

FEB 1 8 53 AM '84

CERTIFICATE OF LIMITED PARTNERSHIP
OF HABITAT 2000 PROPERTY MANAGEMENT,
A LIMITED PARTNERSHIP

We, the undersigned, desiring to form a limited partnership pursuant to the Uniform Partnership Act as set forth in Idaho Code §53-201 et seq., do hereby certify:

1. The name of the firm under which the partnership is to be conducted is Habitat 2000 Property Management, a limited partnership.

2. The character of the business intended to be transacted by the partnership shall be as follows: to manage the time-share project known as Habitat 2000 in Ketchum, Idaho, and to manage the condominium association for said Habitat 2000 in Ketchum, Idaho.

3. The location of the principal place of business shall be at 605 Leadville South, Garage A-6, Ketchum, Idaho.

4. The name and place of residence of each general partner interested in the partnership are as follows:

<u>Name</u>	<u>Address</u>
David Herman Boock	Ketchum, Idaho

The name and place of residence of each limited partner interested in the partnership are as follows:

<u>Name</u>	<u>Address</u>
William Murr	Sun Valley, Idaho

5. The partnership shall exist until terminated by law or pursuant to the terms of the limited partnership agreement between the parties, said partnership shall commence on the 1st day of March, 1982.

6. The amount of cash and a description and the agreed value of the other property contributed by each partner is as follows: Boock shall contribute his services to the partnership as general partner and shall contribute a capital contribution of \$10.00. Murr shall contribute the sum of \$10.00. There shall be no further capital contributions required of Murr.

7. The contribution of the limited partnership shall be returned upon termination of the partnership.

8. The share of the profits or other compensation by the way of income shall be divided 50-50 between the general partner and the limited partner.

9. Neither partner shall substitute an assignee as either a limited or general partner in his place without written consent of the other partner.

10. The right of the partners to admit additional limited partners is as follows: a person may be admitted as an additional limited partner with the written consent of all limited and general partners. Any additional or substituted limited partners shall agree in writing to be bound by all of the provisions of the partnership agreement and this certificate.

11. The partnership shall terminate upon the death, retirement or incapacity of the general partner or upon agreement of all the partners.

12. The limited partner shall have the right to demand and receive property other than cash in return for his contribution if there is not sufficient cash in the partnership upon termination.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 23rd day of January, 1984.


DAVID HERMAN BOOCK
General Partner


WILLIAM MURR
Limited Partner

STATE OF IDAHO)
County of Blaine); ss.

On this 23rd day of January, 1984, before me,
Bonnie Ann Moore, a Notary Public in and for said State,
personally appeared DAVID HERMAN BOOCK, known to me (or
proved to me on the oath of _____) or
identified to me to be the person whose name is subscribed
to the foregoing instrument and acknowledged to me that he
executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

Bonnie Ann Moore
Notary Public for State of Idaho
Residing at Redmond, therein.

STATE OF IDAHO)
County of Blaine) ss.

On this 23rd day of January, 1984, before me,
Bonnie Ann Moore, a Notary Public in and for said State,
personally appeared WILLIAM MURR, known to me (or proved
to me on the oath of _____) or identified
to me to be the person whose name is subscribed to the fore-
going instrument and acknowledged to me that he executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

Bonnie Ann Moore
Notary Public for State of Idaho
Residing at _____, therein.