

FILED EFFECTIVE

251



**CERTIFICATE OF ORGANIZATION
LIMITED LIABILITY COMPANY**

2013 MAY 15 PM 12:39

SECRETARY OF STATE
STATE OF IDAHO

(Instructions on back of application)

1. The name of the limited liability company is:

Kendall Nevada LLC

2. The complete street and mailing addresses of the initial designated office:

8854 West Emerald Street, Suite 260, Boise, Idaho 83704

(Street Address)

(Mailing Address, if different than street address)

3. The name and complete street address of the registered agent:

National Registered Agents, Inc.

(Name)

921 South Orchard Street, Suite G, Boise, Idaho 83705

(Street Address)

4. The name and address of at least one member or manager of the limited liability company:

Name

Address

Kendall Dealership Holdings LLC

8854 W. Emerald Street, Suite 260, Boise, Idaho 83704

Manager

5. Mailing address for future correspondence (annual report notices):

TT Administrative Services, LLC, 888 SW Fifth Avenue, Suite 1600, Portland, Oregon 97204

6. Future effective date of filing (optional): _____

Signature of a manager, member or authorized person.

Signature

Typed Name: Morris J. Galen

Signature _____

Typed Name: _____

Secretary of State use only

IDAHO SECRETARY OF STATE

05/15/2013 05:00

CK: NONE CT: 98243 BH: 1373959

1 @ 100.00 = 100.00 ORGAN LLC # 2

1 @ 20.00 = 20.00 EXPEDITE C # 3

W125278

ADDENDUM TO
CERTIFICATE OF ORGANIZATION – LIMITED LIABILITY COMPANY

Kendall Nevada LLC

SECTION 7

A. The Company may indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Company) by reason of the fact that the person is or was a manager, employee or agent of the Company or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Company, or serves or served at the request of the Company as a director, manager, officer, employee or agent or as a fiduciary of an employee benefit plan, of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise. Any indemnification provided pursuant to this Section 7 will not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of these certificate of organization, the Company's operating agreement, other agreement, statute, policy of insurance, vote of members or the manager, or otherwise.

B. To the fullest extent permitted by law, no manager of the Company will be personally liable to the Company or its members for monetary damages for conduct as a member or manager, except for damage caused by the manager's fraudulent, dishonest or illegal conduct. Without limiting the generality of the preceding, if the laws of Idaho are amended after this Section 7 becomes effective to authorize action further eliminating or limiting the personal liability of members or managers of the Company, then the liability of the members or managers of the Company will be eliminated or limited to the fullest extent permitted by the laws of Idaho.

C. No amendment or repeal of this Section 7, or of these Certificate of Organization will adversely affect any right or protection that is based upon this Section 7 and pertains to conduct that occurred before the amendment, repeal, adoption or change. No change in the law will reduce or eliminate the rights and protections set forth in this Section 7 unless the change in the law specifically requires the reduction or elimination.