

FILED EFFECTIVE**STATEMENT OF AUTHORITY**

09 AUG 12 AM 11:57

FOR

SECRETARY OF STATE
STATE OF IDAHO**GOLDFORK BAY, L.L.C.****An Idaho Limited Liability Company**

The undersigned limited liability company hereby states and represents that:

1. **Company name-** The name of the company is: Goldfork Bay, L.L.C.
2. **Street address-** The street address of the company's designated office is: 26358 Sand Road, Parma, ID 83660.
3. **Mailing address-** The mailing address of the company's designated office is: 26358 Sand Road, Parma, ID 83660.
4. **Nature of Business-** The company is formed for the purpose of purchasing, owning, managing, investing in, and selling that certain real property located in Valley County, Idaho currently platted under the name of "Goldfork Bay Village." With the advance written consent of all of the Members, the company may also engage in any other lawful business or activity permitted by the Act or the laws of any jurisdiction in which the company may do business. The company shall have the authority to do all things necessary or convenient to accomplish its purpose or purposes.
5. **Management-** The company is manager-managed and the Manager of the company is: Steven J. Martinez.
6. **Acts Requiring a Majority Vote of the Members:** The following matters, without limitation, require a Majority vote of the Members:
 - (a) Disagreements regarding the authority of the Manager under Section 7.3 of the Operating Agreement;
 - (b) Compensation of the Manager under Section 7.5 of the Operating Agreement;
 - (c) Removal of the Manager under Section 7.8 of the Operating Agreement;
 - (d) The amount of additional contributions, if any, needed by the Company to conduct its business under Section 8.3 of the Operating Agreement; and
 - (e) The participation in partnership agreements, joint ventures, or other associations of any kind with any person or persons.

STATEMENT OF AUTHORITY - 1

IDAHO SECRETARY OF STATE
08/12/2009 05:00
CK: 296135 CT: 172099 BH: 1102630
1 @ 30.00 = 30.00 ORGAN FREN # 3

W86120

- (f) The indemnification of a Member, Manager or any other Person.
- (g) The sale, lease, exchange or other disposal of all, or any portion of, the Company's Property;
- (h) The approval of a merger, conversion or domestication involving the Company;
- (i) The undertaking of any other act outside the ordinary course of the Company's activities; and
- (j) The filing, amendment or cancellation of a Statement of Authority with the Secretary of State of Idaho;
- (k) The institution, prosecution and defense of any Proceeding in the Company's name;
- (l) The purchase, receipt, lease or other acquisition, ownership, holding, improvement, use and other dealing with Property, wherever located;
- (m) The sale, conveyance, mortgage, pledge, lease, exchange, and other Transfer of Property;
- (n) 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;
- (o) The lending of money, investment and reinvestment of the Company's funds, and receipt and holding of Property as security for repayment; and
- (p) Any matter submitted to a vote of the Members not requiring a unanimous vote pursuant to Section 6.1.2 of the Operating Agreement.

7. **Meaning of "Majority" Vote of the Members:** Whenever any matter is required or allowed to be approved by a Majority of the Members of the Company or a Majority of the remaining members, such matter is 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 Membership Interest percentages in the Company in excess of one-half of the Membership Interest percentages of all the Members entitled to vote on a particular matter. In the case of a Member who has disposed of that Member's entire Transferable Interest in the Company to a Transferee, but has not been removed as a Member, the Membership Interest percentage of such Member is considered in determining a Majority and such Member's vote or consent shall be determined by such Membership Interest percentage.

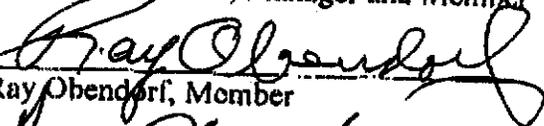
8. **Acts Requiring a Unanimous Vote of the Members:** The following matters require the unanimous vote of the Members:
- (a) Any amendment to the Operating Agreement or the Certificate of Organization;
 - (b) The dissolution of the Company under Section 14.1.1 of the Operating Agreement;
 - (c) The authorization of the Manager or a Member to do any act on behalf of the Company that contravenes the Operating Agreement; and
 - (d) The admission of an Additional Member or Substitute Member to the Company.
 - (e) Authorizing the Company to conduct a business or other activity other than the business or activity stated in Article III of the Operating Agreement that the Company was initially formed to conduct; and
 - (f) The making of donations to the public welfare or for religious, charitable, scientific, literary or educational purposes.
9. **Authority of Members to Bind the Company:** A Member is not an agent of the Company solely by reason of being a Member. Only the Managers 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). No Member who is not a Manager shall take any action to bind the Company.
10. **Authority of Manager:** Except as the following powers may be otherwise expressly limited in this Statement of Authority, the Manager 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.

[The rest of this page has been intentionally left blank.]

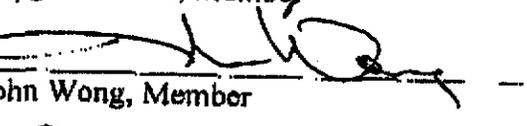
Dated this 11th day of August, 2009.

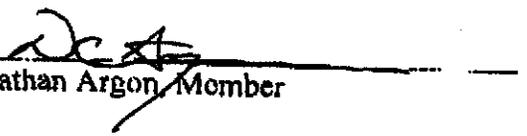
Goldfork Bay, LLC, an Idaho limited liability company

By: 
Steven J. Martinez, Manager and Member

By: 
Ray Obendorf, Member

By: 
Greg Obendorf, Member

By: 
John Wong, Member

By: 
Nathan Argon, Member

ig/W:Work\CA\Goldfork Bay, LLC\23482.000\Statement of Authority.doc