

**REFORMED AND RESTATED  
STATEMENT OF AUTHORITY  
FOR**

**2017 AUG 23 AM 8:35  
SECRETARY OF STATE  
STATE OF IDAHO**

**DWB FAMILY, LLC**

**An Idaho Limited Liability Company**

The undersigned limited liability company hereby reforms and restates its Statement of Authority which was initially filed with the Secretary of State of Idaho effective July 2, 2010, to read as follows:

1. **Company name** - The name of the Company is: DWB Family, LLC.
2. **Street address** - The street address of the Company's designated office is: 1140 S. Allante Avenue, Boise, Idaho 83709.
3. **Mailing address** - The mailing address of the Company's designated office is: 1140 S. Allante Avenue, Boise, Idaho 83709.
4. **Nature of Business** - The Company may engage in any lawful business or activity permitted by the Idaho Uniform Limited Liability Company Act (the "Act") or the laws of any jurisdiction in which the company may do business. The Company has the authority to do all things necessary or convenient to accomplish its purposes.
5. **Management** - The Company is member-managed, and the Members of the Company are: Larry M. Beer and Stephen R. Beer.
6. **Management Rights** - All Members of the Company who have not Dissociated have the right and authority to manage the affairs of the Company and are entitled to vote on any matter submitted to a vote of the Members. However, Transferees do not in any event have any right or authority to manage the affairs of the Company or be entitled to vote on any matters.
7. **Acts Requiring a Majority Vote**: The following matters, without limitation, require a Majority vote of the Members:
  - (a) Disagreements regarding the authority of a Member;
  - (b) Compensation of a Member;
  - (c) The amount of additional contributions, if any, needed by the Company to conduct its business;

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- (d) The indemnification of a Member, Member or any other Person.
- (e) The filing, amendment or cancellation of a Statement of Authority with the Secretary of State of Idaho; and
- (f) Any matter submitted to a vote of the Members not requiring a unanimous vote.
- (g) The institution, prosecution and defense of any Proceeding in the Company's name;
- (h) The purchase, receipt, lease or other acquisition, ownership, holding, improvement, use and other dealing with Property, wherever located;
- (i) The sale, conveyance, mortgage, pledge, lease, exchange, and other Transfer of Property;
- (j) 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;
- (k) 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; and
- (l) The dissolution of the Company.

8. **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 authorization of a Member to do any act on behalf of the Company that contravenes the Operating Agreement; and
- (c) The admission of an Additional Member or Substitute Member to the Company.

9. **Authority of Members to Bind the Company** - Only the Members and authorized agents of the Company shall have the authority to make representations or warranties, or enter into contracts on behalf of the Company (i.e., bind the Company). Except as the following powers are otherwise limited hereunder, each Member 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.

10. **Majority** - Whenever any matter is required or allowed to be approved by a Majority of the Members or a Majority of the remaining Members such matter shall be considered approved or consented to upon the receipt of the affirmative approval or consent, either in writing or at a meeting of the Members, of Members having that number of Units in excess of one-half of the total number of Units held by all of the Members entitled to vote on a particular matter. In the case of a Member who has disposed of all of that Member's Units to a Transferee, but has not been removed as a Member, the Units of such Member shall be considered in determining a Majority and such Member's vote or consent shall be determined by the number of Units representing such Membership Interest.

Dated this 18 day of July, 2017.

**DWB FAMILY, LLC**, an Idaho limited liability company

By:   
Larry M. Beer, Member

By:   
Stephen R. Beer, Member

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