

DEC 30 4 34 PM '85  
SECOND AMENDED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
EXECULINES LIMITED PARTNERSHIP

The undersigned, having formed a limited partnership pursuant to the laws of the State of Idaho and being all of the members of such limited partnership, having signed and sworn to this Second Amended Certificate, certify as follows:

1. The name of the limited partnership is EXECULINES LIMITED PARTNERSHIP.

2. The character of the business of the partnership is as follows: To engage in the business of providing long distance telecommunication services to customers in the State of Idaho.

3. The location of the business is 7259 Franklin Road, Boise, Idaho 83709.

4. The name and address of the registered agent is Kristie Browning, 7259 Franklin Road, Boise, Idaho 83709.

5. The names and addresses of the General and Limited Partners are as follows:

General Partners:

Kristie Browning  
828 Holbrook  
Boise, Idaho 83704

Douglas Cleveland  
Route #4, Box 4455  
Nampa, Idaho 83651

Execulines, Inc.,  
an Idaho corporation  
7259 Franklin Road  
Boise, Idaho 83709

Limited Partners:

Names and addresses of the Limited Partners are set forth on Exhibit "A" which is attached hereto and by this reference incorporated herein.

6. The amount of cash and a description and statement of the agreed value of the other property or labor or services contributed by each Partner, and the percentage of interest of

each Partner in the profits of the partnership, are set forth on Exhibit "A" which is attached hereto and by this reference incorporated herein.

7. The Limited Partners are not required to make any additional contributions to the partnership.

8. A Limited Partner may assign his interest to a substitute Limited Partner after offering it for sale to the General Partners.

9. Upon liquidation, the Partners shall continue to share profits or losses during liquidation in the same proportions as before dissolution. The partnership assets or proceeds thereof shall be distributed in payment of the liabilities of the partnership in the following order:

a. Payment to creditors of the partnership, other than partners, in the order of priority provided by law;

b. Payment to Partners for loans, if any, made by them to the partnership;

c. Payment to the Limited Partners of the credit balance, if any, in their capital account;

d. Payment to the General Partners of the credit balances in their respective capital accounts;

e. Payment to all Partners in the percentage which they share in the profits of the partnership.

10. No Limited Partner is given the right to demand and receive property other than cash in return for his contribution, except that, upon dissolution of the partnership, if the General Partners deem it in the best interests of the partnership, a distribution may be made to the Partners in kind in accordance with the provisions of the Limited Partnership Agreement. No Limited Partner is given priority over another Limited Partner as to return of contribution or income. As among the Limited Partners, in any allocation of return of contribution or income to the Limited Partners, each Limited Partner shall share in the allocation in the proportion that his number of partnership units as a Limited Partner bears to the total number of partnership units held by Limited Partners.

11. The partnership commenced on the 2nd day of April, 1984, and shall continue until terminated as provided in the Limited Partnership Agreement. The business of the partnership may be continued upon the death, retirement or insanity of a General Partner if the remaining Partners agree to continue the partnership.

12. Pursuant to paragraph 14 of the Limited Partnership Agreement entitled "Power of Attorney", each Limited Partner has given each General Partner the power to execute this Second Amended Certificate of Limited Partnership.

IN WITNESS WHEREOF, this Second Amended Certificate is signed and sworn to this 23<sup>rd</sup> day of September, 1985.

"GENERAL PARTNERS"

Kristie Browning  
Kristie Browning

Douglas Cleveland  
Douglas Cleveland

EXECULINES, INC., an  
Idaho corporation

ATTEST:

By Douglas Cleveland  
Douglas Cleveland, Secretary

By Kristie Browning  
Kristie Browning, President

"LIMITED PARTNERS"

All Limited Partners as set forth on Exhibit "A" which is attached hereto and by this reference incorporated herein.

By Kristie Browning  
Kristie Browning, a General  
Partner, as attorney-in-fact

SUBSCRIBED AND SWORN TO before me this 23 day of  
September, 1985.

(SEAL)

Theresa Van Houten  
Notary Public for Idaho

EXECULINES, INC., an Idaho  
corporation

ATTEST:

*Douglas Cleveland*  
Douglas Cleveland, Secretary

By *Kristie Browning*  
Kristie Browning, President

"GENERAL PARTNERS"

All limited partners as set forth on Exhibit "A" which is  
attached hereto and by this reference incorporated herein.

By *Kristie Browning*  
Kristie Browning, a general  
partner, as attorney-in-fact

"LIMITED PARTNERS"

SUBSCRIBED AND SWORN to before me this 13<sup>th</sup> day of  
August, 1986.

(SEAL)

*Cindy Abbott*  
Notary Public for Idaho  
Residing at *Idaho*, Idaho  
My Commission Expires: 10-7-86

# EXHIBIT "A"

<u>NAME/ADDRESS</u>	<u>CONTRIBUTED</u>	<u>OF SERVICES</u>	<u>INTEREST</u>
<u>General Partners:</u>			
Kristie Browning 828 Holbrook Boise, ID 83704		Organizational services - No agreed value	1.0%
Douglas Cleveland Rt.#4, Box 4455 Nampa, ID 83651		Organizational services - No agreed value	1.0%
Execulines, Inc. 7259 Franklin Rd.		Organizational services - No	28.0%
<u>Limited Partners:</u>			
C. Paul Munson Rt.#6, Box 259 Caldwell, ID 83605		Syndication services \$27,083.33	6.5%
Richard Kindall 4745 Shawnee Way Boise, ID 83709		Syndication services \$27,083.33	6.5%
White, Ahrens, Peterson & Perry, P.A. P. O. Box 247 Nampa, ID 83651		Legal services \$12,500.00	3.0%
Larry Sorenson Mary Ann Sorenson Rt.#1, box 1090 Parma, ID 83660	\$12,500.00		3.0%
Marvin Sorenson Vearl Sorenson Rt.#1, Box 1083 Parma, ID 83660	\$12,500.00		3.0%
Charles Siewart Harriet A. Siewart Rt.#6, Box 284 Caldwell, ID 83605	\$25,000.00		6.0%

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<u>NAME/ADDRESS</u>	<u>CONTRIBUTED</u>	<u>OF SERVICES</u>	<u>INTEREST</u>
Conley B. Kindall Rowena K. Kindall Rt.#1, Box 325 Caldwell, ID 83605	\$ 6,250.00		1.5%
Lynn L. Sorenson Phyllis Sorenson Rt.#1 Parma, ID 83660	\$12,500.00		3.0%
Marvin Trueblood Margaret Trueblood Rt.#6, Box 211A Caldwell, ID 83605	\$12,500.00		3.0%
Jerry E. Ogstad Kathleen Ogstad 623 Main Street Caldwell, ID 83605	\$12,500.00		3.0%
Jeffrey Oswald Sherry Oswald P. O. Box 12 Middleton, ID 83644	\$ 6,250.00		1.5%
James D. Shervik Lynette F. Shervik P. O. Box 981 Nampa, ID 83651	\$12,500.00		3.0%
Warren E. Stevens P. O. Box 45189 Boise, ID 83711	\$12,500.00		3.0%
Charles A. Wikstrom Charlene Wikstrom Rt.#1 Wilder, ID 83676	\$12,500.00		3.0%
Charles A. Wikstrom as custodian for Wendy Wikstrom and Joseph Wikstrom Rt.#1 Wilder, ID 83676	\$12,500.00		3.0%

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<u>NAME/ADDRESS</u>	<u>CONTRIBUTED</u>	<u>OF SERVICES</u>	<u>INTEREST</u>
Richard wood Gail Wood Rt.#10, Box 374 Caldwell, ID 83605	\$12,500.00		3.0%
Dale Robertson 1138 Rice Canyon Fallbrook, CA 92028	\$ 6,250.00		1.5%
Fred L. Scott 207 Elder Street Nampa, ID 83651	\$ 6,250.00		1.5%
A. A. Koch Dorothy Koch 2501 Terrace Drive Caldwell, ID 83605	\$12,500.00		3.0%
Glenn Koch Pauline I. Koch Rt.#7, Box 50 Caldwell, ID 83605	\$12,500.00		3.0%
Koch, Inc. 2501 Terrace Drive Caldwell, ID 83605	\$12,500.00		3.0%
Jon M. Steele 1419 Warm Springs Ave. Boise, ID 83702	\$12,500.00		3.0%
	TOTAL		<u>100.0%</u> =====

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