

DEC 08 2011

OF

FILE NO. 1348819.2

SHEPARD RENTALS, L.L.C.
an Arizona Limited Liability Company

- A. The name of the limited liability company is SHEPARD RENTALS, L.L.C. (the "Company").
- B. The Articles of Organization were originally filed with the Arizona Corporation Commission on March 01, 2007.
- C. Article 2, establishing the registered business address, is hereby amended as follows:

2. The address of the registered office in Arizona is:

4020 East Palo Brea Lane
Cave Creek, Arizona 85331

- D. Article 5, establishing the names and addresses of the managers, is hereby amended as follows:

5. The name and address of the manager are:

BEN A. SHEPARD
4020 East Palo Brea Lane
Cave Creek, Arizona 85331

Dated this 26th day of October, 2011.

SHEPARD RENTALS, L.L.C.

By: _____

BEN A. SHEPARD

- for LORENE I. SHEPARD, Manager
(deemed incapacitated on August 22, 2011)
(verification attached)
- and as Sole Surviving Trustee of
the SHEPARD LIVING TRUST, dated
September 22, 1995 (verification
attached)

MHK

MORRIS, HALL & KINGHORN, P.L.L.C.
A Premier Estate Planning Law Firm

PHYSICIAN'S STATEMENT

Douglas G. Bailes, a physician holding an unlimited license to practice medicine in the State of Arizona, submits the following report on 8-11-11, "Patient", based upon examination of the Patient. Loren Jane Shepard 8/10/4

1. Date of most recent examination of the Patient. 8-11-11
2. In your opinion, is the Patient capable of making proper personal and financial decisions in his or her best interest: she is not
3. Is the Patient capable of continuing to serve as Trustee? Yes _____ No X

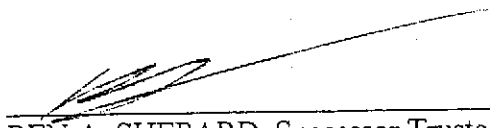
I affirm, under the penalties of perjury, the above and foregoing is true and correct to the best of my knowledge and belief on this 8/11, 2011.

Signed: [Signature]
Address: DOUGLAS G. BAILES DO
4344 W Bell Rd #101
Glendale AZ 85308
Phone: Fax (602) 838-3420

ACCEPTANCE OF APPOINTMENT
AS TRUSTEE

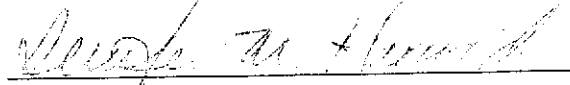
I, BEN A. SHEPARD, hereby accept the responsibility of serving as Sole Surviving Trustee of the Shepard Living Trust, dated September 22, 1995, as amended and restated, and I do solemnly swear that I will faithfully discharge my duties as Trustee of the aforementioned trust as set forth therein, according to all applicable law.

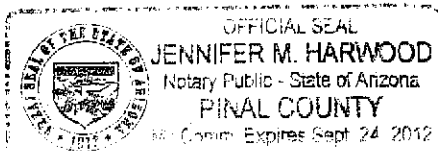
DATED this 10th day of October, 2011.


BEN A. SHEPARD, Successor Trustee

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

The forgoing instrument was acknowledged before me this 6th day of October, 2011, by BEN A. SHEPARD, Trustee.


Notary Public



Certificate of Trust

The undersigned Trustors and Trustees hereby certify the following:

1. This Certificate of Trust refers to the SHEPARD LIVING TRUST, dated September 22, 1995, and any amendments thereto, executed by CHARLIE B. SHEPARD and LORENE I. SHEPARD as Trustors.

The formal name of our Trust is: CHARLIE B. SHEPARD and BEN A. SHEPARD, Trustees, or their successors in trust, under the SHEPARD LIVING TRUST, dated September 22, 1995 and any amendments thereto
2. The Initial Trustees of the Trust are:
CHARLIE B. SHEPARD
BEN A. SHEPARD
3. The Trustees currently serving are:
CHARLIE B. SHEPARD
BEN A. SHEPARD
4. The Social Security Number of either Trustor may be used as the Taxpayer Identification Number (TIN) or (EIN) for the trust. The Husband's Social Security Number is 526-38-5464. The Wife's Social Security Number is 526-42-6171.
5. The trust is currently in full force and effect.
6. Attached to this Certificate and incorporated herein are the first page and the execution page of the trust.
7. Notwithstanding any other provisions of our Trust Agreement, if any initial Trustee is serving as a Co-Trustee of any Trust under our Trust Agreement, such initial Trustee may make decisions and bind our Trust in the exercise of all powers and discretion granted to the Trustees without the consent of any other Trustee.
8. Our Trustees under our Trust Agreement are authorized to acquire, sell, convey, encumber, lease, borrow, manage and otherwise deal with interests in real and personal property in our Trust name. All powers of our Trustees are fully set forth in Article Fourteen of our Trust Agreement.
9. Our Trust has not been revoked and there have been no amendments limiting the powers of our Trustees over trust property.
10. No person or entity paying money to or delivering property to our Trustees shall be required to see to its application. All persons relying on this document regarding our Trustees and their powers over trust property shall be held harmless for any resulting loss or liability from such reliance. A copy of this Certificate of Trust shall be just as valid as the original.

The undersigned certify that the statements in this Certificate of Trust are true and correct and that it was executed in the County of Maricopa, Arizona, on May 01, 2008.

Trustor and Trustee:

Charlie B. Shepard
CHARLIE B. SHEPARD

Trustor:

Lorene I. Shepard
LORENE I. SHEPARD

Trustee:

BEN A. SHEPARD
BEN A. SHEPARD

STATE OF ARIZONA)

SS

COUNTY OF MARICOPA)

The foregoing instrument was acknowledged before me on this May 01, 2008 by CHARLIE B. SHEPARD, Trustor and Trustee, LORENE I. SHEPARD, Trustor and BEN A. SHEPARD, Trustee.

DeAnn Gardner
Notary Public

My Commission Expires:

