

State of Idaho

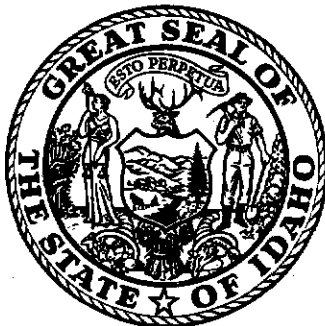
Office of the Secretary of State

LIMITED PARTNERSHIP REINSTATEMENT CERTIFICATE

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that the registration of **STUKENHOLTZ FAMILY INVESTMENTS LIMITED PARTNERSHIP**, file number L 589 , a limited partnership organized under the laws of the State of Idaho, was administratively terminated on , for failure to file the required annual report form by the date due.

I FURTHER CERTIFY That the limited partnership has on , been reinstated on the records of this office, and that its registration in the State of Idaho is hereby restored.

Dated: May 23, 2012



Ben Yursa

SECRETARY OF STATE

By

[Signature]

**RANCHO VISTA ASSOCIATES,
A LIMITED PARTNERSHIP**

**DEC 22 9 17 AM '87
SECRETARY OF STATE**

**SECOND AMENDMENT TO
THIRD AMENDED AND RESTATED CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP**

THIS AMENDMENT is made on December 21, 1987, by and among JAMES W. CHASE, a Nevada resident, JERRY A. MORRIS, a Nevada resident, and BAUKOL CONSTRUCTION, INC. OF ARIZONA, an Arizona corporation, as General Partners; THE GULLEDGE INVESTMENT COMPANY, a Delaware corporation, as Special General Partner; and GULLEDGE REALTY INVESTORS II, a Virginia limited partnership, as Limited Partner.

RECITALS:

WHEREAS, the partners formed Rancho Vista Associates, A Limited Partnership (the "Partnership") on January 10, 1984, and filed a Certificate of Limited Partnership with the Idaho Secretary of State on February 7, 1984;

WHEREAS, certain partners executed an Amended and Restated Certificate of Limited Partnership on March 30, 1984, and filed the document with the Idaho Secretary of State on April 19, 1984;

WHEREAS, certain partners executed an Amended and Restated Certificate and Agreement of Limited Partnership on March 30, 1984;

WHEREAS, certain partners executed an Amended and Restated Certificate and Agreement of Limited Partnership at various times between August 31, 1985 and November 15, 1985, and filed the document with the Idaho Secretary of State on November 19, 1985;

WHEREAS, certain partners executed a Third Amended and Restated Certificate and Agreement of Limited Partnership (the "Prior Agreement") on February 1, 1986, and filed the document with the Idaho Secretary of State on June 3, 1986;

WHEREAS, certain partners executed a First Amendment to the Prior Agreement on May 27, 1986, and filed the document with the Idaho Secretary of State on June 23, 1986;

WHEREAS, the partners intend to execute a Second Amendment to the Prior Agreement in order to (i) increase the limited partnership interests of the General Partners, (ii) decrease the limited partnership interest of the Limited Partner, and (iii) otherwise continue the Partnership and maintain the

217

**APPLICATION FOR REINSTATEMENT**

To the SECRETARY OF STATE, STATE OF IDAHO

1. The name of the Idaho limited partnership applying for reinstatement following administrative dissolution or forfeiture, if available, is:
STUKENHOLTZ FAMILY INVESTMENTS LIMITED PARTNERSHIP
2. The date of its organization was: **February 9, 1984**
3. The limited partnership hereby applies for reinstatement. If the entity name is unavailable, a certificate of amendment for a name change must be attached.

Signature:

General Partner

Date:

(must be signed by a partner of the LP)

Secretary of State use only

IDAHO SECRETARY OF STATE
05/23/2012 05:00
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rights and obligations of the partners as stated in the Prior Agreement;

NOW, THEREFORE, the partners, intending to be legally bound, hereby agree and certify the following:

FIRST: Limited Partner GULLEDGE REALTY INVESTORS II defaulted in the payment of its capital contribution required by Article 5.04(B) of the Prior Agreement.

SECOND: The partners hereby amend Exhibit 1 to the Prior Agreement to reflect the following changes in the partners' limited partnership interests:

A. Pursuant to Article 5.05(B) of the Prior Agreement, the partnership interest of General Partners Jerry A. Morris and Baukol Construction, Inc. is hereby increased from 1.66% to 12.13%. The partnership interest of General Partner James W. Chase is hereby increased from 1.67% to 12.14%.

B. Pursuant to Article 5.05(B) of the Prior Agreement, the Limited Partner's partnership interest is hereby reduced from 94.9% to 63.5%.

C. An amended Exhibit 1 is attached hereto setting forth the interests of the General and Limited Partners. The attached Exhibit 1 shall supercede and replace the former, which shall have no force and effect.

THIRD: Pursuant to Article 5.05(B) of the Prior Agreement, the Limited Partner's limited partnership interest shall increase in proportion to the amount of the default it cures. The Partners shall effectuate this increase by amending Exhibit 1 to the Prior Agreement.

FOURTH: Except as expressly provided in this Amendment, the Prior Agreement shall remain in full force and effect.

FIFTH: The partners may execute this Amendment in several counterparts, which shall be treated as originals for all purposes. Each executed counterpart constitutes one agreement, which binds all partners, notwithstanding that all parties do not sign the original or the same counterpart. The counterpart shall be admissible into evidence as an original against the person who executed it.

SCHEDULE OF PARTNERS

	<u>Interest</u>	<u>Previous Capital Contributions(1)</u>	<u>Subsequent Capital Contributions(2)</u>
General Partners:			
James W. Chase 3495 Victory Las Vegas, Nevada 89121-7218	12.14%	\$ 10	none
Jerry A. Morris 4973 South Alondra Las Vegas, Nevada 89118	12.13%	\$ 10	none
Baukol Construction, Inc. . . of Arizona 1826 South Broadway Suite 2A Mesa, Arizona 85202	12.13%	\$ 10	none
Special General Partner:			
The Gulledge Investment Company 5203 Leesburg Pike Suite 701 Falls Church, Virginia 22041	0.10%	\$ 20	none
Limited Partner:			
Gulledge Realty Investors II c/o The Gulledge Corporation 5203 Leesburg Pike Suite 701 Falls Church, Virginia 22041	63.50%	\$ 107,160	\$ 53,000

(1) Previous Capital Contributions represent Capital Contributions paid on or before execution of the Second Amendment to the Prior Agreement.

(2) Subsequent Capital Contributions represent Capital Contributions past due but unpaid as of execution of the Second Amendment to the Prior Agreement pursuant to Article 5 of the Prior Agreement.

RANCHO VISTA ASSOCIATES,
A LIMITED PARTNERSHIP

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OF LIMITED PARTNERSHIP

SIGNATURE PAGE

JAMES W. CHASE,
as General Partner

Witness:

Alice D. Smith

James W. Chase

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

DONE, SIGNED, SWORN TO AND ACKNOWLEDGED by James W.
Chase, in the presence of the above Witness and undersigned Notary
this 18th day of December, 1987.

Alice D. Smith
Notary Public

My commission expires:

9-1-1991

RANCHO VISTA ASSOCIATES,
A LIMITED PARTNERSHIP

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SIGNATURE PAGE

JERRY A. MORRIS,
as General Partner

Witness: Vivian Jele

Jerry A. Morris

STATE OF NEVADA)
) SS
COUNTY OF CLARK)

DONE, SIGNED, SWORN TO AND ACKNOWLEDGED by Jerry A. Morris, in the presence of the of the above Witness and undersigned Notary this 17th day of ~~November~~ December, 1987.



My Appointment Expires Mar. 3, 1990

Dolores Russell
Notary Public

My commission expires:

Mar 3, 1990

9 17 AM '87
RANCHO VISTA ASSOCIATES,
A LIMITED PARTNERSHIP
SECRETARY

SECOND AMENDMENT TO
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SIGNATURE PAGE

BAUKOL CONSTRUCTION, INC.
OF ARIZONA
as General Partner

Witness: Bur [Signature]

Baukol [Signature]

STATE OF)
COUNTY OF) ss

Baukol DONE, SIGNED, SWORN TO AND ACKNOWLEDGED by Baukol
in the presence of the of the above Witness and
undersigned Notary this 12 day of November, 1987.
Diambur

Theresa M. Koshutek
Notary Public

My commission expires:

My Commission Expires Sept. 30, 1991

RANCHO VISTA ASSOCIATES,
A LIMITED PARTNERSHIP

SECOND AMENDMENT TO
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SIGNATURE PAGE

THE GULLEDGE
INVESTMENT COMPANY
as Special General Partner

Witness:

W.H. H. [Signature]

By: Keith A. Gullidge
VICE CHAIRMAN

STATE OF VIRGINIA)
) ss
COUNTY OF FAIRFAX)

DONE, SIGNED, SWORN TO AND ACKNOWLEDGED by KEITH A.
GULLEDGE in the presence of the of the above Witness and
undersigned Notary this 15th day of ~~November~~, 1987.
DECEMBER

Mary C. Anderson
Notary Public

My commission expires:

1-6-90

**RANCHO VISTA ASSOCIATES,
A LIMITED PARTNERSHIP**

**SECOND AMENDMENT TO
THIRD AMENDED AND RESTATED CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP**

SIGNATURE PAGE

**GULLEDGE REALTY
INVESTORS II,
as Limited Partner**

**By: The Gulledge Corporation,
Its Managing General Partner**

Witness:

W.H. Hylton, Jr.

By:

Keith A. Gulledge
**Keith A. Gulledge, President
VICE CHAIRMAN**

**STATE OF VIRGINIA)
) ss
COUNTY OF FAIRFAX)**

**DONE, SIGNED, SWORN TO AND ACKNOWLEDGED by Keith A.
Gulledge as President of The Gulledge Corporation, in the presence
of the of the above Witness and undersigned Notary this 15th day
of ~~November~~, 1987.
DECEMBER**

Mary C. Anderson
Notary Public

My commission expires:

1-6-90