

**STATEMENT OF AUTHORITY
FOR
Z DENDA, LLC
An Idaho Limited Liability Company**

2011 MAY 10 AM 8:29

SECRETARY OF STATE
STATE OF IDAHO

The undersigned limited liability company hereby states and represents that:

1. **Company name** - The name of the company is: Z Denda, LLC.
2. **Street address** - The street address of the company's designated office is: 15 East Washington, Homedale, ID 83628.
3. **Mailing address** - The mailing address of the company's designated office is: PO Box 937, Homedale, ID 83628.
4. **Nature of Business** - The company was formed for the purpose of owning, managing, investing in and leasing real property of the Zatica family. The Company will: (a) provide the individual members with limited liability protection from the debts and liabilities that may arise from the ownership or leasing of the real property; (b) provide a vehicle for maintaining succession of the real property investment and rental activity within the Zatica family; (c) provide a vehicle for efficient centralized management of the family real property investment and rental activity; (d) preserve the viability of the family real property investment and rental activity as an operating activity despite its fractionalized ownership by preventing partition or demands for liquidation; and (e) provide for the harmonious co-ownership of the real property by family members of Paul Zatica and Erma Jean Zatica following their deaths. In addition, the Company may engage in any lawful business permitted by the Act or the laws of any jurisdiction in which the Company may do business. The Company shall have the authority to do all things necessary or convenient to accomplish its purpose and operate its business.
5. **Management** - The company is manager-managed and the managers of the company are: Stanley J. Zatica, and Steven P. Zatica.
6. **Authority of Members to Bind the Company:** A Member is not an agent of the Company solely by reason of being a Member. Only the Manager(s) and authorized agents of the Company have the authority to make representations or warranties, or enter into contracts on behalf of the Company (i.e., bind the Company). Except as otherwise set forth herein, no Member who is not a Manager may take any action to bind the Company, and each Member must indemnify the Company for any costs or damages incurred by the Company as a result of the unauthorized action of such Member. Only the Members, by unanimous consent, may file, amend or cancel a Statement of Authority for the Company.
7. **Actions of Manager(s):** Except as otherwise stated in this Statement of Authority, the Managers have the full and exclusive power to manage the Company's business and affairs on the Company's behalf and to do or cause to be done anything deemed

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necessary or appropriate for the Company's business, including, but not limited to, the following powers:

7.1 The institution, prosecution and defense of any Proceeding in the Company's name;

7.2 The purchase, receipt, lease or other acquisition, ownership, holding, improvement, use and other dealing with Property, wherever located;

7.3 The sale, conveyance, mortgage, pledge, lease, exchange, and other Transfer of Property subject to the terms of the following paragraph 8;

7.4 The entering into contracts and guaranties; incurring of liabilities; borrowing money, issuance of notes, bonds, and other obligations; and the securing of any of its obligations by mortgage or pledge of any of its Property or income;

7.5 The lending of money, investment and reinvestment of the Company's funds, and receipt and holding of Property as security for repayment, including, without limitation, the loaning of money to, and otherwise helping Members, officers, employees, and agents;

7.6 The conduct of the Company's activities, the establishment of Company offices, and the exercise of the powers of the Company within or without the State of Idaho;

7.7 The appointment of employees and agents of the Company, the defining of their duties, the establishment of their compensation;

7.8 The performance of any other act that furthers the purpose, activities and affairs of the Company.

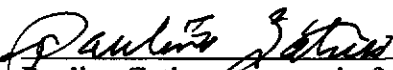
8. **No Obligation to Inquire into the Power or Authority; Equal Management Rights; Differences Between Managers; Sale or other Transfer of Company Real Property.** No person dealing with the Company shall have any obligation to inquire into the power or authority of a Manager acting on behalf of the Company. Each Manager has equal rights in the management and conduct of the activities of the Company. In the event that a difference arises between the Managers such act may not be taken unless a majority in number of the Manager(s) then serving in that capacity approve the act. Notwithstanding anything herein to the contrary, the sale, conveyance, mortgage, pledge, lease or exchange of Company real property must be approved in writing by a Majority in number of the Manager(s) then serving in that capacity except in the case of a sale or exchange of the "McCall condo" property and/or "Homedale rental" property described as items #3 and #7, respectively on Schedule "C" to the Operating Agreement for the Company which has been approved or directed by the Majority vote of the Members.

Dated this 3rd day of May, 2011, by the undersigned being all of the current members of the Company.

Z DENDA, LLC, an Idaho limited liability company

By: 
Paulino Zatica, Member

By: 
Erma Jean Zatica, Member, by


Paulino Zatica, attorney in fact for Erma Jean
Zatica under General Power of Attorney
dated August 26, 1993