

FILED EFFECTIVE

STATEMENT OF AUTHORITY

FOR

JD FREED, LLC

An Idaho Limited Liability Company

10 MAY 28 PM 2:45

**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: JD Freed, LLC.
2. **Street address** - The street address of the Company's designated office is: 16932 North Chelford Loop, Nampa, ID 83687.
3. **Mailing address** - The mailing address of the Company's designated office is: 16932 North Chelford Loop, Nampa, ID 83687.
4. **Nature of Business** - The Company may engage in any lawful business or activity permitted by the Idaho Uniform Limited Liability Company Act (the "Act") or the laws of any jurisdiction in which the company may do business. The Company has the authority to do all things necessary or convenient to accomplish its purposes.
5. **Management** - The Company is member-managed and the Members of the Company are: John Freed and Dawny Freed.
6. **Acts Requiring a Unanimous Vote of the Members:** The following matters require the unanimous vote of the Members:
 - (a) Any amendment to the Operating Agreement or the Certificate of Organization;
 - (b) The dissolution of the Company;
 - (c) The authorization of a Member to do any act on behalf of the Company that contravenes the Operating Agreement; and
 - (d) The admission of an Additional Member or Substitute Member to the Company;
 - (e) Disagreements regarding the authority of a Member under the following paragraph 7;
 - (f) Compensation of a Member;

**IDAHO SECRETARY OF STATE
05/28/2010 05:00
CK: 55662 CT: 7289 DH: 1224480
1 @ 30.00 = 30.00 LLC AUTH # 2**

W65894

(g) The filing, amendment or cancellation of a Statement of Authority with the Secretary of State of Idaho.

7. **Authority of Members to Bind the Company:** Only the Members and authorized agents of the Company shall have the authority to make representations or warranties, or enter into contracts on behalf of the Company (i.e., bind the Company). Except as to matters requiring a unanimous vote of the Members, each Member has the power, on behalf of the Company, to do all things necessary or convenient to carry out the purpose and activities of the Company, including, without limitation:

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

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

(c) The sale, conveyance, mortgage, pledge, lease, exchange, and other Transfer of Property;

(d) 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;

(e) 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;

(f) 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;

(g) The appointment of employees and agents of the Company, the defining of their duties, the establishment of their compensation;

(h) The payment of pensions and establishment of pension plans, pension trusts, profit-sharing plans, and benefit and incentive plans for all or any of the current or former Members, employees, and agents of the Company; and

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

8. **Actions of the Members:** The Members have the power to bind the Company as provided in paragraph 7 above. No person dealing with the Company shall have any obligation to inquire into the power or authority of a Member acting on behalf of the Company. Except as to any matters requiring unanimous vote of the Members, any

difference arising between the Members is to be decided by the affirmative vote of the Members holding at least a majority of the total Membership Interests in the Company.

Dated this 25 day of May, 2010.

JD FREED, LLC, an Idaho limited liability company

By: _____

John Freed
John Freed, Member

By: _____

Dawny Freed
Dawny Freed, Member

jg\WA\Work\F\Freed, John & Dawny\JD Freed, LLC\Statement of Authority.doc