

CERTIFICATE OF ORGANIZATION

OF

MS FLIP N HOUSES, LLC

FILED EFFECTIVE

2013 SEP -3 AM 9:52

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, a person over age eighteen (18), acting as organizer of a limited liability company, (the "Company") under the Idaho Limited Liability Company Act, Title 30, Chapter 6, Idaho Code, hereby executes and submit the following Certificate of Organization of the Company.

I. NAME

The name of the Company is MS FLIP N HOUSES, LLC

II. REGISTERED AGENT AND ADDRESS

The registered agent and address of the Company are as follows:

MICHELLE R. MOREHART
1650 N. Willamette Drive
Post Falls, ID 83854

III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be as follows:

1650 N. Willamette Drive
Post Falls, ID 83854

The mailing address of the Company shall be as follows:

1650 N. Willamette Drive
Post Falls, ID 83854

IV. MANAGEMENT

Management of the Company is vested in its Managers.

IDAHO SECRETARY OF STATE
09/03/2013 05:00
CK: 3880 CT: 113518 BH: 1388563
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V. INDEMNIFICATION

The Company shall indemnify and person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person (i) is or was a manager or member of the Company or (ii) while a manager or member of the Company, is or was serving at the request of the Company as a manager, officer partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venturer, sole proprietorship, trust, employee benefit plan, limited liability company, or other enterprise, to the fullest extent that a corporation may grant indemnification, as the same exists or may hereafter be amended. Such rights will be a contract right and as such shall run to the benefit of any member or manager who is elected and accepts the position of manager of the Company or elects to continue to serve as manager of the Company while this Article is in effect. Any repeal or amendment of this Article shall be prospective only and shall not limit the rights of any such manager or member of the obligations of the Company with respect to any claim arising from or related to the services of such manager or member in any of the foregoing capacities prior to any such repeal or amendment of this Article. Such rights shall include the right to be paid or reimbursed by the Company for expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under and in accordance with the provisions of the Idaho Business Corporation Act, as the same exists or may hereafter be amended.

VI, NAME AND ADDRESS OF MEMBER

The name and address of the Member is:

MICHELLE R. MOREHART
1650 N. Willamette Drive
Post Falls, ID 83854

DATED this 6 day of August, 2013.


MICHELLE R. MOREHART
MEMBER