

AMENDMENT TO CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

FILED EFFECTIVE

2015 DEC 10 AM 11: 35

STATE OF IDAHOTE

16 20.00 = 20.00 EXPEDITE C #3

Title 30, Chapters 21 and 25, Idaho Code Base Filing fee: \$30.00. Complete and submit the application in duplicate.

| The name of Risch Proj | the limited liability comp perties, LLC | any is: | | | | | |
|--|--|----------------------|--------------------|---------------------|------------|-----------|--|
| | The date the certificate of organization was originally filed: March 14, 2011 | | | | | | |
| | he limited liability compa | | | | | | |
| 4. The complete | street and mailing addre | esses of the p | rincipal office is | amended to | : | | |
| (Strant Address) | | | | (Chy) | | | |
| (Maturig Address, if d | Marna | | _ | (Olly) | (Slate) | (Zipcode) | |
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| . The mailing ad | dress for future corresp | ondence (ann | ual reports) is a | amended to: | | | |
| (Autoreas) | | | | | | | |
| The name and | address of the manage | rs/memhere e | hell he am at | (City) | (Siale) | (Zipcodu) | |
| Add: Delete: 🔀 F | Patricia Scutier, CPA | | | | | | |
| - | (Namia) | (Audress) | 89 Ponder | ay, ID 8 | 3852 | | |
| Add: Delete: S | BarahSuzanne Risch | 464.5 | | | | (Ziprode) | |
| | (Namie) | (Address) | ber Rock | Ct., Parl | ker CO 8 | 0134 | |
| A44. 87 P. L. C. K. | nánh – Olitera | | | +cally) | (State) | (Zipagga) | |
| Add: Delete: K | Marme) | 2964 S L | incoln St. | ., Englew | vood CO | 80113 | |
| | | is at the control of | | (City) | (Slale) | (Zincode) | |
| Signature of a m | anager, member, or auth | | | | | | |
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ESTATE DISTRIBUTION and ASSIGNMENT OF MEMBERSHIP INTEREST Risch Properties LLC, an Idaho Limited Liability Company

THIS ESTATE DISTRIBUTION AND ASSIGNMENT is made and entered into this 20 day of 100 Limited Liability Company ("Company") as follows:

WHEREAS:

A. The Company was formed March 14, 2011 for the purpose of acquiring and holding certain real property located in Kootenai County, Idaho, and which is more particularly depicted and described as follows:

See Exhibit A attached

- B. Estate is the sole successor Member/Manager of the Company following the death of Joel V. Risch and opening of probate as "In the Matter of the Estate of Joel Vincent Risch, Date of Death: 2-24-2014" Bonner County case #CV2014-675 (Probate). Joel V. Risch was the original, single members of the Company.
- C. Pursuant to mediation entered into by the interested parties to the Probate a Mediated Settlement Agreement was entered into attached hereto as Exhibit B, calling for the distribution of the Company from the Estate to Risch upon lender approval of Risch assuming liability of certain loans;
- NOW, THEREPORE, in consideration for the mutual covenants, conditions and agreements set forth herein and in the Mediated Settlement Agreement, receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:
- hereby distributes, assigns and conveys to Sarah Suzanne Risch and Kairina Claire Risch, equally, subject to Court approval, all membership in the Company together with all right, title and interest in and to the Company's assets. Further, any improvements upon the Property owned by the Company together with fixtures, furniture and equipment owned by the Company and located on the Property.
- 2. Warranties. Risch warrants and represents that they owe no third party on any obligation or liability that may encumber the interest(s) assigned and Estate has the full right to distribute and transfer membership interest in the Company, subject to the Court approval in the Probate proceeding and subject to the conditions and terms of the Mediated Settlement Agreement attached hereto as Exhibit B.

Assignment of membership interest - 1

- Effective Date. This Agreement shall be affective upon Court approval in the Probate proceeding or as agreed to by the parties in writing.
- 4. Execution of Documents. The parties hereby agree to execute, and record where appropriate, any and all documents necessary to effectuate the intent of the parties as set forth herein, including but not necessarily limited to execution of an Amendment to Cardiffests of Organization Limited Liability Company in the same, or substantially similar format as set forth on Exhibit C attached hereto for filing with the State of Idaho, Office of the Secretary of State to reflect the removal of Estate as a member, manager and/or registered agent for the Company and replacement thereof with Risch or designee.
- 5. Entire Agreement. This agreement together with the attachments constitutes the entire agreement between the parties.

Neither party shall be bound by any terms, conditions, statements or representations, oral or written, not herein contained. Each party hereby acknowledges that in executing this Agreement he has not been induced, persuaded or motivated by any promise or representation made by the other party, unless expressly set forth herein. All previous negotiations, statements and preliminary instruments by the parties or their representatives are fully integrated and merged-into this instrument.

EN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

Estate of Joel Vincent Risch acting through its Personal Representative, Patricia Scutler, CPA.

Approved as to form and content;

Brent C. Featherston, Anomey for Estate 11.16-2015

Osterna Later

Patricia Scuting Cont.

Approved as to form and content;

Sarah Suzanne Ricals

Fonda Jovick, Attorney for Risch

Katrina Claire Risch

Assignment of Membership interest . 1