

DEC 4 10 54 AM '90
SECRETARY OF STATE

CERTIFICATE OF SECOND AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CABARTON LAND COMPANY LIMITED PARTNERSHIP

1. This Certificate of Second Amendment, amending the Certificate of Limited Partnership of CABARTON LAND COMPANY LIMITED PARTNERSHIP, an Idaho limited partnership, filed on March 27, 1989 in the office of the Secretary of State of the State of Idaho, as amended by the Certificate of First Amendment filed on January 3, 1990, is to be filed December 4, 1990.

2. Paragraph 4 of the Certificate of Limited Partnership, as amended, is hereby deleted and the following substituted therefor:

"4. The name and business address of each partner, the designation of each partner as a general partner or a limited partner, the total number of units of interest that each partner now holds in the Partnership, the estimated and agreed value of the property that each partner has contributed to the Partnership during 1990, and the total estimated and agreed value of the property that each partner has contributed to the Partnership since its formation are as follows:

<u>Name and Address</u>	<u>Partnership Interest (in Units)</u>	<u>Value of 1990 Contributions</u>	<u>Value of Total Contributions</u>
General Partner			
G. David MacGregor c/o 3200 Gowen Road Boise, Idaho 83705 SS# 519-54-6556	69.440	\$9,500.00	\$613,943.19
Limited Partners			
Collin Alexander MacGregor c/o 3200 Gowen Road Boise, Idaho 83705 SS# 518-08-9148	12.736	9,750.00	112,600.78

Alexandra Brienne MacGregor (also known as Alexandra Brienne MacGregor) c/o 3200 Gowen Road Boise, Idaho 83705 SS# 518-08-9094	12.736	9,750.00	112,600.78
Maria M. MacGregor c/o 3200 Gowen Road Boise, Idaho 83705 SS# 555-90-1398	1.12	-0-	9,902.47
Tack D. MacGregor c/o 3200 Gowen Road Boise, Idaho 83705 SS# 529-51-8500	<u>11.874</u>	<u>4,875.00</u>	<u>104,975.78</u>
Totals	107.906	\$33,875.00	\$954,023.00

3. Paragraph 5 of the Certificate of Limited Partnership, as amended, is hereby deleted and the following substituted therefor:

"5. The partners have not contributed any cash to the Partnership. The partners' initial contributions consisted of real and personal properties, as described on Exhibit "A" of the Certificate of Limited Partnership, of an estimated and agreed value of \$844,148.00. The partners contributed real property, as described on Exhibit "A" to this Certificate of Second Amendment, to the Partnership in 1989 with an estimated and agreed value of \$36,000.00 in the individual amounts set out in the Certificate of First Amendment filed on January 3, 1990. The partners contributed real property, as described on Exhibit "B" to this Certificate of Second Amendment, to the Partnership in 1990 with an aggregate estimated and agreed value of \$33,875.00 in the individual amounts set out above. The partners' total contributions of real and personal property have had an aggregate estimated and agreed value of \$954,023.00."

4. Except as hereinabove amended, the Certificate of Limited Partnership of CABARTON LAND COMPANY LIMITED PARTNERSHIP filed in the office of the Secretary of State of the State of Idaho on March 27, 1989, as amended by the Certificate of First Amendment filed on January 3, 1990, is in full force and effect.

IN WITNESS WHEREOF, on his own behalf and on behalf of the limited partners pursuant to the limited power of attorney granted by them to the undersigned pursuant to Section 37 of the

Limited Partnership Agreement of CABARTON LAND COMPANY LIMITED PARTNERSHIP dated effective the 1st day of January, 1989, the undersigned General Partner has executed this Certificate of Second Amendment to Certificate of Limited Partnership of CABARTON LAND COMPANY LIMITED PARTNERSHIP, as amended, this 1st day of November, 1990.

G. David MacGregor
G. David MacGregor,
General Partner

Collin Alexander MacGregor
Collin Alexander MacGregor,
Limited Partner

By G. David MacGregor
G. David MacGregor, General
Partner and Attorney-in-Fact

Alexandra Brieanne MacGregor
Alexandra Brieanne MacGregor, also
known as Alexandra Brianne
MacGregor,
Limited Partner

By G. David MacGregor
G. David MacGregor, General
Partner and Attorney-in-Fact

Maria M. MacGregor
Maria M. MacGregor, Limited Partner

By G. David MacGregor
G. David MacGregor, General
Partner and Attorney-in-Fact

Tack D. MacGregor
Tack D. MacGregor, Limited Partner

By G. David MacGregor
G. David MacGregor, General
Partner and Attorney-in-Fact

EXHIBIT "A"

1989 Real Property Contributions

Contributed by G. David MacGregor:

North 2.2727 acres of the S 1/2 NW 1/4 of the NW 1/4, Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho, containing approximately 2.2727 acres,

SW 1/4 of the NW 1/4, excluding the North 17.7273 acres and excluding the South 12.7273 acres, Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho, consisting of approximately 9.5454 acres,

Lot 2, excluding the N 1/3 of Lot 2 and the S 1/3 of Lot 2, Section 19, Township 13 North, Range 4 East of the Boise Meridian, Valley County, Idaho

Contributed by Collin Alexander MacGregor:

North 17.7273 acres of the SW 1/4 of the NW 1/4 of Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho

Contributed by Alexandra Brieanne MacGregor:

South 17.7273 acres of the NW 1/4 of the NW 1/4 of Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho

Contributed by Tack D. MacGregor:

South 12.7273 acres of the SW 1/4 of the NW 1/4 of Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho

EXHIBIT "B"

1990 Real Property Contributions

Contributed by G. David MacGregor:

South 2.2727 acres of the N 1/2 NW 1/4 of the NW 1/4, excluding the North 17.7273 acres N 1/4 NW 1/4, Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho

Middle 4.5454 acres of the SE 1/4 of the NW 1/4, excluding the North 17.7273 acres and the South 17.7273 acres, Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho

North 1/3 of Lot 2, Section 19, Township 13 North, Range 4 East of the Boise Meridian, Valley County, Idaho

South 1/3 of Lot 1, Section 19, Township 13 North, Range 4 East of the Boise Meridian, Valley County, Idaho

Contributed by Collin Alexander MacGregor:

South 17.7273 acres of the SE 1/4 of the NW 1/4 of Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho

Contributed by Alexandra Brieanne MacGregor:

North 17.7273 acres of the NW 1/4 of the NW 1/4 of Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho

Contributed by Tack D. MacGregor:

North 17.7273 acres of the SE 1/4 of the NW 1/4 of Section 24, Township 13 North, Range 3 East of the Boise Meridian, Valley County, Idaho