

ZooFAROO, LLC
ARTICLES OF ORGANIZATION

ARTICLE 1
NAME

The name of the limited liability company is ZooFAROO, LLC (the “**Company**”).

ARTICLE 2
MANAGEMENT

The Company is a member-managed limited liability company.

ARTICLE 3
REGISTERED OFFICE AND REGISTERED AGENT

The address of the Company's initial registered office and the name of the Company's initial registered agent at that office is:

Slinde & Nelson, LLC (Reg. # 567636-92)
1740 U.S. Bancorp Tower
111 SW Fifth Avenue
Portland, OR 97204

ARTICLE 4
MAILING ADDRESS FOR NOTICES

The mailing address to which notices may be mailed is:

13405 NE Eugene St.
Portland, OR 97230

ARTICLE 5
ORGANIZER

The name and address of the organizer is:

Slinde & Nelson, LLC (Reg. # 567636-92)
By: Benjamin C. Stoller
1740 U.S. Bancorp Tower
111 SW Fifth Avenue
Portland, OR 97204

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ARTICLE 6
EXISTENCE

The existence of the Company is perpetual.

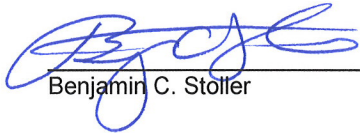
ARTICLE 7
EFFECTIVE DATE

These Articles of Organization will become effective upon filing with the office of the Oregon Secretary of State.

Dated: August 10, 2011

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Organizer:



Benjamin C. Stoller

Person to contact about this filing : Benjamin C. Stoller
Daytime phone number : 503-417-7777

ZOOFAROO, LLC
CONSENT OF THE ORGANIZER

In accordance with the Oregon Limited Liability Company Act, the following actions are taken by the written consent of the Organizer of ZOOFAROO, LLC, an Oregon limited liability company (the "**Company**"), in organization of the Company:

SUBSCRIPTION TO UNITS

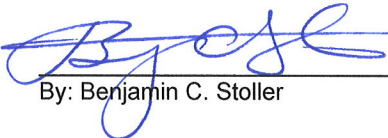
RESOLVED, the following persons have subscribed for the number of units appearing opposite their respective names:

<u>Name</u>	<u>Consideration</u>	<u>Number</u>
Joshua Provonchee	Cash	100
Joel A. Hokkanen	Cash	100

RESOLVED, that the Company is authorized to issue the units, and the members are authorized to sign and deliver appropriate documents on behalf of the Company upon the resolution of the members that the consideration received or to be received for the units is adequate.

Dated effective: August 10, 2011

ORGANIZER:
SLINDE & NELSON, LLC


By: Benjamin C. Stoller

ZOOFAROO, LLC

INITIAL CONSENT RESOLUTIONS

Unless otherwise defined herein, all Capitalized terms in this Consent of Members shall have the meanings ascribed to them in the Operating Agreement of the Company adopted by resolution herein. In accordance with the Oregon Limited Liability Company Act, the following actions are taken by the written consent of all members of ZOOFAROO, LLC, an Oregon limited liability company (the "**Company**"), in organization of the Company:

ORGANIZER ACTION

RESOLVED, that the actions previously taken by the organizer on behalf or for the benefit of the Company are approved, ratified, and confirmed as the actions of the Company, provided the acts were not inconsistent with the Company's Articles of Organization or Operating Agreement, the Oregon Limited Liability Company Act, or any other applicable law.

RESOLVED, that the Company shall defend and indemnify the organizers for any action taken by the incorporator on behalf of or for the benefit of the Company that were approved, ratified, and confirmed pursuant to the above resolution.

ISSUANCE OF UNITS

RESOLVED, the following persons have subscribed for the number of units appearing opposite their respective names:

<u>Name</u>	<u>Consideration</u>	<u>Number</u>
Joshua Provonchee	Cash	100
Joel A. Hokkanen	Cash	100

RESOLVED, that the consideration received or to be received for the Units is adequate.

RESOLVED, that the Company is authorized to issue the units, and the members are authorized to sign and deliver appropriate documents on behalf of the Company.

OPERATING AGREEMENT

RESOLVED, that the Company enter into and perform the Operating Agreement, each with any changes that the members deems necessary or appropriate.

RESOLVED, that the member is authorized to sign and deliver on behalf of the Company the Agreement and any other documents contemplated by the Agreement.

TAXABLE YEAR

RESOLVED, that the Company adopts a taxable year ending on December 31.

BANKING

RESOLVED, that any member is authorized to open accounts with any bank and to sign and certify the bank's standard form of banking resolution, which will be deemed adopted by the Company when signed by any member.

RESOLVED, that any member is authorized to withdraw the funds of the Company from the bank by check or draft made in the name of the Company.

LICENSES, PERMITS, AND AUTHORIZATIONS

RESOLVED, that any member is authorized and directed to apply for and obtain in the name of the Company all licenses, permits, and authorizations required under applicable laws and regulations.

ACCOUNTANTS AND LEGAL COUNSEL

RESOLVED, that any member is authorized to select and retain accountants and legal counsel for the Company.

GENERAL AUTHORITY

RESOLVED, that the members of the Company are authorized to sign and deliver all documents and to take or cause to be taken all other acts on behalf of the Company that they deem necessary or appropriate to effect and carry out the intent of the above resolutions.

RESOLVED, that all acts previously taken by the members of the Company on behalf of the Company to effect and carry out the intent of the above resolutions are approved, ratified, and confirmed, provided the acts were not inconsistent with the Company's Articles of Organization or Operating Agreement, the Oregon Limited Liability Company Act, or any other applicable law.

Signing of this Consent constitutes a written waiver of any notice required by the Oregon Limited Liability Company Act, the Company's Articles of Organization, or otherwise.

Dated effective: August 10, 2011

Joshua Provonchee
Member

Joel A. Hokkanen
Member