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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned parties having formed a limited partnership pursuant to Idaho Code, Title 53, Chapter 2, hereby certify as follows:

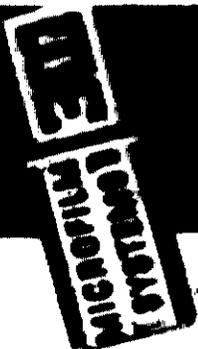
- 1. The name of the limited partnership is NORTHWOODS INVESTORS PROPERTIES.
- 2. The character of the business is investment and real estate and related operations.
- 3. The location of the principal place of business is 227 Pine Street, Sandpoint, Idaho 83864.
- 4. The general partner is Northwoods Investors, Inc., an Idaho corporation with its principal place of business at 227 Pine Street, Sandpoint, Idaho 83864. The limited partners are:

- a. Jack D. Murray, Route 1, Sandpoint, Bonner County, Idaho.
Contribution - \$7,500.00
- b. David E. & Rose M. Parker, Sunnyside, Bonner County, Idaho.
Contribution - \$5,000.00
- c. George F. Rheinschmidt, P.O. Box 985, Sandpoint, Bonner County, Idaho.
Contribution - \$10,000.00
- d. William E. & Shirley J. Watkins, P.O. Box 643, Westwood, Sandpoint, Bonner County, Idaho.
Contribution - \$5,000.00
- e. Julian C. & Jewel L. Benoit, 716 Church Street, Sandpoint, Bonner County, Idaho.
Contribution - \$5,000.00
- f. Gordon D. & Marian A. Spradlin, Wrencoe Loop, Bonner County, Idaho.
Contribution - \$5,000.00
- g. Donald J. & Dorothy L. Dundon, Sandpoint, Bonner County, Idaho.
Contribution - \$5,000.00

*Apr 23, 1984 1:21 PM
Roger M. Hanlon
per 247*

ROGER M. HANLON
Attorney at Law
1st & Main - P.O. Box 1081
Sandpoint, Idaho 83864
Tel. (208) 283-6828

MICROFILM
SYSTEMS



h. William T. & Helene M. Watkins, 4415-76th SW, Everett, Washington

I. Contribution - \$5,000.00
\$10,000

5. The term of the partnership is for an indeterminate period of time not to exceed ten years.

6. Distributions from operations will occur at such time as cash flow from operations exceeds the costs of operations including costs of management and reasonable reserves for business purposes.

7. The share of the profits distributable to the limited partners to which each limited partner is entitled shall be based on the ratio of his capital contribution to the total contributions of the partnership.

8. The partnership has the right to admit additional limited partners.

9. Limited partners shall have the right to assign their beneficial interest in the limited partnership units by written instrument of assignment subject to the restriction that the general partner must be notified and such assignment must not result in the termination of the partnership under Section 708 of the Internal Revenue Service Code.

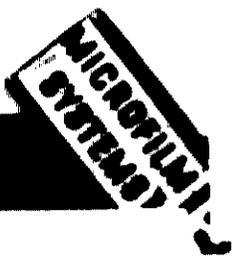
There may be a substitution of limited partners only with the written consent of the general partner, which consent is within the absolute discretion of the general partner.

DATED this 15 day of September, 1980.

NORTHWOODS INVESTORS, INC.

BY: James B. Baird
President

BY: W. Shraw Kachake
Secretary



MICROFILM SYSTEMS

SW,

STATE OF IDAHO)
County of Bonner) ss.

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On this 15 day of September, 1980, before me a Notary Public, in and for said State, personally appeared Julia Beait and A. Shaver, known to me to be the president and secretary respectively of Northwoods Investors, Inc., which corporation is known to me to be the general partner of Northwoods Investors Properties, an Idaho limited partnership, who acknowledged to me that such corporation executed the same as the general partner and in the partnership name.

be based
ontributions

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last above written.

Shirley Mavity
Notary Public-State of Idaho
Residing at Sandpoint

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MICROFILM SYSTEMS

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EXHIBIT B
A PRIVATE PLACEMENT

SIGNATURE VERIFIABLE BY NORTHWOODS INVESTORS, INC.,
IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:
NORTHWOODS INVESTORS, INC.

By Julian Benoit

Number of Units of Capital Interest

1.5

Limited Partners:
Names and Addresses
JACK D. MURRAY

SIGNATURE

Jack D. Murray

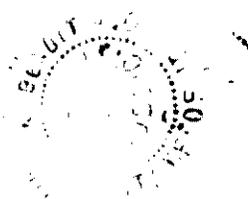
RT 1
SANDPOINT, IDAHO 83864

STATE OF IDAHO
COUNTY OF BONNER

On this day personally appeared before me JACK D. MURRAY

known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to me that ~~XXXX~~ (he) signed the same as ~~XXXXXX~~ (his or ~~XXX~~) free and voluntary act and deed for the purposes mentioned therein.

Given under my and and OFFICIAL seal the 17th day of June 1980.



Julian Benoit
Notary Public, residing at
716 Church St.
Sandpoint, Idaho

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EXHIBIT B

A PRIVATE PLACEMENT

SIGNATURE SCHEDULE OF NORTHWOODS INVESTORS PROPERTIES, AN IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:

NORTHWOODS INVESTORS, INC.

By Julian Barrett

Number of Units of Capital Interest

ONE

Limited Partners:
Names and Addresses

David E. Parker &

Rose M. Parker JTWROS

Signatures

David E. Parker
Rose M. Parker

STATE OF IDAHO

COUNTY OF BONNER

On this day personally appeared before me David E. Parker
& Rose M. Parker known to me to be the individual(s)
described in and who executed the foregoing instrument and ack-
nowledged to me that they (he) signed the same as their (his or
her) free and voluntary act and deed for the purposes mentioned
therein.

Given under my and and OFFICIAL seal the 27th day of August
1980.

Julian Barrett
Notary Public, residing at
Sandpoint, Idaho



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EXHIBIT B
A PRIVATE PLACEMENT

SIGNATURE SCHEDULE OF NORTHWOODS INVESTORS PROPERTIES, AN
IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:

NORTHWOODS INVESTORS, INC.

By

Julian Benoit

Number of Units of Capital Interest

2 Units

Limited Partners:

Names and Addresses

George F. Rheinschmidt
P.O. Box 985

Signatures

George F. Rheinschmidt

Sandpoint,

Idaho 83864

STATE OF IDAHO

COUNTY OF BONNER

On this day personally appeared before me George F. Rheinschmidt

known to me to be the individual(s) described in and who executed the foregoing instrument and acknowledged to me that ~~XXXX~~ (he) signed the same as ~~XXXXXX~~ (his or ~~her~~) free and voluntary act and deed for the purposes mentioned therein.

Given under my and and OFFICIAL seal the 12th day of June 1980.

Julian Benoit
Notary Public, residing at

227 Pine St.
Sandpoint, Idaho

163

EXHIBIT B
A PRIVATE PLACEMENT

SIGNATURE SCHEDULE OF NORTHWOODS INVESTORS PROPERTIES, AN
IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:
NORTHWOODS INVESTORS, INC.
By J.C. Bonnit

Number of Units of Capital Interest

one

Limited Partners:
Names and Addresses

William E. Watkins
Shirley J. Watkins
P.O. Box 643 Westwood
Sandpoint, Idaho 83864

Signatures

William E. Watkins
Shirley J. Watkins

STATE OF IDAHO
COUNTY OF BONNER

On this day personally appeared before me William E. Watkins
Shirley J. Watkins known to me to be the individual(s)
described in and who executed the foregoing instrument and ack-
nowledged to me that they (he) signed the same as their (his or
her) free and voluntary act and deed for the purposes mentioned
therein.

Given under my and and OFFICIAL seal the 28th day of August
1980.

David L. Whit
Notary Public, residing at

Sandpoint, Idaho

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at

EXHIBIT B
A PRIVATE PLACEMENT

SIGNATURE SCHEDULE OF NORTHWOODS INVESTORS PROPERTIES, AN
IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:
NORTHWOODS INVESTORS, INC.

By _____

Number of Units of Capital Interest

One

Limited Partners:
Names and Addresses

Julian C. Benoit
Leann L. Benoit
714 Church St.
Sandpoint, Idaho

Signatures

Julian C. Benoit

STATE OF IDAHO
COUNTY OF BONNER

On this day personally appeared before me

Julian C. Benoit

_____ known to me to be the individual(s)
described in and who executed the foregoing instrument and ack-
nowledged to me that they (he) signed the same as their (his or
her) free and voluntary act and deed for the purposes mentioned
therein.

Given under my and and OFFICIAL seal the 23 day of October,
1980.

Shelby Murty
Notary Public, residing at

Sandpoint, Idaho

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EXHIBIT B
A PRIVATE PLACEMENT

SIGNATURE SCHEDULE OF NORTHWOODS INVESTORS PROPEPTIES, AN
IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:

NORTHWOODS INVESTORS, INC.

By *JC Benoit*

Number of Units of Capital Interest _____

Limited Partners:
Names and Addresses

Gordon D. Spradlin JTWROS

Marian A. Spradlin

Gordon D. Spradlin

Signatures

Gordon D. Spradlin
Marian A. Spradlin

STATE OF IDAHO

COUNTY OF BONNER

On this day personally appeared before me Gordon D. Spradlin

Marian A. Spradlin known to me to be the individual(s) described in and who executed the foregoing instrument and acknowledged to me that they (he) signed the same as their (his or her) free and voluntary act and deed for the purposes mentioned therein.

Given under my and and OFFICIAL seal the 10th day of August 1980.

Julian Benoit
Notary Public, residing at

Sandpoint, Idaho

1966

EXHIBIT B
A PRIVATE PLACEMENT

SIGNATURE SCHEDULE OF NORTHWOODS INVESTORS PROPERTIES, AN
IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:

NORTHWOODS INVESTORS, INC.

By J. Benoit

Number of Units of Capital Interest

One (1)

Limited Partners:
Names and Addresses

Signatures

Donald J. Dundon
Sheraby Lois Dundon JTWRCS

Donald J. Dundon
Sheraby Lois Dundon

STATE OF IDAHO

COUNTY OF BONNER

On this day personally appeared before me DONALD J. DUNDON

SHERABY LOIS DUNDON known to me to be the individual(s)
described in and who executed the foregoing instrument and ack-
nowledged to me that they (he) signed the same as their (his or
her) free and voluntary act and deed for the purposes mentioned
therein.

Given under my and and OFFICIAL seal the 9th day of July
1980.

J. Benoit
Notary Public, residing at
716 Church St.,
Sandpoint, Idaho

714 Chure n St.,
Sandpoint, Idaho

EXHIBIT B
A PRIVATE PLACEMENT

SIGNATURE SCHEDULE OF NORTHWOODS INVESTORS PROPERTIES, AN
IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:
NORTHWOODS INVESTORS, INC.

By *Julian Lewis*

Number of Units of Capital Interest

One (1) Unit

Limited Partners:
Names and Addresses

William T. Watkins & Helene M.
Watkins, JTROS
4415 - 76th SW
Everett, Washington 98203

Signatures

William T. Watkins
Helene M. Watkins

STATE OF IDAHO
COUNTY OF BONNER

On this day personally appeared before me William T. Watkins
+ Helene M. Watkins known to me to be the individual(s)
described in and who executed the foregoing instrument and ack-
nowledged to me that they (he) signed the same as their (his or
her) free and voluntary act and deed for the purposes mentioned
therein.

Given under my and and OFFICIAL seal the 7th day of July
1980.

William F. Watkins
Notary Public, residing at
SANDPOINT IDAHO
Sandpoint, Idaho

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EXHIBIT B

A PRIVATE PLACEMENT

SIGNATURE SCHEDULE OF NORTHWOODS INVESTORS PROPERTIES, AN IDAHO LIMITED PARTNERSHIP

GENERAL PARTNER:

NORTHWOODS INVESTORS, INC.

By J. C. Benoit

Number of Units of Capital Interest

2 Units

Limited Partners:
Names and Addresses

Signatures

E. Ann & Charles R. Jones

321 S. First Ave.

Sandpoint, Idaho 83864

E. Ann Jones
Charles R. Jones

STATE OF IDAHO

COUNTY OF BONNER

On this day personally appeared before me E. Ann Jones

& Charles R. Jones known to me to be the individual(s) described in and who executed the foregoing instrument and acknowledged to me that they (he) signed the same as their (his or her) free and voluntary act and deed for the purposes mentioned therein.

Given under my and and OFFICIAL seal the 4th day of September 1980.

Julian Benoit
Notary Public, residing at

Sandpoint, Idaho

368

239721

AMENDMENT
to
LIMITED PARTNERSHIP
(Northwoods Investors Properties)
an Idaho Limited Partnership
March 13, 1961

Page 6 - Section 3: MANAGEMENT: Amended to exclude the name of M. Sharon Kalkoske.

Page 8 - Section 3e: Broker's Real Estate Commissions: Amend the third sentence of this subtitle to read: "The commission will be paid to the brokers handling the transaction, which the General Partner expects to be Syringa Realty, Inc., an affiliate of General Partners Julian C. Benoit and William E. Watkins, d/b/a Northwoods Investors, Inc."

Page 8 - Section 8.1: Amended to omit the RESUME of M. Sharon Kalkoske.

AMENDMENT
to
ARTICLES OF LIMITED PARTNERSHIP
APPENDIX "B"

6. Limited Partners: Amended to read: "Julian C. Benoit and William E. Watkins, the original Limited Partners, have contributed the sum of \$5,000 each and have received one unit each."

6.1 Amended to read: "The Partnership intends to sell and issue not less than eight (8) units, nor more than 98 additional units, and to admit..."

Amended Exhibit "B" of Articles of Limited Partnership as a list thereof as attached hereto.

-1-
LAD FOR RECORD
BOOK NO. 117A 4:35P
BOOK NO. 927
Amended
for 67

Amendment to Ltd Partnership (Northwoods Investors Prop) - page 3

INVESTORS	ADDRESS	UNITS
BLACK, Selma L.	P. O. Box 214 Sandpoint, Idaho 83864	1
MURRAY, Jack FRO MURRAY, Mark UGMA of Idaho	Route 1 Sandpoint, Idaho 83864	1
MAGGS, Warren J. , Mona R.	13246 SE 125th Street Clackamas, Oregon 97015	2

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Partner
Inc., an
Julian C.
d/b/a

M. Sharon

State of Idaho)
 ss
County of Bonner)

I, Clifford D. Chapin, County Recorder in and for the County and State aforesaid, do hereby certify that the foregoing instrument is a true and correct copy of the original thereof recorded in my office in Book 90 of Maps at page 368.
In Testimony Whereof, I have hereunto set my hand and affixed my official seal this 10 day of December, 1984.

CLIFFORD D. CHAPIN

County Recorder, Bonner County, Idaho

[Signature]
By _____ Deputy

C. Benoit
Partners,
ave received

sell and
than 98

partnership

[Handwritten notes]
in part
see pg 368
pg 67

870

Amendment to Ltd Partnership (Northwoods Investors Prop) - page 2

<u>UNITS</u>	<u>INVESTORS:</u>	<u>ADDRESS</u>	<u>UNITS</u>
1	BENOIT, Julian C. , Jewel L.	716 Church Street Sandpoint, Idaho 83864	1
1	WATKINS, William E. , Shirley J.	Westwood Sandpoint, Idaho 83864	1
2	RHINSCHMIDT, George F.	P. O. Box 985 Sandpoint, Idaho 83864	2.76
	SCHWIN, Floyd R. , Mary L.	P. O. Box 735 Sandpoint, Idaho 83864 (10201 E. Apache Trail Apache Jet, Arizona 85220)	2
	MURRAY, Jack D. , Myrna May	Route 1 Sandpoint, Idaho 83864	3
	DUNDON, Donald J. , Dorothy Lois	140 Forest Road Hayden Lake, Idaho 83835	3
	WATKINS, William T. , Helene M.	4415 76th SW Everett, Washington 98203	1
	SPRADLIN, Gordon D. , Marian A.	Route 2, Box 256 Sandpoint, Idaho 83864	1
	PARKER, David E. , Rose M.	Route 1, Box 531 Sandpoint, Idaho 83864	1
	JONES, Charles R. , E. Ann	321 S. First Avenue Sandpoint, Idaho 83864	2
	BERRY, Jim, Trustee United Service Corp., International Serv. Corp., Northwest Maint. Corp PST	P. O. Box B Sandpoint, Idaho 83864	3
	STERN, Gerald G. , Frances J.	Route 1, Box 403 Sagle, Idaho 83860	1
	<u>INVESTORS-1981:</u>		
	SCHMITT, Matt J.	P. O. Box 68 Kootenai, Idaho 83840	1
	AMMERMAN, Kay Patricia	Lake Villa Apts #142 Coeur d'Alene, Idaho 83814	1
	HULL, Melvin K.	Route 1, Box 520-H Sandpoint, Idaho 83864	1

162
253249

A M E N D M E N T

to

LIMITED PARTNERSHIP
(Northwoods Investors Properties)
an Idaho Limited Partnership
December 17, 1981

AMENDMENT TO ARTICLES OF LIMITED PARTNERSHIP APPENDIX "B"

AMENDMENT:

"Partnership Agreement is made and entered into by and among NORTHWOODS INVESTORS, INC., as general partner, and the limited partners named in 'Schedule of Limited Partners' attached hereto and made a part hereof by this reference:" is amended to read:

"THIS LIMITED PARTNERSHIP AGREEMENT is made and entered into by and among SYRINGA REALTY, INC., as General Partner, and the Limited Partners named in 'Schedule of Limited Partners' attached hereto and made a part hereof by this reference:"

Amendment herewith amends the certificate of Limited Partnership to identify a substitute General Partner, Syringa Realty, Inc., wherever reference is made to and names the General Partner, as per Section 18 of the Articles of Limited Partnership.

Amendment is hereby made of the list of limited partners to reflect additions during the year 1981 to include the following named subscribers:

Betty M. Dickiss	Route 2, Box 314D Sandpoint, Idaho 83864	538-36-6653	2 Units
Marion Skubi, A. J. Skubi, Jr.	P. O. BOX 1005 Sandpoint, Idaho 83864	132-36-5019 525-72-6496	1 "
Anita B. Mull	Route 1, Box 520-H Sandpoint, Idaho 83864	566-22-4622	1 "
Vivian L. Eitzman	P.O. Box 668, Sandpoint, Idaho 83864	446-12-5784	1 "
George W. Kilbury	HCR 66, Box 238 Sagle, Idaho 83860 (N. 824 Oberlin Rd, Spokane, 99206	535-22-2038	1.04 Units
Royal Shields, Sr. & Katharine E. Shields	P. O. Box 964 Sandpoint, Idaho 83864	518-01-3236 519-12-8393	5 Units

FILED FOR RECORD Dec. 22, 1981 AT 1:30 P.M. REQUEST BY Northwoods Investors Properties
CLAYTON B. CHAPMAN, CLERK OF COUNTY RECORDS, COUNTY OF IDAHO BOOK NO. 162-1111
per Betty Dickiss, Secretary Page 162

ificate in both Offering Memorandum and Articles of Limited Partnership; wherever reference is made to General Partner, amendment is made to read: General Partners.

*Syringa Realty Inc
P.O. Box 968
Sandpoint, Idaho 83864*

PAGE ONE OF TWO PAGES

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ADDENDUM - page 2

Julian C. Benoit

JULIAN C. BENOIT, President
Syringa Realty, Inc.

William E. Watkins

WILLIAM E. WATKINS, Sec-Treas.
Syringa Realty, Inc.

Julian C. Benoit

JULIAN C. BENOIT
Individual General Partner

William E. Watkins

WILLIAM E. WATKINS
Individual General Partner

STATE OF IDAHO)
)
County of Bonner) ss

On this 6 day of April, 1982, before me, a Notary Public in and for the State of Idaho, personally appeared JULIAN C. BENOIT and WILLIAM E. WATKINS, known to me, and known to me to be the persons above named, and acknowledged to me that they are the individuals who executed the foregoing instrument.

Annex L. Martens

Notary Public in and for State of
Idaho; residing at Sandpoint therein.
Commission expires June 1984

*next to
Syringa Realty, Inc
P.O. Box 968
Sandpoint, Idaho 83864*

PAGE TWO OF TWO PAGES