W 3633

ARTICLES OF ORGANIZATION
LIMITED LIABILITY COMPANY

FEB 28 10 40 A

SECRETARY
STATE OF IDAHO

(Instructions on back of application)

1. The name of the limited liability company is: __GEM STATE CLUB, L.L.C.__

2. The address of the initial registered office is: __807 MAIN AVENUE, ST. MARIES, IDAHO 83861,__
   (not a PO Box)

   _____ and the name of the initial registered
   agent at that address is: __JUDY O. SPIESMAN__

   Signature of registered agent : *Judy O. Spiesman*

3. The latest date certain on which the limited liability company will dissolve: __04/15/2007__

4. Is management of the limited liability company vested in a manager or managers?
   [x] Yes   [ ] No   (check appropriate box)

5. If management is vested in one or more manager(s), list the name(s) and address(es) of at least one initial manager. If management is vested in the members, list the name(s) and address(es) of at least one initial member.

Name:	Address:
1. JUDY O. SPIESMAN	807 MAIN AVENUE, ST. MARIES, ID 83861
2. MATTHEW JAMES SPIESMAN	807 MAIN AVENUE, ST. MARIES, ID 83861

6. Signature of at least one person listed in #5 above:

   Judy O. Spiesman

Secretary of State use only

IDAHO SECRETARY OF STATE
DATE 02/27/1997
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CK #: 8725   CUST# 2286
ORGAN LLC   1@ 100.00= 100.00

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