

FILED EFFECTIVE

CERTIFICATE OF ORGANIZATION

OF

BUCKAROO BLUE, LLC

(A Idaho Limited Liability Company)

2012 AUG 13 PM 2:17
SECRETARY OF STATE
STATE OF IDAHO

I, the undersigned natural person acting as the Organizer of this Idaho Limited Liability Company (hereinafter "Company") under the Idaho Uniform Limited Liability Company Act, adopt the following Certificate of Organization for such Company.

I.

1.01. The name of the Company is **BUCKAROO BLUE, LLC**.

II.

2.01. The period of this Company's duration is fifty (50) years, beginning on the date of filing this Certificate of Organization.

III.

PURPOSES

3.01. The purposes for which the Company is organized are to conduct any and all lawful businesses for which Limited Liability Companies may be organized under the Idaho Uniform Limited Liability Company Act, including but not limited to:

(a) To acquire, buy, purchase, own, use, occupy, invest, hold, manage, possess, sell, dispose, convey or otherwise utilize real property, real property fixtures, and all manner of personal property;

(b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any individual, limited liability company, corporation, partnership, or other legal entity for the carrying on of any business, or to enter into any general or limited partnership for the carrying on of any business;

(c) To engage in such other business operations and investments as are deemed prudent by the Members of the Company;

IDAHO SECRETARY OF STATE
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(d) To conduct business anywhere in the world; and

(e) To otherwise serve the convenience of the Members of the Company in carrying out and engaging in the above described purposes of the Company.

In pursuit of these purposes, the Company will have all the powers granted to it by law.

IV.

OFFICE AND AGENT

4.01. Registered Office and Agent. The name of the Company's initial registered agent and the street address of the Company's initial registered office are as follows:

Charles F. Mathias
Pacific Registered Agents
7148 North Aaron Street
Coeur d'Alene, Idaho 83815

4.02. Designated Office. The Company's registered office, 7148 North Aaron Street, Coeur d'Alene, Idaho 83815, listed in Section 4.01 above, shall be its designated office.

4.03. Mailing Address for Future Correspondence (annual report notices): The Company's mailing address for future correspondence and annual report notices shall be to the following: Samuel Hansen, 11795 North 9200 West, Tremonton, Utah 84337.

V.

MANAGEMENT

5.01. Manager. The management of the Company shall be manager managed and is reserved to one (1) Manager, elected by the Members of the Company. The name and address of the initial Manager of the Company is as follows:

Samuel Hansen
11795 North 9200 West
Tremonton, Utah 84337

5.02. Conflicts of Interest. No contract or other transaction between this Company and one or more of its Members or any other company, firm, association or entity in which one or more of its Members are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Manager, committee or

Members which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consent of such interested Member; (b) the fact of such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Company. Common or interested Members may be counted in determining the presence of a quorum at a meeting of the Members or committee thereof which authorizes, approves or ratifies such contract or transaction.

VI.

LIABILITY OF MEMBERS

6.01. The Members of the Company shall not be liable for any of the debts or obligations of the Company.

VII.

AMENDMENT

7.01. This Certificate of Organization may be amended by the affirmative vote of the Members holding a majority of the distributive shares of the Company at a meeting of the Members called for that purpose upon giving of not more than thirty (30) days nor less than two (2) days notice to all such Members of record; provided, however, that such a meeting may be called without notice when notice is waived in writing by all Members of the Company.

IN WITNESS WHEREOF, the Organizer/Manager/Authorized Person has hereunto set his hands this 9 day of August, 2012.



Samuel Hansen,
Organizer/Manager/Authorized Person