751202-96

02/23/2011 10:15AM 000001 #1229
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BUSINESS REG $100.00
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ARTICLES OF ORGANIZATION

of

CRITICAL POINTS, LLC

FILED
FEB 23 2011
OREGON
SECRETARY OF STATE

ARTICLE 1

Name of the company: CRITICAL POINTS, LLC.

ARTICLE 2

The duration shall be perpetual.

ARTICLE 3

Name and address of the initial registered agent:

Warner E. Allen
850 NE 122nd Ave.
Portland, OR 97230

ARTICLE 4

Name and address of each organizer:

Warner E. Allen
850 NE 122nd Ave.
Portland, OR 97230

ARTICLE 5

The mailing address where the Corporation Division may mail notices is:

850 NE 122nd Ave.
Portland, OR 97230

ARTICLE 6

This limited liability company will be managed by a manager.

CRITICAL POINTS, LLC



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751202-96 ARTICLE 7

The names and addresses of the initial members are:

Robert J. Vissers
17230 Fernwood Dr.
Lake Oswego, OR 97034

Michael Gibbs
16 Riverside Drive
Falmouth, ME 04105

Steven Godwin
1980 Tara Court
Neptune Beach, FL 32266

Peter DeBlieux
1028 City Park Avenue
New Orleans, LA 70119

ARTICLE 8

To the fullest extent permitted by the Act, the Company shall indemnify any manager of the Company made a party to a proceeding because the person is or was a manager of the Company against liability incurred in that proceeding; provided, however, that no indemnification pursuant to this provision shall indemnify any manager from or on account of (1) any breach of the manager's duty of loyalty to the company; (2) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law; (3) any unlawful distribution; or (4) any transaction from which the manager derived an improper personal benefit.

ARTICLE 9

Liability of Managers and Members:

No manager or member of the Company shall be personally liable to the Company or its other members for monetary damages for conduct as a manager provided that this article shall not eliminate the liability of a manager for any act or omission for which such elimination of liability is not permitted under the act. No amendment of the act nor amendment to the act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a manager for any act or omission that occurs before the effective date of such amendment.

EXECUTION: _____ Organizer
Warner E. Allen, Attorney at Law

Person to contact about this filing:

Warner E. Allen
850 NE 122nd Ave.
Portland, OR 97230
Telephone: (503) 255-8795