e) the value of each Member's capital account (and the capital account attributable in interest to any Transferee) including a history of credits and debits to each capital account; and (f) the cost or other basis of assets.
- 3.13. Prepare, sign and file tax returns and tax information reports required by applicable state and federal law.
4. The Manager has the exclusive authority to execute contracts on behalf of the Company and bind the Company thereto.
5. The Manager has the exclusive authority sell and convey Company assets. A conveyance authorized by the Manager shall be deemed a conveyance authorized by the Company and all its Members.
6. Co-Managers shall act unanimously to be the act of the Company.
7. The Manager may record this Statement of Authority in county records.

  
\_\_\_\_\_  
David R. Johnson  
\_\_\_\_\_  
Achel G. Johnson

STATE OF IDAHO  
COUNTY OF BONNER

} SS.

On this 10 day of September in the year of 2009, before me, a Notary Public for the state of Idaho, personally appeared David R. Johnson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

(Sign) David R. Johnson

NOTARY PUBLIC

Residing at: Sandpoint

My commission expires: 7/31/2012



STATE OF CALIFORNIA  
COUNTY OF \_\_\_\_\_

} SS.

On this \_\_\_\_ day of \_\_\_\_\_, in the year of 200\_\_\_\_, before me, a Notary Public for the state of California, personally appeared Achel G. Johnson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

(Sign) \_\_\_\_\_

NOTARY PUBLIC

Residing at: \_\_\_\_\_

My commission expires: \_\_\_\_\_

THE JOHNSON FAMILY TRUST, dated 5/31/2005

By: Benjamin F. Johnson

Its: Trustee

By: Sylvia G. Johnson

Its: Trustee

STATE OF IDAHO  
COUNTY OF BONNER

} SS.

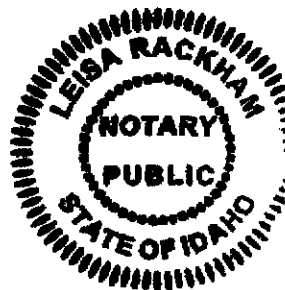
On this 10 day of Sept in the year of 2009, before me, a Notary Public for the state of Idaho, personally appeared Benjamin F. Johnson and Sylvia G. Johnson, known or identified to me to be the persons whose names are subscribed to the within instrument as the co-trustee of The Johnson Family Trust, dated May 31, 2005, and acknowledged to me that they acted on behalf of said trust.

(Sign) Leisa Rackham

NOTARY PUBLIC

Residing at: Sandpoint

My commission expires: 06/10/2014



- 3.8. Employ professional and technical advisors, managers, service providers, and individuals that the Manager considers necessary and appropriate for the Company's proper administration. This authority includes the right to set conditions of employment and rates of compensation.
- 3.9. Execute any certificate, declaration or other document required or permitted to be filed with any agency of the government regarding the establishment and affairs of the Company.
- 3.10. Hold, acquire and sell equipment, equipment leases, implements, stock in trade, leasehold improvements, and livestock.
- 3.11. Maintain cash deposits, money market funds, brokerage company investment and money market accounts, certificates of deposit, savings accounts, and checking accounts, without limitation as to the location of the account or depository.
- 3.12. Maintain and/or contract for the maintenance of books of account that report (a) all transactions pertaining to the Company's property; (b) all disbursements for costs, expenses, and fees; (c) each delivery of funds and/or other property and the value of said funds and/or property upon receipt by the Company; (d) all investments and reinvestment of property; (e) the value of each Member's capital account (and the capital account attributable in interest to any Transferee) including a history of credits and debits to each capital account; and (f) the cost or other basis of assets.
- 3.13. Prepare, sign and file tax returns and tax information reports required by applicable state and federal law.
4. The Manager has the exclusive authority to execute contracts on behalf of the Company and bind the Company thereto.
5. The Manager has the exclusive authority sell and convey Company assets. A conveyance authorized by the Manager shall be deemed a conveyance authorized by the Company and all its Members.
6. Co-Managers shall act unanimously to be the act of the Company.
7. The Manager may record this Statement of Authority in county records.

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David R. Johnson

  
Achel G. Johnson

STATE OF IDAHO )  
COUNTY OF BONNER ) SS.

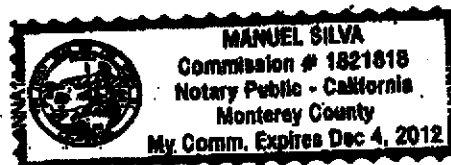
On this \_\_\_\_ day of \_\_\_\_\_, in the year of 200\_\_\_\_, before me, a Notary Public for the state of Idaho, personally appeared David R. Johnson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

(Sign) \_\_\_\_\_  
NOTARY PUBLIC  
Residing at: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

STATE OF CALIFORNIA )  
COUNTY OF Monterey ) SS.

On this 23 day of Sept, in the year of 2009, before me, a Notary Public for the state of California personally appeared Achel G. Johnson, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

(Sign) Manuel Silva  
NOTARY PUBLIC  
Residing at: Marine Cc 98933  
My commission expires: 12-4-2009/12



THE JOHNSON FAMILY TRUST, dated 5/31/2005

By: Benjamin F. Johnson  
Its: Trustee

By: Sylvia G. Johnson  
Its: Trustee

STATE OF IDAHO )  
COUNTY OF BONNER ) SS.

On this \_\_\_\_ day of \_\_\_\_\_, in the year of 200\_\_\_\_, before me, a Notary Public for the state of Idaho, personally appeared Benjamin F. Johnson and Sylvia G. Johnson, known or identified to me to be the persons whose names are subscribed to the within instrument as the co-trustee of The Johnson Family Trust, dated May 31 2005, and acknowledged to me that they acted on behalf of said trust.

(Sign) \_\_\_\_\_  
NOTARY PUBLIC  
Residing at: \_\_\_\_\_  
My commission expires: \_\_\_\_\_