



**STATEMENT OF RESCISSION
OF STATEMENT OF DISSOLUTION
LIMITED LIABILITY COMPANY**
Title 30, Chapter 25, Idaho Code

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Name of Limited Liability Company: **CASCADE RENOVATION GUYS LLC**

1. The limited liability company named herein was allegedly dissolved pursuant to 30-25-702(b)(2)(A) pursuant to that certain Statement of Dissolution Limited Liability Company as filed on October 6, 2023 (the "**Dissolution**").
2. Two of the three managers (the "**Unauthorized Managers**") signed the Dissolution and filed it without the knowledge and/or approval of the third manager ("**Remaining Manager**").
3. Relating to the Winding Up of Activities of the LLC, pursuant to I.C. 30-25-702(b), the Company "Shall discharge the Company's debts, obligations, and other liabilities, settle and close the Company's activities and affairs, and marshal and distribute the assets of the Company."
4. Due to the actions of the Unauthorized Managers, filing the Dissolution prior to winding up the activities have precluded the Company from complying with I.C. 30-25-702(b).
5. Pursuant to 30-25-701(4)(C), the Unauthorized Managers who claimed to be acting on behalf of the Company "(i) Have acted, are acting, or will act in a manner that is illegal or fraudulent; or (ii) Have acted or are acting in a manner that is oppressive and was, is, or will be directly harmful to the [Remaining Manager]."
6. Furthermore, pursuant to I.C. 30-25-602, such actions of the Unauthorized Managers allow the Company to dissociate with both Unauthorized Managers inasmuch as the following occurred:
 - a. An event stated in the operating agreement as causing the person's dissociation has occurred. 30-25-602(2)
 - b. There have been transfers of all Members' interests in the Company, thereby removing all assets from the Company into the Unauthorized Managers' new entity.
7. Contrary to the Limitation of Authority provided in Section 8.08(b) of the Operating Agreement of the Company, "No committee of the Board will have the authority of the Board in reference to: (i) authorizing or making Distributions to the Members...[or] (iv) recommending to the Members a voluntary dissolution of the Company or a revocation thereof."
8. The Unauthorized Members are also in breach the Standard of Care referenced in Section 13.01(b) of the Operating Agreement, inasmuch as their actions constitute misconduct by a Covered Person.
9. The Remaining Manager and Responsible Party of the Company requests that the Statement of Dissolution be Rescinded pursuant to I.C. 30-25-703 that allows for a Company to rescind its dissolution for the following reasons:

"(3) If a statement of dissolution applicable to the limited liability company is effective, the delivery to the secretary of state for filing of a statement of rescission stating the name of the company and that dissolution has been rescinded under this section.

(c) If a limited liability company rescinds its dissolution:

(1) The company resumes carrying on its activities and affairs as if dissolution had never occurred;

(2) Subject to paragraph (3) of this subsection, any liability incurred by the company after the dissolution and before the rescission is effective is determined as if dissolution had never occurred; and

(3) The rights of a third party arising out of conduct in reliance on the dissolution before the third party knew or had notice of the rescission may not be adversely affected.

10. Signature of Remaining Manager and Authorized Person:

Joe Critchfield

10 / 17 / 2023

Joe Critchfield

Dated