

GREGORY INVESTMENTS PARTNERSHIP AGREEMENT

AND

CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
10/26/77
SECY

THIS AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP is made between the undersigned parties on the date of certification set forth below. This document shall constitute not only the agreement between the parties, but shall also constitute a Certificate of Limited Partnership and the General Partners shall file this document in the office of the County Recorder which is the location of the principal place of partnership business, in accordance with I.C.A. 63.202.

1. FORMATION OF LIMITED PARTNERSHIP. ROGER G. GREGORY and ANNIE GREGORY, as the General Partners; ROGER G. GREGORY, ANNIE GREGORY, and ROGER G. GREGORY as custodian for CHANTAL M. GREGORY, MICHELE A. GREGORY and CHRISTINE R. GREGORY under the Idaho Uniform Gifts to Minors Act, as the Limited Partners, hereby agree to form a Limited Partnership pursuant to I.C.A. 53.301 commonly referred to as the Uniform Limited Partnership Law of the State of Idaho, upon the terms and conditions contained in this Agreement and Certificate of Limited Partnership.

The General Partners shall forthwith notify the bank, principal customers and creditors of the existence of the Partnership and its members. The General Partners shall cause all insurance policies, leases and other business contracts to be changed to reflect the existence of the Partnership.

2. NAME AND PLACE OF BUSINESS. The name of the Limited Partnership shall be the GREGORY INVESTMENTS, an Idaho Limited Partnership (the Partnership). The principal place of business of the Partnership shall be Box 699, Priest River, Idaho, or at such other place or places as the General Partners may hereafter determine. The General Partners shall give notice to the Limited Partners, if any, promptly after any change in the location of the principal place of business or office of the Partnership.

Agreement, binding on all the parties hereto, notwithstanding that all of the parties are not signatory to the original or the same counter-part.

34. ENTIRE AGREEMENT. This Agreement contains the entire understanding between the General Partners and Limited Partners and supersedes any prior written or oral agreements between them respecting the within subject matter. There are no representations, agreements, arrangements or understandings, oral or written, between and among the Partners hereto relating to the subject matter of this Agreement which are not fully expressed herein.

35. PARTITION. Each of the Limited Partners hereby irrevocably waives any and all rights that he may have to bring an action for partition with respect to his undivided interest in the Partnership property under the laws now existing or hereafter enacted.

IN WITNESS WHEREOF, the General Partners and Limited Partners
have signed and sealed this Agreement as of the 14 day of February,
1981.

GENERAL PARTNERS:

ADRESSES :

Roger G. Gregory Box 699
ROGER G. GREGORY Priest River, Idaho 83856

Annie Gregory Box 699
ANNIE GREGORY Priest River, Idaho 83856

LIMITED PARTNERS:

ROGER G. GREGORY Box 699
Priest River, Idaho 83856

ANNIE GREGORY Box 699
Priest River, Idaho 83856

Roger G. Gregory Box 699
ROGER G. GREGORY as Custodian Priest River, Idaho 83856
for CHANTAL M. GREGORY

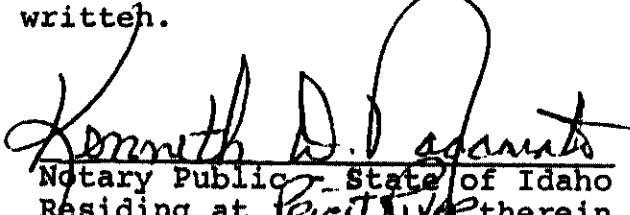
Roger H. Gregory Box 699
ROGER H. GREGORY, as Custodian Priest River, Idaho 83856
for MICHELE A. GREGORY

Roger G Gregory Box 699
ROGER G. GREGORY, as Custodian Priest River, Idaho 83856
for CHRISTINE P. GREGORY

STATE OF IDAHO,)
: ss.
County of Bonner.)

On this 1st day of February, 1981, before me,
the undersigned, a Notary Public in and for the State of Idaho,
personally appeared ROGER G. GREGORY and ANNIE GREGORY, known
to me to be the persons whose names are subscribed to the
within instrument and acknowledged to me that they executed
the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
the day and year first above written.


Kenneth D. Chapin
Notary Public State of Idaho
Residing at ~~Picton~~ ¹⁰⁰ therein
My commission expires: ~~12/12/81~~

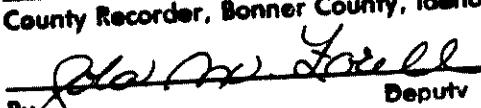
FILED BY Roger Gregory
BOOK 100
PAGE 1 FEE 10.00

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 ~~on Dec 9, 1981~~ ^{# 328602} ~~ss 100~~
In Testimony Whereof, I have hereunto set my hand and affixed my official seal
this 9 day of Dec, 1981

CLIFFORD D. CHAPIN
County Recorder, Bonner County, Idaho


By John M. Treadell
Deputy