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 Berg & McLaughlin, Attorneys  
 Sandpoint Center, Suite 203  
 414 Church Street  
 Sandpoint ID 83864

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SECRETARY OF STATE  
 STATE OF IDAHO

**STATEMENT OF AUTHORITY**

**OF**

**ADVANCED CARE NORTHWEST, LLC**

THE MEMBERS, by unanimous consent, adopt the following Statement of Authority of Advanced Care Northwest, LLC ("Company"):

1. The Company is registered with the Idaho Secretary of State, number \_\_\_\_\_
2. The Designated Office of the Company is: 1724 Culvers, Sandpoint, Idaho 83864.
3. AMY BALDWIN shall be the Manager.
4. The other Members shall not hold themselves out as the Manager.
5. The Manager has the following powers:
  - 5.1. Acquire, hold, rent, lease, sell, convey, exchange, convert, improve, insure, repair, manage, control, and invest and reinvest Company funds in real and personal property (both tangible and intangible property), including property acquired "subject to" or "in assumption of" an existing indebtedness
  - 5.2. Hold, acquire and sell as investment property domestic or foreign publicly traded securities.
  - 5.3. Appoint and change a registered agent.
  - 5.4. Borrow money and pledge property as collateral security.
  - 5.5. Contract for services.
  - 5.6. Lend, borrow, lease, sell, and purchase property.
  - 5.7. Employ professional and technical advisors, managers, service providers, and individuals that the Manager considers necessary and appropriate for the Company's proper administration. This authority includes the right to set conditions of employment and rates of compensation.
  - 5.8. Execute any certificate, declaration or other document required or permitted to be filed with any agency of the government regarding the establishment and affairs of the Company.
  - 5.9. Hold, acquire and sell equipment, equipment leases, implements, stock in trade, leasehold improvements, and livestock.
  - 5.10. Maintain cash deposits, money market funds, brokerage company investment and money market accounts, certificates of deposit, savings accounts, and

Statement of Authority

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- checking accounts, without limitation as to the location of the account or depository.
- 5.11. Maintain and/or contract for the maintenance of books of account that report (a) all transactions pertaining to the Company's property; (b) all disbursements for costs, expenses, and fees; (c) each delivery of funds and/or other property and the value of said funds and/or property upon receipt by the Company; (d) all investments and reinvestment of property; (e) the value of each Member's capital account (and the capital account attributable in interest to any Transferee) including a history of credits and debits to each capital account; and (f) the cost or other basis of assets.
- 5.12. Prepare, sign and file tax returns and tax information reports required by applicable state and federal law.
6. The Manager has the exclusive authority to execute contracts on behalf of the Company and bind the Company thereto.
7. The Manager has the exclusive authority sell and convey Company assets. A conveyance authorized by the Manager shall be deemed a conveyance authorized by the Company and all its Members.

ADOPTED BY THE MEMBERS, on August 12, 2013.

Amy Baldwin  
Amy Baldwin

STATE OF IDAHO  
COUNTY OF BONNER } ss.

On this 12 day of August, in the year of 2013, before me, a Notary Public for the state of Idaho, personally appeared Amy Baldwin, known or identified to me to be the manager or a member of Advanced Care Northwest, LLC that executed the within instrument on behalf of said limited liability company and acknowledged to me that such limited liability company executed the same.

(Sign) Megan L. Johnson  
NOTARY PUBLIC for the state of Idaho  
Residing at: Sandpoint  
My commission expires: May 14, 2013

