

# State of Idaho

Office of the Secretary of State

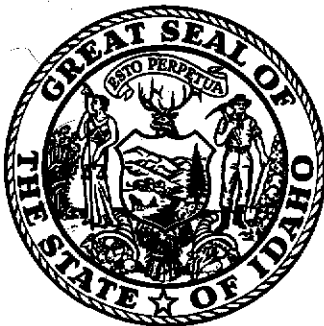
**CERTIFICATE OF AUTHORITY  
OF  
BLACK HAWK CAPITAL MANAGERS, LLC**

File Number W 110164

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 Uniform Limited Liability 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 for such certificate.

Dated: January 17, 2012



*Ben Yursa*

SECRETARY OF STATE

By

*[Signature]*



# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

12 JAN 17, PM 2:34

SECRETARY STATE  
STATE OF IDAHO

1. The name of the limited liability company is:

Black Hawk Capital Managers, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

Robert Newell

1950 W. Bellerive LN, Suite 109, Coeur d'Alene, ID 83814

5. The street and mailing address of the limited liability company's principal office is:

1950 W. Bellerive LN, Suite 109, Coeur d'Alene, ID 83814

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Robert Newell

1950 W. Bellerive LN, Suite 109, Coeur d'Alene, ID 83814

8. The mailing address for future correspondence:

1950 W. Bellerive LN, Suite 109, Coeur d'Alene, ID 83814

9. Signature of a manager, member or authorized person

Signature

Robert Newell, Manager

Typed Name

Secretary of State use only

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01/17/2012 05:00  
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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BLACK HAWK CAPITAL MANAGERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2007, AT 9:59 O'CLOCK A.M.

CERTIFICATE OF REVIVAL, FILED THE THIRD DAY OF NOVEMBER, A.D. 2011, AT 3:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "BLACK HAWK CAPITAL MANAGERS, LLC".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9208674

DATE: 12-07-11