

**FILED EFFECTIVE**

**STATEMENT OF AUTHORITY**

2015 JUL 23 PM 2:00  
SECRETARY OF STATE  
STATE OF IDAHO

**The name of the limited liability company is:**

JGH MERIDIAN, LLC, an Idaho limited liability company ("Company")

**The address of the designated office is:**

855 Broad Street, Suite 300, Boise, Idaho 83702

**Authority:**

Pursuant to the Consent of Member attached hereto, Matthew Hawkins is the sole manager of the company ("Manager") and is vested with the sole and exclusive right to manage the business of the Company and shall have all of the rights and powers which may be possessed by a manager under the Idaho Uniform Limited Liability Company Act and the Company's Operating Agreement, including, without limitation, the powers set forth under Section 3.2 of the Company's Operating Agreement.

**Limitations on authority:**

No person or entity, other than the Manager, has the authority to enter into any transaction on behalf of, or otherwise act for or bind the Company.

Signature of person authorized to sign on behalf of the company:

By: Matthew Hawkins  
Matthew Hawkins

IDAHO SECRETARY OF STATE  
07/23/2015 05:00  
CK:27194 CT:1626 BH:1485080  
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W66193

**JGH MERIDIAN LLC  
UNANIMOUS CONSENT OF MEMBER**

*Appointing Matthew Hawkins as Manager and  
Adopting Certain Amendments Operating Agreement*

The Estate of Jason Gary Hawkins ("Estate"), being the sole member of the JGH MERIDIAN LLC, an Idaho limited liability company ("Company"), does hereby adopt the resolutions set forth in this Unanimous Consent of Member ("Unanimous Consent"), to take effect as of May 11, 2015 ("Effective Date").

**WHEREAS**, on August 30, 2007, the Company was formed as an Idaho limited Liability Company by Jason G. Hawkins ("Founding Member");

**WHEREAS**, the Founding Member adopted and executed that certain Operating Agreement of the Company ("Operating Agreement") dated effective August 30, 2007. All capitalized terms used in this Unanimous Consent that are not specifically defined herein but are otherwise defined in the Operating Agreement shall have the meaning ascribed to them in the Operating Agreement;

**WHEREAS**, as a result of the death of the Founding Member on April 25, 2015, the Estate acquired the founding Member's Membership Interest in the Company and is now the sole Member of the Company; and

**WHEREAS**, as a result of the above the Estate desires to appoint Matthew Hawkins as the Manager of the Company and amend the Operating Agreement to the extent necessary to reflect such appointment and the Estate's acquisition of the Founding Member's Membership Interest.

**NOW THEREFORE, BE IT RESOLVED**, Matthew Hawkins is hereby appointed as Manager of the Company;

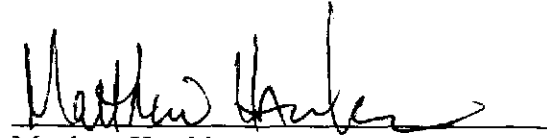
**BE IT FURTHER RESOLVED**, that Matthew Hawkins, as Manager of the Company, shall be vested with the sole and exclusive right to manage the business of the Company and shall have all of the rights and powers which may be possessed by a Manager under the Act, the Articles, and the Operating Agreement, including, without limitation, the powers set forth under Section 3.2 of the Operating Agreement; and

**BE IT FURTHER RESOLVED**, that the Operating Agreement is hereby amended so that all references to Member or Members shall be to the Estate and all references to Manager shall be to Matthew Hawkins.

This Unanimous Consent may be executed in two (2) or more counterparts, each of which shall be deemed an original (including copies sent to a party by facsimile transmission or e-mail) as against the party signing such counterpart, but which together shall constitute one and the same instrument. Signatures transmitted via facsimile or e-mail shall be considered authentic and binding.

*[Signature Page to Follow]*

The undersigned, being the duly appointed Personal Representative of the Estate as set forth in the "Letters Testamentary" attached hereto as Exhibit A, hereby executes this Unanimous Consent on behalf of the Estate as the sole Member of the Company effective as of the Effective Date.

  
Matthew Hawkins

**EXHIBIT A**

**Letters Testamentary**

Clint R. Bolinder - ISB#5667  
GIVENS PURSLEY LLP  
601 W. Bannock Street  
Boise, Idaho 83702  
Telephone: 208-388-1200  
Facsimile: 208-388-1300

**CERTIFIED COPY**

*Attorneys for Applicant*

DOUGLAS A. MILLER, CLERK  
by J. D. H. H. H. Deputy

MAY 11 2015

Case No. \_\_\_\_\_ Inst. No. \_\_\_\_\_  
Filed 9:00 A.M. \_\_\_\_\_ P.M.

**IN THE DISTRICT COURT OF THE FOURTH JUDICIAL DISTRICT  
OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF VALLEY**

IN THE MATTER OF THE ESTATE OF:  
  
JASON GARY HAWKINS,  
  
Deceased.

Case No.: CV 2015-1130

**LETTERS TESTAMENTARY  
(I.C. 15-3-602 AND 15-3-702)**

Matthew Hawkins was duly appointed and qualified as Personal Representative of the estate of the above-named decedent by the Court with all authority pertaining thereto.

Administration of the estate is unsupervised.

These letters are issued to evidence the appointment, qualification, and authority of the said personal representative.

WITNESS, my signature and the Seal of this Court, this 11<sup>th</sup> day of May, 2015.

[Signature]  
MAGISTRATE

State of Idaho }  
County of Valley } SS

I hereby certify that the foregoing is a true  
and correct copy of the original on file in this  
office.

Date 5/11/2015 Douglas A. Miller

Clerk

By [Signature] Deputy

LETTERS TESTAMENTARY - 1  
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