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2012 DEC 11 AM 9:56

SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF AUTHORITY OF SANDPOINT SURGICAL ASSOCIATES, LLC

THE MEMBERS, by unanimous consent, adopt the following Statement of Authority of Sandpoint Surgical Associates, LLC:

1. DR. NATHAN C. KANNING shall be the Manager.
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.
 - 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.

Statement of Authority


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IDAHO SECRETARY OF STATE
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- 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. The Manager may record this Statement of Authority in county records.


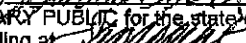
ADOPTED BY THE MEMBERS, on December 10, 2012.


Nathan C. Kanning

STATE OF IDAHO
COUNTY OF BONNER

} SS.

On this 10 day of DEC, in the year of 2012, before me, a Notary Public for the state of Idaho, personally appeared Nathan C. Kanning, known or identified to me to be the manager or a member of Sandpoint Surgical Associates, LLC that executed the within instrument on behalf of said limited liability company and acknowledged to me that such limited liability company executed the same.

(Sign) 
NOTARY PUBLIC for the state of Idaho
Residing at 
My commission expires: 04-10-2014

