

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION

LIMITED LIABILITY COMPANY

ENTITY INFORMATION

ENTITY NAME: NORTHWOODS RESORT, LLC
ENTITY ID: L08978013
ENTITY TYPE: Domestic LLC
PERIOD OF DURATION: Perpetual
PROFESSIONAL SERVICES:
CHARACTER OF BUSINESS: Any legal purpose
MANAGEMENT STRUCTURE: Manager-Managed

NEW NAME

No name change

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME: WILLIAM HURLBUT
PHYSICAL ADDRESS: 165 E WHITE MOUNTAIN BLVD, PINETOP, AZ 85935
MAILING ADDRESS: PO BOX 397 , PINETOP, AZ 85935

KNOWN PLACE OF BUSINESS

165 E WHITE MOUNTAIN BLVD, PINETOP, AZ 85935

PRINCIPALS

Member and Manager: WILLIAM R. HURLBUT - PO BOX 397, PINETOP, AZ, 85935, USA - - Date of Taking Office:

SIGNATURE

Authorized Agent: Adam T Staley, Esq. - 02/04/2021

LIABILITY COMPANY

FOR VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, the undersigned Assignor hereby transfers, assigns and delivers an undivided 5% interest in and to Northwoods Resort, LLC, a Arizona limited liability company (hereinafter the "Company"), to WILLIAM R. HURLBUT ("Assignee"). Assignor represents and warrants to the Assignee that the assigned interest in the Company is free and clear of liens and adverse claims.

Dated: Feb 4, 2016

The Survivor's Trust Created Under The
Hurlbut Trust established January
January 23, 1970

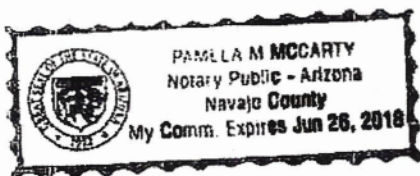
By: Georgia M Hurlbut, Trustee
GEORGIA M. HURLBUT, Trustee

"Assignor"

ACCEPTANCE OF ASSIGNMENT

WILLIAM R. HURLBUT, hereby accepts the foregoing Assignment of Interest in the Company as set forth above and adopts and accepts the provisions of the Limited Liability Company Agreement of the Company with respect to the interest assigned herewith.

Dated: 2/16/2016



William R. Hurlbut
William R. Hurlbut

"Assignee"

Pamela M. McCarty
2-16-16
exp 6.26.18
1721493

ANGELO J. PALMIERI (1926-1999)
ROBERT F. WALDRON (1927-1998)

| | |
|----------------------|---------------------|
| MICHAEL J. GREENE* | DONNA L. SNOW |
| DENNIS W. GHAN* | RYAN M. EASTER |
| DAVID C. PARR* | ELISE M. KERR |
| CHARLES H. KANTER* | MELISA R. PEREZ |
| PATRICK A. HENNESSEY | MICHAEL I. KEHOE |
| DON FISHER | CHADWICK C. BUNCH |
| GREGORY W. WEILER | ANISH J. BANKER |
| WARREN A. WILLIAMS | RYAN M. PRAGER |
| JOHN R. LISTER | ERIN BALSARA NADEAU |
| MICHAEL H. LEIFER | ERICA M. SOROSKY |
| RICHARD A. SALUS | JERAD BELTZ |
| NORMAN J. RODICH | JOSHUA J. MARK |
| RONALD M. COLE | ERIK K. OYAMA |
| MICHAEL L. D'ANGELO | KATHERINE M. SHAW |
| STEPHEN A. SCHECK | BRIAN GLICKLIN |

ALAN H. WIENER*, OF COUNSEL
ROBERT C. HIRKE, OF COUNSEL
MICHAEL C. CHIC, OF COUNSEL

JAMES C. WILHELM, RETIRED
DENNIS G. TYLER*, RETIRED

*A PROFESSIONAL CORPORATION

January 28, 2016

P.O. Box 19712
Irvine, CA 92623-9712

Terry Laumeister
Direct Dial (949) 851-7303
tlaumeister@ptwww.com

Refer To File No 18258-000
Document I.D. 1721654.1

Mrs. Roy L. Hurlbut
21 Camino Lienzo
San Clemente, CA 92673

Re: The Hurlbut Trust/Northwoods Resort, LLC

Dear Mrs. Hurlbut:

Enclosed is an Assignment of Interest in Limited Liability Company for your remaining five percent interest in Northwoods Resort, LLC, to your son, Bill. Please sign and date where indicated and forward to Bill for signature. We would appreciate receiving a copy of the fully executed Assignment for our files.

If you have any questions, please contact our office.

Very truly yours,

Terry Laumeister
Legal Assistant

tl

Enclosures

cc: Merritt Johnson
(via e-mail)

**FOURTH AMENDMENT TO THE
OPERATING AGREEMENT
OF
NORTHWOODS RESORT, LLC,
AN ARIZONA LIMITED LIABILITY COMPANY**

This Fourth Amendment to Operating Agreement ("Fourth Amendment") is made and entered as of this 1st day of January, 2013, by and among the parties whose signatures appear below (collectively, the "members"), with reference to the following facts:

RECITALS

A. The Members are all of the members of Northwoods Resort, LLC, an Arizona limited liability company ("the Company"), which is governed by that Operating Agreement for Northwoods Resort, LLC, an Arizona limited liability company, dated December 17, 1999 (the "Operating Agreement").

B. Pursuant to Section 6.04 of the Operating Agreement, the Members seek to amend the Operating Agreement to confirm the transfers by Kathleen Ann Hurlbut Sprinkles, Timothy R. Hurlbut, Mary Cheryl Hurlbut Jackson, Julie Ann Hurlbut Johnson, Therese Matilde Hurlbut Paine and Michael D. Hurlbut, each of a 4.3956% interest in the company, to William R. Hurlbut, effective as of January 1, 2013.

IN WITNESS WHEREOF, the Members hereby agree as follows:

AGREEMENT

1. The Members hereby confirm, acknowledge and consent to the transfer of a 4.3956% interest in the Company by Kathleen Ann Hurlbut Sprinkles, Timothy R. Hurlbut, Mary Cheryl Hurlbut Jackson, Julie Ann Hurlbut Johnson, Therese Matilde Hurlbut Paine and Michael D. Hurlbut to William R. Hurlbut.
2. Following transfer of interest in the Company by Kathleen Ann Hurlbut Sprinkles, Timothy R. Hurlbut, Mary Cheryl Hurlbut Jackson, Julie Ann Hurlbut Johnson, Therese Matilde Hurlbut Paine and Michael D. Hurlbut, each Member shall have the percentage of interest in the Company as set forth next to their signature below.
3. The Operating Agreement shall remain in full force and effect and its terms and conditions shall be fully enforceable, except as specifically modified herein.
4. Any term used herein not specifically defined in this Fourth Amendment shall be given the meaning and effect as contained in the Operating Agreement.

5. The Fourth Amendment may be executed in counterparts, but all of which shall constitute one amendment, binding on all parties.

Kathleen Ann Hurlbut Sprinkles
KATHLEEN ANN HURLBUT SPRINKLES

Timothy R. Hurlbut
TIMOTHY R. HURLBUT

0%

0%

Mary Cheryl Hurlbut Jackson
MARY CHERYL HURLBUT JACKSON

0%

Julie Ann Hurlbut Johnson
JULIE ANN HURLBUT JOHNSON

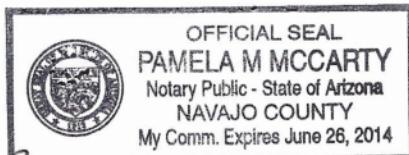
0%

Therese Matilde Hurlbut Paine
THERESE MATILDE HURLBUT PAINE

0%

Michael D. Hurlbut
MICHAEL D. HURLBUT

0%



William R. Hurlbut
WILLIAM R. HURLBUT

95%

Pamela M. McCarty 5.23.13

Roy L. Hurlbut
ROY L. HURLBUT, Trustee
UDT known as The Hurlbut Trust, Ltd,
January 23, 1970

5%