



AMENDMENT TO CERTIFICATE OF ORGANIZATION LIMITED LIABILITY COMPANY

Title 30, Chapters 21 and 25, Idaho Code

Base Filing fee: \$30.00.

Complete and submit the application in duplicate.

FILED EFFECTIVE

2017 OCT 19 PM 2:09
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

N & N HOLDING, LLC

2. The date the certificate of organization was originally filed: SEPT. 1, 2010

3. The name of the limited liability company is amended to:

4. The complete street and mailing addresses of the principal office is amended to:

202 N. DAVIES ROAD FAIRFIELD, IDAHO 83327

(Street Address)

P.O. BOX 308 FAIRFIELD, IDAHO 83327

(Mailing Address, if different)

5. The mailing address for future correspondence (annual reports) is amended to:

(Address)

6. The name and address of the managers/members shall be amended as follows:

Add: ☐ Delete: ☒ BROWNLYN (NICK) DAVIES 202 N DAVIES RD, P.O. BOX 308 FAIRFIELD, ID
(Name) (Address) 83327

Add: ☒ Delete: ☐ NANCY L. DAVIES 202 N DAVIES RD, P.O. BOX 308 FAIRFIELD, ID
(Name) (Address) 83327

Add: ☐ Delete: ☐ _____
(Name) (Address)

7. Signature of a manager, member, or authorized person.

Printed Name: NANCY L. DAVIES

Signature: Nancy L. Davis

Printed Name: _____

Signature: _____

Secretary of State use only

IDAHO SECRETARY OF STATE

10/19/2017 05:00

CK:4431 CT:330548 BH:1608186

1@ 30.00 = 30.00 ORGAN AMEN #2

1@ 20.00 = 20.00 CORP SUR #3

W96032

POWER OF ATTORNEY AND NOMINATION OF CONSERVATOR

KNOW ALL MEN BY THESE PRESENTS, that Bronwyn Rhys Davies aka Nick Davies (hereinafter referred to as "Principal") has make, constituted and appointed, and by these presents make, constitute and appoint Nancy Davies (hereinafter referred to as "Agent") as the true and lawful attorney for Principal and in the name, place, and stead of principal .

This power is given to enable the Agent to hold and administer all of the assets of the Principal, both real estate and personal property, and this power includes the right to perform all of the following functions: to form corporations; to reorganize corporations of which Principal is a stockholder; to purchase life or health insurance without the necessity of seeking court approval; to allow the Agent to make tax-free gifts of the Principal's assets; to authorize the Agent to disclaim property interests to which the Principal may be entitled; to fund revocable trusts of which the Principal is trustor or settlor; to buy and sell and transfer real estate and securities; to provide for the Principals' medical care and to do all other acts which the Agent deems to be in the interest of the Principal including but not limited to the following:

1. The Agent is specifically given the power to perform all of the tasks which the Principal would perform for and on behalf of the Principal.
2. My Agent is specifically given the authority to make any and all health care and medical decisions for and on my behalf. My Agent is given the specific authority to have access to all of my medical records and my medical insurance records and to disclose such records to others in their discretion, to employ and discharge physicians and other health care providers, and to consent or refuse to consent to medical procedures on my behalf. In addition, my Agent is given authority to authorize my admission to a hospital, including a psychiatric hospital or nursing home, and to sign appropriate consents and releases. This power of attorney is intended to provide my Agent use of and access to any health information that might otherwise be viewed as "protected health information" under law. This power of attorney represents my express

preference to permit such disclosure and my determination that such a disclosure is in my best interest.

3. Agent is specifically given the power to manage the financial affairs of the Principal, including managing real estate, personal property, collecting income, selling of assets required to meet additional expenses of the Principal, and reinvesting proceeds received from investments.

4. Agent is specifically given the power to pay bills and other obligations of Principal and to pay those bills on a current basis. Agent is given authority to borrow money in order to meet obligations rather than liquidate assets at depressed prices. Agent is specifically given the power to borrow from banks and insurance companies.

5. Agent is specifically given authority to continue any business which the Principal may own and to use all assets which may be necessary to fulfill this decision, even those assets not previously committed to the business.

6. Agent is specifically given authority to create trusts to manage Principal's significant security holdings requiring professional management if the Agent believes this to be important. Agent is authorized to transfer securities to the trustee for continued management in the trust. Agent is further given authority to withdraw assets from the trust to meet the needs of the Principal. In addition, Agent is given the authority to transfer assets from the Principal's name to any revocable living trust that Principal may have established during Principal's life.

7. Agent is specifically given authority to commence or continue any litigation for and on behalf of the Principal. Agent is specifically given the power to prosecute or defend claims, including the right to settle matters and grant releases. Agent is specifically given the authority to employ or discharge attorneys and make binding arrangements on behalf of Principal.

8. Agent is specifically given the authority to file tax returns and handle all other matters related to the Principal's taxes, including handling tax disputes with the Internal Revenue Service. Agent is given specific authority to represent the Principal in tax matters including the right to sign Internal Revenue Service Power of Attorney, Form 2848.

9. Agent is specifically given the authority to make gifts, grants, or other transfers without consideration either outright or in trust, to consent to the splitting of gifts under Section 2513 of the Internal Revenue Code and any successor sections thereto, and to pay any gift tax that may arise by reason of such gift; provided, however, that my agent shall not make any gifts constituting a future interest within the meaning of Section 2503 (b) and any successor sections thereto of the Internal Revenue Code and shall not make gifts in excess of the annual gift tax exclusion, pursuant to Section 2503 (b) in any calendar year to any one person unless my spouse has agreed to consent to "gift splitting" under Section 2513 of the Internal Revenue Code and in that event such shall not exceed twice the annual gift tax exclusion, pursuant to Section 2503 (b) in any calendar year. The authority granted pursuant to this Section shall remain in effect upon my disability, which shall be defined herein as the inability to manage my property and affairs effectively.

10. To transfer from time to time to the Trustee or Trustees of any revocable trust agreement created by me before or after the execution of this instrument, as to which trust I am, during my lifetime, a primary income and principal beneficiary, any or all of my cash, property or interest in property, including any rights to receive income from any source; and for this purpose to enter and remove from any safe deposit box of mine (Whether the box is registered in my name alone or jointly with one or more other persons) any of my cash or property and to execute such instruments, documents and papers to effect the transfers described herein as may be necessary, appropriate, incidental or convenient.

11. To create, invest in and/or make capital contributions to existing or newly formed legal entities including but not limited to corporations, partnerships, limited liability companies, etc., for any lawful purpose, including but not limited to benefitting Principal or Principal's estate, minimizing taxes (income or estate), etc.

The Principal exonerates the Agent from liability for all non-negligent acts of the Agent.

This Power of Attorney shall not be affected by disability of the Principal and is given pursuant to Idaho Statutes 15-12-104.

GIVING AND GRANTING unto said Agent full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done as fully to all intents and purposes as the Principal might or could do if personally present; hereby ratifying and confirming all that said Agent shall lawfully do or cause to be done by virtue of these presents.

Nomination of Guardian and Conservator

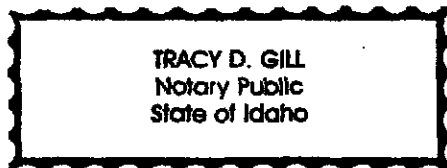
I, being of sound mind and not acting under duress, fraud, or other undue influence, do hereby nominate my Agent pursuant to Idaho Statutes Sections 15-5-311 and 15-5-410 (1) to serve as the guardian of my person and conservator of my property in the event that after the date of this instrument I become incapacitated or have other need for protection.

IN WITNESS WHEREOF, the hand and seal of Principal has hereunto been affixed this 24 day of April, 2009.

Bronwyn Rhys Davies
Bronwyn Rhys Davies aka Nick Davies,
Principal.

STATE OF IDAHO)
COUNTY OF Camas) ss.

Subscribed, sworn to and acknowledged before me by Bronwyn Rhys Davies aka Nick Davies, the Principal, whose identity is known to me or proven on the basis of satisfactory evidence, this 24th day of April, 2009.



Tracy D. Gill
NOTARY PUBLIC