

LAW OFFICES OF

**BOURDEAUX & JONES**

505 21ST AVENUE

MERIDIAN, MISSISSIPPI 39302-2009

JAN 19 9 on AM '84

THOMAS D. BOURDEAUX  
THOMAS R. JONES  
WILLIAM C. HAMMACK  
THOMAS L. WEBB  
J. RICHARD BARRY  
E. GREGORY SNOWDEN

AREA CODE 601  
TELEPHONE 693-2303  
P. O. BOX 2009

January 16, 1984

Secretary of State  
State Capitol  
Boise, Idaho 83720

Re: Taylor Properties, Ltd.  
Our File No. 10733

Dear Sir:

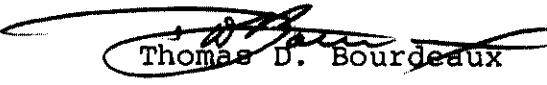
Pursuant to the provisions of Idaho Code Section 53-267, I hand you herewith a certified copy of the Certificate of Limited Partnership of Taylor Properties, Ltd., a Mississippi limited partnership, together with amendment thereto, for filing among the papers in your office. Taylor Properties, Ltd. owns interest in real property in Blaine County, Idaho.

The enclosed Certificate of Limited Partnership was originally filed in Blaine County, Idaho on May 1, 1979, under Recorder's Instrument No. 193028.

Also enclosed is our check in the amount of \$20.00 for payment of the filing fee as provided by statute.

If there are any questions or anything else that needs to be done, please notify us.

Sincerely yours,

  
Thomas D. Bourdeaux

TDB:hel

Enclosures

cc: Mr. Frank A. Taylor  
P. O. Box 247  
Meridian, MS 39301

809 JAN 21 1984

STATE OF MISSISSIPPI  
COUNTY OF LAUDERDALE

JAN 14 1977

TIME 4:15 P.M.  
IN RECORD BK. & PAGE OR  
U.C.C. AS SHOWN.  
WITNESS MY HAND & SEAL  
M. B. COBB, Chancery Clerk  
*Frank A. Taylor* B.C.

CERTIFICATE OF LIMITED PARTNERSHIP

354 A. The name of the partnership is "Taylor Properties, Ltd."

B. The character of the business is to own and operate for profit real and other properties.

C. The location of the principal place of business is Meridian, Mississippi.

D. The name and place of residence of each member, both general and limited parties, are as follows:

General Partner: Frank A. Taylor  
2619 - 32nd Street  
Meridian, Mississippi 39301

Limited Partner: Michael D. Taylor  
1701 - 43rd Street  
Meridian, Mississippi 39301

Limited Partner: Michael D. Taylor, Trustee under Trust Agreement dated June 27, 1970, recorded in Deed Book 682, page 46, among the land records in the office of the Chancery Clerk of Lauderdale County, Mississippi  
1701 - 43rd Street  
Meridian, Mississippi 39301

Limited Partner: Mrs. Janis E. Taylor Weidner  
1119 Rosewood Drive  
Metarie, Louisiana 70005

Limited Partner: Frank G. Taylor  
2619 - 32nd Street  
Meridian, Mississippi 39301

E. The term for which the partnership is to exist is for thirty (30) years from and after January 1, 1977.

F. The amount of cash and description of, and agreed value of the other property contributed by each limited partner is as follows:

The real property described on Exhibit A hereto and life insurance policies described on Exhibit B hereto and the capital stock, cash, and indebtednesses shown on Exhibit C hereto.

100-222

G. There is no obligation for limited partners to make additional contributions.

H. No time is agreed upon prior to dissolution for the contribution of each limited partner to be returned.

I. The share of profits which each limited partner shall receive by reason of his contribution is as follows:

Michael D. Taylor	24.75%
Michael D. Taylor, Trustee	24.75%
Mrs. Janis E. Taylor Weidner	24.75%
Frank G. Taylor	24.75%

J. A limited partner may substitute as an assignee only another limited partner or a lineal descendant.

K. There is no right of the partners to admit additional limited partners.

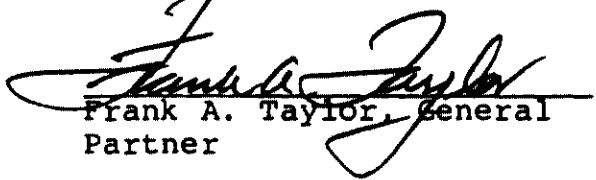
L. No limited partner has priority over any other limited partner as to contributions or compensation.

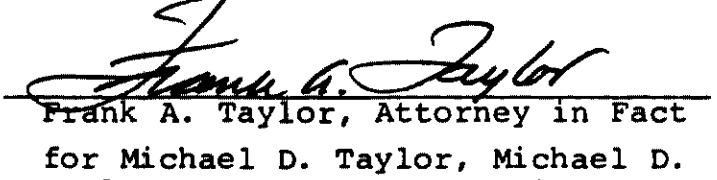
M. The limited partners may continue the business of the limited partnership upon resignation, death, insanity or other disability of the General Partner only by unanimous agreement.

N. A limited partner has no right to demand and receive property other than cash in return for his contribution.

O. The partnership agreement contains the appointment of the undersigned general partner as Attorney-in-Fact for all limited partners to execute and acknowledge on their behalf this Certificate of Limited Partnership.

THIS the 1st day of January, 1977.

  
Frank A. Taylor, General  
Partner

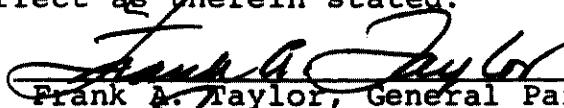
  
Frank A. Taylor, Attorney in Fact  
for Michael D. Taylor, Michael D.  
Taylor, Trustee, Mrs. Janis E.  
Taylor Weidner and Frank G. Taylor

11-20  
(Acknowledgement-Affidavit to Certificate of Limited Partnership)

STATE OF MISSISSIPPI

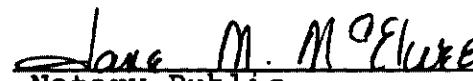
COUNTY OF LAUDERDALE

Personally appeared before me, the undersigned authority in and for said county and state, Frank A. Taylor, individually and as Attorney-in-Fact for Michael D. Taylor, Michael D. Taylor, Trustee, Janis E. Taylor Weidner and Frank G. Taylor who acknowledges that he signed and delivered the above and foregoing Certificate of Limited Partnership and who, upon being sworn, states on oath that all matters and things set out therein are true and correct as therein stated.

  
Frank A. Taylor, General Partner

  
Frank A. Taylor, Attorney-in-Fact  
for Michael D. Taylor, Michael D.  
Taylor, Trustee, Janis E. Taylor  
Weidner and Frank G. Taylor

SWORN TO AND SUBSCRIBED before me, this the 14<sup>th</sup> day  
of January, 1977.

  
Joe M. McElwee  
Notary Public

My commission expires: 1-11-80

## EXHIBIT A

Forty-five (45) feet off of the West ends of Lots 13, 14, 15 and 16 and three and one-half (3 1/2) feet off of the East ends of Lots 9, 10, 11 and 12, all in Block 60 of and according to Ragsdale's Survey of the City of Meridian, Lauderdale County, Mississippi; and

Commencing at the southwest corner of Lot 5, Block 5, Glenwood Park, Meridian, Lauderdale County, Mississippi, run North 0 degrees 13 minutes East 90.09 feet, run thence South 89 degrees 32 minutes East 180.8 feet, thence South 0 degrees 13 minutes West 88.62 feet, thence West 180.8 feet to the point of beginning. (Encumbered by deed of trust dated July 20, 1967, in favor of Meridian Building & Loan Association, recorded in Book 629 at page 177 among the land records of the office of the Chancery Clerk of Lauderdale County, Mississippi; and

WITHIN LINES, Beginning at the Southeast corner of Lot 12, Block 41, of Ragsdale Survey of the City of Meridian and running thence West 50 feet; thence North 125 feet; thence East 50 feet; thence South 125 feet to the point of beginning; embracing all of said Lot 12 and a strip 18-3/4 feet wide off of the East side of Lot 11, in Block 41 of Ragsdale's Survey of the City of Meridian, in the County and State aforesaid; and

Lots 11, 12, 13, 14 and 15 of Block A of L. H. Arky's Survey of the City of Meridian, Lauderdale County, Mississippi, and a strip of land adjoining said lots on the East side thereof, said strip being 7 feet wide, measured East and West and running North and South the entire length of said lots 11, 12, 13, 14 and 15, said strip being the West 7 feet of that part of an alley formerly running through said block, which alley adjoined said lots 11, 12, 13, 14 and 15; (Encumbered by a deed of trust dated October 31, 1974, in favor of Elisabeth S. Ethridge and recorded in Deed Book 763 at page 87 of said land records and by deed of trust dated September 7, 1967, in favor of Meridian Building & Loan Association, recorded in Deed Book 633 at page 211 of said land records); and

Lot 3 of Williams' Subdivision of Block 73 of Ball's Survey of the City of Meridian, Lauderdale County, Mississippi, as per map thereof recorded in Deed Book 25 at page 305 of the records in the office of the Chancery Clerk of Lauderdale County, Mississippi, said Williams' Subdivision of Block 73 of said Ball's Survey being located entirely within and forming a part of the Southwest Quarter (SW 1/4) of the Northeast Quarter (NE 1/4) of Section 13, Township 6 North, Range 15 East, in said Lauderdale County, Mississippi. (Encumbered by a deed

of trust dated April 28, 1976, in favor of Estelle F. Chisolm, recorded in Deed Book 794 at page 462 of said land records); and

Thirty-five (35) feet off of the West ends of Lots One (1) and Two (2) and Twenty-five (25) feet off of the East ends of Lots Nine (9) and Ten (10) of Block Sixty-four (64) of and according to Ragsdale's Survey of the City of Meridian, Lauderdale County, Mississippi. (Encumbered by Deed of Trust dated September 27, 1974, in favor of Winter W. Dawson and Mrs. Helen Moore Dawson and recorded in Deed Book 761 at page 247 of said land records); and

79-1/2 feet off the South ends of Lots 13 and 14 of Block 30 of and according to Ragsdale's Survey in the said City of Meridian, said lots being entirely within and a part of the NE 1/4 of NE 1/4 of Section 18, Township 6 North, Range 16 East in the County and State aforesaid; (Encumbered by Deed of Trust dated December 31, 1975, in favor of Home Federal Savings & Loan Association and recorded in Deed Book 789 at page 565 of said land records); and

Lot 9 Block 16 Ragsdale Survey and beginning at the Southwest corner of Lot 8, Block 16, Ragsdale Survey and running thence North 2 feet thence East 66 feet parallel with the South line of said lot and block, thence South 2 feet, thence West along the South line 66 feet to the point of beginning; (Encumbered by deed of trust dated June 14, 1969 in favor of Roy J. Wilhite and wife, Annie M. Wilhite, and recorded in Deed Book 661 at page 494 of said land records); and

Beginning at a point 102 feet South of the Northeast corner of Block 156 of and according to Ragsdale's Survey in the City of Meridian, Lauderdale County, Mississippi, and running thence West 170.9 feet, thence South 78 feet, thence East 170.9 feet, thence North 78 feet to the point of beginning. ALSO, all right, title and interest in and to a strip of ground 2 feet wide North and South running along the entire North side of the above described property. (Encumbered by deed of trust dated March 30, 1974, in favor of Mrs. Bert E. Davis, recorded in Deed Book 748 at page 448 among said land records); and

Beginning at the Northwest Corner of Block 60 of and according to Ragsdale's Survey in the City of Meridian, Lauderdale County, Mississippi, and from said point of beginning run South a distance of 33 feet, run thence East a distance of 62.5 feet, run thence North a distance of 33 feet, run thence West a distance of 62.5 feet to the point of beginning, said property being further described as: 33 feet off of and across the North end of Lots 7 and 8, Block 60, Ragsdale's Survey, located in the E 1/2 of the NW 1/4 of Section 18, Township 6 North, Range 16 East, in the City of Meridian, Lauderdale County, Mississippi; and

- ✓ Lots A, B, Q, and R, in Block 41 of and according to Forest Hills, a resubdivision of Brown's Survey in the East 1/2 of the NE 1/4 of Section 12, Township 6 North, Range 15 East, Lauderdale County, Mississippi, as per map of said resubdivision recorded in Map Book 2 at page 36 of the records in the office of the Chancery Clerk of Lauderdale County, Mississippi; (Encumbered by Deed of Trust dated September 1, 1975, in favor of James R. Purnell, recorded in Deed Book 783 at page 413); and
- ✓ Lot 3 and 8 feet off and across the East side of Lot 4 of and according to Block 21 of Ball's Survey of the City of Meridian, Lauderdale County, Mississippi. (Encumbered by Deed of Trust dated November 18, 1975, in favor of Home Federal Savings & Loan Association, recorded in Book 787 at page 436 among said land records); and
- ✓ Lots 1 and 2, less and except a strip of ground 45 feet wide measured North and South off the South ends of both of said lots, in Block 21 of and according to Ball's Survey of the City of Meridian, Lauderdale County, Mississippi. (Encumbered by Deed of Trust dated December 26, 1975, in favor of Home Federal Savings & Loan Association and recorded in Deed Book 789 at page 491 of said land records); and

PARCEL NO. ONE

- ✓ All that part of the South 3/4 of the East 1/2 of the Northeast Quarter (NE 1/4) in Section 20, Township 6 North, Range 16 East, lying and being West of the Creek running through said East 1/2 of the Northeast Quarter (NE 1/4) in a Northwesterly and Southeasterly direction, Lauderdale County, Mississippi.

PARCEL NO. TWO

- ✓ The Southeast Quarter (SE 1/4) of the Southwest Quarter (SW 1/4) in Section 21, Township 6 North Range 16 East of Lauderdale County, Mississippi.

PARCEL NO. THREE

- ✓ The Southeast Quarter (SE 1/4) of the Northwest Quarter (NW 1/4) and the Southwest Quarter (SW 1/4) of the Northwest Quarter (NW 1/4) in Section 21, Township 6 North, Range 16 East, Lauderdale County, Mississippi, Less and Except that portion thereof heretofore sold by instrument of record in Deed Book 304 at page 579, among the land records in the Office of the Chancery Clerk of Lauderdale County, Mississippi.

PARCEL NO. FOUR

- ✓ Beginning at the Northeast corner of the Northwest Quarter (NW 1/4) of the Southwest Quarter (SW 1/4) of Section 21, Township 6 North, Range 16 East, Lauderdale County, Mississippi; run thence South 6.5 chains; run thence West 15.305 chains; run thence North 6.5 chains; run thence East 15.305 chains to the point of beginning, being a part of the Northwest Quarter (NW 1/4) of the Southwest

Quarter (SW 1/4) of said Section 21. Less and  
Except that portion thereof, which may have been  
 conveyed by instrument of record in Deed Book  
 304, at page 579, in said Chancery Clerk's office.  
 (Encumbered by Deed of Trust dated September 7,  
 1976, in favor of Mrs. Bernice B. Campbell of  
 record in Book 802 at page 357 of said land re-  
 cords and encumbered by Deed of Trust dated August  
 16, 1976, in favor of Lucile W. Allen, recorded  
 in Book 800 at page 581 of said land records); and

Lot 8, Block 16, Ragsdale Survey of the City of  
 Meridian, Lauderdale County, Mississippi, LESS  
 AND EXCEPT that real property within the lines  
 beginning at a point at the Southwest corner  
 of said Lot 8, Block 16, Ragsdale Survey of  
 the City of Meridian, Lauderdale County, Missis-  
 sippi, run thence North two (2) feet, East sixty-  
 six (66) feet parallel with the South line of  
 said Lot and Block; thence South two (2) feet;  
 thence West along the South line of said lot and  
 block Sixty-six (66) feet to the point of be-  
 ginning. (Encumbered by deed of trust dated  
 November 18, 1975, in favor of Home Federal Sav-  
 ings & Loan Association, recorded in Book 787 at  
 page 432 of said land records); and

The South 1/2 of Lots 5, 6, 7 and 8 in Block 41  
 of and according to Ragsdale's Survey of the City  
 of Meridian, Mississippi, and

An undivided one-half interest in and to the following  
 described property:

The Southwest quarter (SW 1/4) of the South-  
 east quarter (SE 1/4) and the Northeast quarter  
 (NE 1/4) of the Southeast quarter (SE 1/4) in  
 Section 13. The Southwest quarter (SW 1/4) of  
 the Northwest quarter (NW 1/4) and the Northwest  
 quarter (NW 1/4) of the Southwest quarter (SW 1/4)  
 and the Northwest quarter (NW 1/4) of the South-  
 west quarter (SW 1/4) and the Northeast quarter  
 (NW 1/4) of the Southwest quarter (SW 1/4) and the  
 Southeast quarter (SE 1/4) of the Southwest quarter  
 (SW 1/4) in Section 18. All in Township 4 North,  
 Range 16 East, Clarke County, Mississippi. LESS  
 AND EXCEPT that portion of the Northwest quarter  
 (NW 1/4) of the Southwest quarter (SW 1/4) and the  
 Northeast quarter (NE 1/4) of the Southwest quarter  
 (SW 1/4) in said Section 18 which lies East of  
 the public road running at a Northerly and Southerly  
 direction through said property.

ALSO, beginning at the Southwest corner of the  
 Southeast quarter (SE 1/4) of the Northwest quarter  
 (NW 1/4) of Section 18, Township 4 North, Range  
 16 East, run thence East 210 feet, run thence  
 North 210 feet, run thence West 210 feet, run thence  
 South 210 feet to the point of beginning.

VALUE OF \$32,290.00, which includes the value of  
 furnishings, per limited partner

EXHIBIT B

Equitable Life Assurance Society of the United States:

<u>Policy Number</u>	<u>Date of Issue</u>
75-227-790	1-24-75
59-230-703	1-26-59
72-250-316	1-26-72
59-230-705	2-20-59
75-225-756	1-28-75
75-222-328	1-24-75
59-230-704	2-20-59
59-230-702	2-20-59
75-223-427	1-24-75

AGGREGATE NET VALUE of \$976.00 per  
limited partner

Bill No. 229

**EXHIBIT C**

**CAPITAL STOCK:**

200 shares of the capital common stock of Southern  
Airways \$150.00 per limited partner

**CASH MONEY:**

\$448.00 per limited partner

## **INDEBTEDNESSES:**

Deed of Trust dated December 23, 1974, recorded in Deed Book 765 at page 260 among the land records in the office of the Chancery Clerk of Lauderdale County, Mississippi, which deed of trust was made by Betty M. Little.

Deed of Trust dated December 23, 1974, recorded  
in Deed Book 765 at page 367 of said land records  
also made by Betty M. Little.

Deed of Trust dated January 7, 1971, recorded in Deed Book 686 at page 334 of said land records which deed of trust was made by John Stephens and Penny Stephens.

Present value of the indebtednesses represented by the above deeds of trust is \$3,970.00 per limited partner.

STATE OF MISSISSIPPI  
COUNTY OF LAUDERDALE  
I CERTIFY THAT THIS IS A TRUE COPY  
H. G. JOHNSON, JR., Chancery Clerk

BY Ann Weber

Book 36 Page 429 Nov. 28, 1983 1:24 P.M.

State of Mississippi  
Lauderdale County  
Filed:

H. D. Johnson, Jr.  
Chancery Clerk

STATE OF MISSISSIPPI  
COUNTY OF LAUDERDALE

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

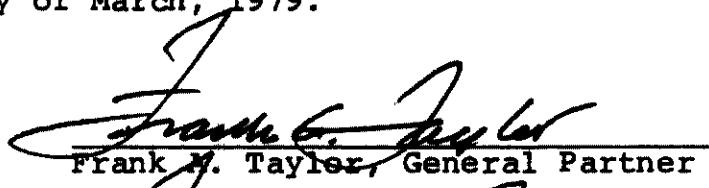
WHEREAS, heretofore the undersigned Frank A. Taylor, General Partner and Attorney-in-Fact for the Limited Partners, executed that certain Certificate of Limited Partnership, bearing date of January 1, 1977, filed for record in Deed Book 809 at page 221 of the land records of the office of the Chancery Clerk of Lauderdale County, Mississippi; and,

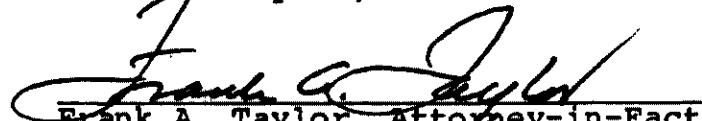
WHEREAS, said Certificate of Limited Partnership now should be amended so as to eliminate as a limited partner Michael D. Taylor, Trustee under Trust Agreement dated June 27, 1970, recorded in Deed Book 682, page 46, among the land records in the office of the Chancery Clerk of Lauderdale County, Mississippi, and to substitute in his place and stead Jetson S. Taylor, 2619 - 32nd Street, Meridian, Mississippi 39301, in view of the fact that the trust described in said Trust Agreement dated June 27, 1970, has terminated by its terms and the assets of the trust estate have been transferred, conveyed and assigned to Jetson S. Taylor, said assets consisting entirely of an interest in said limited partnership and the Articles of Partnership dated January 1, 1977, having contemplated the termination of said trust and the assignment to the said Jetson S. Taylor of the interest of the Trustee in the Limited Partnership;

NOW, THEREFORE, in consideration of the foregoing premises, that certain Certificate of Limited Partnership described above be and the same is hereby amended so as to

eliminate Michael D. Taylor, Trustee, as a limited partner and to substitute in his place and stead Jetson S. Taylor, 2619 - 32nd Street, Meridian, Mississippi 39301, the said Michael D. Taylor having executed the Agreement of Limited Partnership.

This the 27 day of March, 1979.

  
Frank M. Taylor, General Partner

  
Frank A. Taylor, Attorney-in-Fact  
for Michael D. Taylor, Mrs. Janis E. Taylor Widner, Frank D. Taylor and Jetson S. Taylor, Limited Partners

STATE OF MISSISSIPPI

COUNTY OF LAUDERDALE

Personally appeared before me, the undersigned authority in and for said county and state, the within named Frank A. Taylor, General Partner, and Frank A. Taylor, Attorney-in-Fact for Michael D. Taylor, Mrs. Janis E. Taylor Widner, Frank D. Taylor and Jetson S. Taylor, Limited Partners, who acknowledged to me that he signed and delivered the above and foregoing instrument on the day and year mentioned therein.

GIVEN under my hand and official seal on this the 27<sup>th</sup> day of March, 1979.

  
Jane M. M. Elzey  
Notary Public

My commission expires: 1-11-80

(Seal)

STATE OF MISSISSIPPI }  
COUNTY OF LAUDERDALE }  
I CERTIFY THAT THIS IS A TRUE COPY  
H. G. JOHNSON, JR., Chancery Clerk  
BY Ann Wilson D.C.