

**CERTIFICATE OF ORGANIZATION**  
**OF**

**UNIVERSITY GATEWAY GP, LLC**

*For Office Use Only*

**-FILED-**

File #: 0003705418

Date Filed: 12/9/2019 4:16:00 PM

The undersigned Manager, acting as Organizer, hereby establishes a limited liability company pursuant to the Act and adopts the following Certificate of Organization:

**1. TERMS.**

**1.1** "Act" means the Idaho Uniform Limited Liability Company Act, as amended.

**1.2** "Company" means **UNIVERSITY GATEWAY GP, LLC.**

**1.3** "State" means the State of Idaho.

**2. NAME.**

The name of the Company is **UNIVERSITY GATEWAY GP, LLC.**

**3. PERIOD OF DURATION.**

The period of duration of the Company will be perpetual.

**4. BUSINESS/ PURPOSE.**

The Company is organized to serve in the capacity as general partner of University Gateway Partners, LP, together with all activities reasonably related thereto.

**5. REGISTERED AGENT.**

The name and street address of the Partnership's commercial registered agent is:

Registered Agents Inc.  
748 S. Clearwater Loop, Suite R  
Post Falls, Idaho 83854.

**6. LIMITED LIABILITY.**

Except as otherwise provided in the Act, no member, manager or employee of the Company, as such, shall be personally liable under any judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company or for the acts or omissions of the Company or any other member, manager or employee of the Company.

**7. MANAGEMENT.**

The Company shall be manager-managed. The Company shall have one manager. Except as otherwise provided in the Company's Operating Agreement, the manager shall have unrestricted power to bind the Company. The name and address of the person who shall serve as the manager until its successor is elected and qualified is:

Seaver Management, LLC

1937 East Maple Hollow Way  
Bountiful, Utah 84010

The manager may be removed and replaced as provided in the Company's Operating Agreement.

**8. CREDITORS LIMITED TO CHARGING ORDER**

A judgment creditor of a member in the Company may not attach any assets of the Company or cause a dissolution of the Company but may, upon application and order of a court of competent jurisdiction, charge such member's interest in the Company with payment for the unsatisfied amount of a judgment, plus interest. However, no judgment creditor of a member shall be entitled to become a member. Rather, to the extent a judgment creditor is the beneficiary of a charging order against a member's interest in the Company, the judgment creditor shall only have the rights of an assignee of such member's interest, as provided in the Operating Agreement for the Company, which shall be to receive, to the extent charged, only the share of profits and losses and distributions from the Company to which such member would be entitled.

**9. PRINCIPAL OFFICE**

The street and mailing address of the Company's principal office is 1937 East Maple Hollow Way, Bountiful, Utah 84010.

**10. REDEMPTION OF INTERESTS**

Except as may otherwise be provided in the Operating Agreement, a member may receive payment in redemption of the member's interest in the Company only upon winding up at the end of the Company's period of duration or upon winding up after another event of dissolution specified in the Company's Operating Agreement.

**11. GOVERNING LAW**

The laws of the State shall govern the organization and internal affairs of the Company and the liability and authority of its members and manager.

**MANAGER/ORGANIZER:**

12/5/19  
Date

Seaver Management, LLC  
a Utah limited liability company

By: Casey S. Keller  
Casey S. Keller, Manager