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ACCOUNT NO. : 072100000032
REFERENCE : 460852 7116986
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : September 6, 2001
ORDER TIME : 11:17 AM
ORDER NO. : 460852-005
CUSTOMER NO: 7116986
CUSTOMER: Ms. Chris Evens
Noble House Hotels & Resorts
570 Kirkland Way
Kirkland, WA 98033

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-09/06/01--01065--008
****160.00 ****160.00

DOMESTIC FILING

NAME: BLUE, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS:

RECEIVED
01 SEP -6 PM 12: 11
DIVISION OF CORPORATION
FILED
01 SEP -6 PM 1: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
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**ARTICLES OF ORGANIZATION
OF
BLUE, LLC**

The undersigned organizers hereby form a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company ("Company") shall be:

BLUE, LLC

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The address of the principal place of business of this company shall be 570 Kirkland Way, Kirkland, WA 98033, and the mailing address of the company shall be the same.

ARTICLE III. TERM OF EXISTENCE

This Company shall commence its existence on the date these Articles are filed, pursuant to Florida Statutes Section 608.409; and shall exist until December 31, 2025 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE IV. NATURE OF BUSINESS

This Company may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. NEW MEMBERS

No new members shall be admitted without the Consent of sixty-six percent (66%) of existing members.

ARTICLE VI. CONTINUATION OF COMPANY.

Remaining members of this Company shall have the right to continue the business of the company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any event that

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terminates the continual membership of a member in the limited liability company, upon the sixty-six percent (66%) vote of the remaining members.

ARTICLE VII. MANAGEMENT

The Company shall be managed by its members pursuant to Florida Statutes Section 608.422. The names and addresses of the members are as follows:

Gary Philbrick
221 Northwood Way, #200
Ketchum, ID 83340

Patrick R. Colee
570 Kirkland Way
Kirkland, WA 98033

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent of the Company is _____ Corporation Services Company. The street address of the registered office of the Company shall be 1201 Hays Street, Leon County, Tallahassee, FL 32301

ARTICLE IX. ORGANIZERS

The name and street address of the Organizer to these Articles of Organization is:

M. P. Dyer, Esq.
570 Kirkland Way
Kirkland, WA 98033

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IN WITNESS WHEREOF, the undersigned, has hereunto set his hands, on this 4th day of September, 2001..



M. P. Dyer, Esq.

STATE OF WASHINGTON)
) ss:
COUNTY OF KING)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared M. P. Dyer, who was not sworn and who is personally known to me as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 5th day of September, 2001.



Notary Public
Residing at Bothell, Washington
My Commission expires: 11/15/04

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process; to keep my office open during prescribed hours; to post my name (and any other officers of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with and accept the obligation of my position as registered agent.

WITNESS my hand this 9th day of September, 2001, in the City of Tallahassee, State of Florida.



BRIAN COURTNEY, ASST. V.P.
Registered Agent

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