

# State of Idaho

Office of the Secretary of State

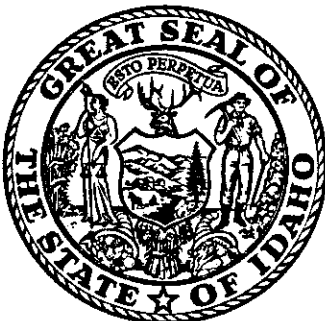
**CERTIFICATE OF AUTHORITY  
OF  
HIGHWAY 12 VENTURE FUND II, L.P.**

**File Number L 5721**

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application.

Dated: September 19, 2006



*Ben Yursa*

SECRETARY OF STATE

By *Christina*

FILED EFFECTIVE



# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

2006 SEP 19 AM 10:21

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned limited partnership applies for a Certificate of Authority and states as follows:

1. The name of the limited partnership is:

Highway 12 Venture Fund II, L.P.2. The name which it shall use in Idaho is: Same3. It is formed under the laws of: Delaware and its date of formation is Sept 1, 2006

4. The business address of the office located in its jurisdiction of domicile:

2711 Centerville Road, Suite 400, Wilmington, DE 19808

5. The address of its principal office in Idaho is:

802 W. Bannock, Suite 1100, Boise, Idaho 83702

6. The address to which correspondence should be addressed, if different from item 5, is:

Same as #57. The name and physical street address of the registered agent in Idaho is: Corporation Service Company1401 Shoreline Drive, Suite 2, Boise, Idaho 837018. This limited partnership ☐ is ☒ is not a limited liability limited partnership.

9. The names and respective business and mailing addresses of its general partners:

Name	Street Address	Mailing Address
<u>Mark Solon</u>		
<u>Michael Mers</u>	<u>802 W. Bannock</u>	<u>Same</u>
<u>Philip Reed III</u>	<u>Suite 1100</u>	
<u>Matthew Wanta</u>	<u>Boise, Idaho 83701</u>	

Dated: 9.7.2006Signature: Robert D. Kraus  
Typed Name: By: Robert D. KrausCapacity: Authorized Person / Member  
The signer must be a general partner of the limited partnership.

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

Partnership Agreement of authority  
 Service is paid. Renewed 8/22/06

IDAHO SECRETARY OF STATE  
 09/19/2006 05:00  
 CK: 1582595 CT: 74184 BH: 975858  
 1 @ 100.00 = 100.00 REG FOR LP # 3  
 1 @ 20.00 = 20.00 CORP SUR # 4

L5721

# Delaware

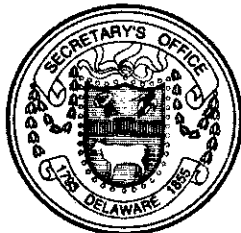
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGHWAY 12 VENTURE FUND II, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HIGHWAY 12 VENTURE FUND II, L.P." WAS FORMED ON THE FIRST DAY OF SEPTEMBER, A.D. 2006.



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060830297

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5026318

DATE: 09-07-06