

**CERTIFICATE OF FORMATION OF
LIMITED PARTNERSHIP**

The undersigned, being desirous of forming a Limited Partnership under the Act of Idaho entitled "The Uniform Limited Partnership Act", hereby make and sign the following certificate for that purpose:

1. **Name.** The name under which the Partnership shall be conducted is **N & S LIMITED PARTNERSHIP**.

2. **Purpose.** The purpose of the Partnership shall be to invest in Real Property.

3. **Location.** The location of the Partnership's principal place of business is 404 S. 8th Street, Suite 410, Boise, Idaho. The registered agent is Carl C. Straub, Jr.

4. **Partners.** The names and places of residence of the General and Limited Partners are:

Carl C. Straub Jr.	General Partner	404 S. 8th Street Suite 410 Boise, Idaho 83702
Stephen J. Nafus	General Partner	Box 42 Carmen, Idaho 83462
Neil M. Nafus Trust	Limited Partner	404 S. 8th Street Suite 410 Boise, Idaho 83702
Tina L. Nafus Trust	Limited Partner	404 S. 8th Street Suite 410 Boise, Idaho 83702

5. **Term.** The Partnership shall continue for an indefinite term.

6. **Initial Contributions.** The limited Partners have contributed the following cash to the Partnership:

Neil M. Nafus	\$43,750.00
Tina L. Nafus	\$43,750.00

The General Partners have contributed the following cash to the Partnership:

Carl C. Straub, Jr.	\$43,750.00
Stephen J. Nafus	\$43,750.00

7. Additional Contributions. Each Limited Partner may make any additional contributions to the capital of the Partnership as may from time to time be agreed upon by the General Partners.

8. Withdrawals. Each Limited Partner may make those withdrawals from his capital account as may from time to time be agreed upon by the General Partners.

9. Profits. By reason of their contributions the Partners shall receive the following percentages of the net profits of the Partnership:

Carl C. Straub, Jr.	25%
Stephen J. Nafus	25%
Neil M. Nafus	25%
Tina L. Nafus	25%

10. Dissolution. In the event of the retirement, death, or insanity of a General Partner, the remaining Partners shall have the right to continue the business of the Partnership under the same name by themselves, or in conjunction with any other person or persons they may select.

11. Distributions. Partner will receive distribution at such times and in such amounts as determined by General Partners. Such distribution can include a return of all or part of the Partnership capital.

In witness whereof, we have hereunto set our hands and seals this day of , 1984.

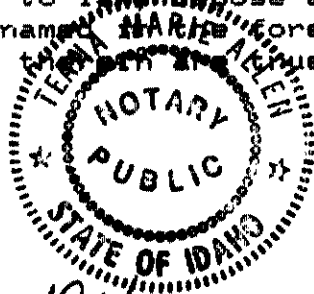
Stephen J. Nafus
General Partner
NEIL M. NAFUS TRUST
Carl C. Straub, Jr.
Limited Partner

Carl C. Straub
General Partner
TINA L. NAFUS TRUST
Carl C. Straub, Jr.
Limited Partner

Witnesses:

STATE OF Idaho }
County of Ada } ss

Carl C. Straub, Jr. and Stephen J. Nafus, being duly sworn according to law, depose and certify that they are the General Partners named in the foregoing certificate and that the facts set forth therein are true and correct.



Teana Marie Allen
Notary Public
My Commission expires: May 4, 1988.

STATE OF Idaho }
County of Ada } ss

Carl C. Straub, Jr. Trustee, of the Neil M. Nafus Trust and Tina L. Nafus Trust, being duly sworn according to law, depose and certify that they are the Limited Partners named in the foregoing certificate and that the facts set forth therein are true and correct.



Teana Marie Allen
Notary Public
My Commission Expires: May 4, 1988