CERTIFICATE OF ORGANIZATION LED EFFECTIVE

OF

11 OCT -7 AM 8:43

A. J. CLAYTON PROPERTIES, LLC

SECRETARY OF STATE STATE OF IDAHO

The undersigned person acting as an Organizer of a limited liability company (LLC) under the Idaho Statutes adopts the following Certificate of Organization:

- 1. Name. The name of the LLC (Company) is: A. J. Clayton Properties, LLC.
- 2. **Duration**. Its period of duration is perpetual filing the Certificate of Organization with the Idaho Secretary of State, unless sooner dissolved by the members or as provided by statute.
- 3. **Purpose**. The Company is organized for any legal and lawful purpose pursuant to the Idaho Statutes, except for those specifically prohibited by them.
- 4. **Designated Office:** The address of its principal place of business and Designated Office is:709 W Kinghorn Dr., Nampa ID 83651.
- 5. **Registered Agent & Office.** The name of its registered agent (Agent) is Arnold J. Clayton, 709 W Kinghorn Dr., Nampa ID 83651; this address is also the mailing address for future correspondence (e.g., annual report notices).

Acceptance, Registered Agent

6. Additional Capital Contribution of Members. No additional capital contributions will be required.

IDAHO SECRETARY OF STATE

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- 7. Admission of Additional Members. Additional members may be admitted only on the terms that are unanimously agreed to by all members in the Operating Agreement.
- 8. **Continuity.** The members will have the right to continue the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively, "Withdrawal"), as long as there are at least two remaining members, and the remaining members agree to continue the Company by unanimous written consent within 90 days after the Withdrawal of a member, as set forth in the Operating Agreement of the Company.
- 9. The members' right to the **return of capital** shall be determined from the Company's books, as of the effective date of sale of the property and termination of the Company, based on generally accepted accounting practices. Members agree to share income and surplus according to the percentage of their ownership in the Company. Withdrawal of an owner will be only on terms unanimously agreed by the parties in the Operating Agreement.
- 10. **Members & Management.** The business of the Company will be conducted under the exclusive management of a Manager who shall have exclusive authority to act for the Company in all matters. The name and address of the Organizer and initial Manager of the Company (and who is also a Member) is: Arnold J. Clayton, 709 W Kinghorn Dr, Nampa ID 83651.

Dated: October 1, 2011

Arnold J. Clayton Organizer & Manager