



CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the application in duplicate.

FILED EFFECTIVE
2016 JUN -8 PM 2:08

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

KMG Partners LLC

(Remember to include the words "Limited Liability Company," "Limited Company," or the abbreviations L.L.C., LLC, or LC)

2. The complete street and mailing addresses of the principal office is:

8854 W Emerald Street, Suite 260, Boise, ID 83704

(Street Address)

TT Administrative Services, LLC, 888 SW 5th Avenue, Suite 1600, Portland, OR 97204

(Mailing Address, if different)

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

Paracorp Incorporated

921 S Orchard Street, Suite G, Boise, ID 83705

(Name)

(Address cannot be a post office box or postal mail box.)

4. The name and address of at least one governor of the limited liability company:

David E. Blewett

8854 W Emerald Street, Suite 260, Boise, ID 83704

(Name)

(Address)

Andrew J. Brack

8854 W Emerald Street, Suite 260, Boise, ID 83704

(Name)

(Address)

(Name)

(Address)

(Name)

(Address)

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

TT Administrative Services, LLC, 888 SW 5th Avenue, Suite 1600, Portland, OR 97204

(Address)

Signature of organizer(s).

Signature:

Morris J. Galen

Printed Name: Morris J. Galen

Signature:

Printed Name:

Secretary of State use only

IDAHO SECRETARY OF STATE

06/08/2016 05:00

CK: PREPAID CT: 221028 BH: 1532275

1@ 100.00 = 100.00 ORGAN LLC #2

1@ 20.00 = 20.00 EXPEDITE C #3

W167513

ADDENDUM TO
CERTIFICATE OF ORGANIZATION - LIMITED LIABILITY COMPANY

KMG PARTNERS LLC

SECTION 6

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 6 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 6 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 6, or of these Certificate of Organization will adversely affect any right or protection that is based upon this Section 6 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 6 unless the change in the law specifically requires the reduction or elimination.