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SECRETARY OF  
STATE

SECOND AMENDED CERTIFICATE OF LIMITED PARTNERSHIP  
of

IDAHO PALM INVESTMENT FUND, LTD.

The undersigned, being first duly sworn, desirous of forming a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Idaho, hereby certify:

1. The name of the partnership is Idaho Palm Investment Fund, Ltd.

2. The partnership intends to improve, lease and operate and hold for investment purposes farm land in Canyon County, Idaho, and to engage in or perform any and all other acts or activities customary in connection with or incident to the foregoing.

3. The principal place of business shall be located at Box 270, Melmont Road, Melba, Idaho 83741 until changed by the designation of the general partners.

4. The names and place of residence of each of the general partners are set forth on Exhibit "A" which is attached hereto.

The names and addresses of the limited partners are set forth on Exhibit "A" which is attached hereto.

5. The effective date of this partnership and of this certificate is March 15, 1982. The partnership shall continue unless sooner terminated as provided in the Articles of Limited Partnership for a term of 15 years from the effective date of the partnership.

6. The amount of cash and the description of the agreed value of the other property contributed by each limited partner is set forth in Exhibit "A".

7. The limited partners are not required to contribute any additional capital to the limited partnership.

8. There is no time agreed upon when the contribution of each limited partner is to be returned.

9. The share of profits or other compensation which each limited partner shall receive by reason of his contribution is set forth on Exhibit "A".

10. A limited partner does not have the right to substitute an assignee as contributor in his place except upon the consent of the general partners, and then only upon such conditions as the general partners shall determine.

11. The general partners may issue additional units of limited partnership until 19 units have been sold after which no additional units of limited partnership may be sold except for the sole purpose of meeting debt service, taxes or preserving partnership property.

12. No limited partner has priority over any other limited partners as to contributions or as to compensation by way of income.

13. The remaining general partner or partners may continue the business of the partnership upon the death, retirement or insanity of a general partner.

14. No limited partner has the right to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, The undersigned have executed this Certificate the 3rd day of January, 1983.

GENERAL PARTNERS:

TREASURE VALLEY ESTATES, INC.

By:

MEL M. PALMQUIST, President

MEL M. PALMQUIST

LIMITED PARTNERS: Nathan E. Anderson, Dr. Robert Cameto, Dr. Robert Craven, Burt Daniels, Frank E. Emmel, Don English, Robert S. Herrick M.D., Billy J. Jones and Helen C. Jones, Dr. Russell J. Keiser, Charles Lenton, Jr., John W. List, Kenneth H. Patterson, Dr. Harold Poole, Art F. Reeves, Dr. John W. Ricketts, James Shook and Rosemary Shook, Johnny Wordsworth and Mr. F.R. Zemke.

By: 

Mel M. Palmquist, Attorney in Fact

State of Idaho     )  
                              )  
County of Ada     )

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Subscribed and sworn to before the undersigned Notary Public on the 3rd day of January, 1983, individually and as attorney in fact.

  
Notary Public

# EXHIBIT "A"

## SCHEDULE OF PARTNERS

### General Partners

Mel M. Palmquist  
Melmont Road  
Melba, Idaho

### Percentage

26.000  
(subordinated  
to return of  
investment)

Treasure Valley Estates, Inc.  
Melmont Road  
Melba, Idaho

4.0  
(subordinated  
to return of  
investment)

### Limited Partners

### Contributions

### Percentage

Nathan E. Anderson  
P. O. Box 222  
Auburn, California 95603

\$27,000

4.375

Dr. Robert Cameto  
3521 Mission Avenue  
P. O. Box 601  
Carmichael, CA 95608

\$27,000

4.375

Dr. Robert Craven  
2525 N. W. Lovejoy  
Suite 101  
Portland, Oregon

\$27,000

4.375

Burt Daniels  
P. O. Box 75412  
Oklahoma City, Oklahoma 73147

\$13,500

2.1875

Frank E. Emmel  
P. O. Box 717  
Wichita, Kansas 67201

\$27,000

4.375

Don English  
4180 North Mesa  
El Paso, Texas 78902

\$13,500

2.1875

Robert S. Herrick, M.D.  
1300 N. Vermont, #401  
Los Angeles, CA 90027

\$54,000

8.750

<u>Limited Partners</u>	<u>Contributions</u>	<u>Percentage</u>
Dr. Russell J. Keiser 9155 S. W. Barnes Road Suite 210 Portland, Oregon 97225	\$13,500	2.1875
Billy J. Jones & Helen C. Jones 2307 Olympic Avenue Menlo Park, CA 94025	\$13,500	2.1875
Charles Lenton, Jr. 4821 Kimball Ct. W. Lakeland, Florida 33803	\$27,000	4.375
John W. List, M. D. 521 Stone House Auburn, California	\$27,000	4.375
Kenneth H. Patterson 855 Howell Avenue Sacramento, California	\$27,000	4.375
Dr. Harold Poole 2770 Alvarado Terrace Salem, Oregon	\$27,000	4.375
Art F. Reeves 901 Hazeldine S.E. Albuquerque, N.M. 89106	\$27,000	4.375
Dr. John W. Ricketts 11285 Lake City Way N.E. Seattle, Washington 98125	\$27,000	4.375
James Shook and Rosemary Shook 17766 Elmhurst Circle Yorba Linda, CA 92686	\$13,500	2.1875
Johnny Wordsworth 8119 Calbot Road Edmonds, Washington 98020	\$13,500	2.1875
Mr. F. R. Zemke 16 Junniper Hill, Loop NE Albuquerque, N.M. 89106	\$27,000	4.375