

SECOND AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

JAN 11 3 45 PM '84

OF

STATE OF IDAHO

IDAHO FARMS, A LIMITED PARTNERSHIP, LTD

The undersigned, being first duly sworn, desirous of forming a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Idaho, Hereby certify:

1. The name of the partnership is Idaho Farms, A Limited Partnership, LTD.

2. The partnership intends to improve, lease and operate and hold for investment purposes farm land in Canyon County, Idaho, and to engage in or perform any and all other acts or activities customary in connection with or incident to the foregoing.

The principal place of business shall be 921-7th Street, South, Nampa, Idaho 83651, until changed by the designation of the general partners.

4. The names and places of residence of each of the general partners are set forth on Exhibit "B", which is attached hereto.

5. The effective date of this partnership and of this certificate is July 11, 1983. The partnership shall continue unless sooner terminated as provided in the Articles of Limited Partnership for a term of 15 years from the effective date of the partnership.

6. The amount of cash and the description of the agree value of the other property contributed by each limited partner is set forth in Exhibit "B".

7. The limited partners are not required to contribute any additional capital to the limited partnership.

8. There is no time agreed upon when the contribution of each limited partner is to be returned.

9. The share of profits or other compensation which each limited partner shall receive by reason of his contribution is set forth in Exhibit "A".

10. This recordation corrects a clerical error in the first amended certificate of limited partnership.

11. A limited partner does not have the right to substitute an assignee as contributor, in his place except upon the consent of the general partners, and then only upon such conditions as the general partners shall determine.

12. The general partners may issue additional units of limited partnership until 1000 units have been sold after which no additional units of limited partnership may be sold except for the sole purpose of meeting debt service, taxes or preserving partnership property.

13. No limited partner has priority over any other limited partners as to contributions or as to compensation by way of income.

14. The remaining general partner or partners may continue the business of the partnership upon the death, retirement or insanity of a general partner.

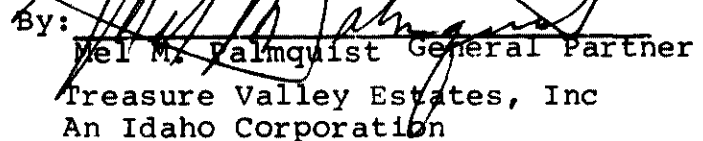
15. No limited partner has the right to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, The undersigned have executed this Certificate the ___ day of _____, ____.

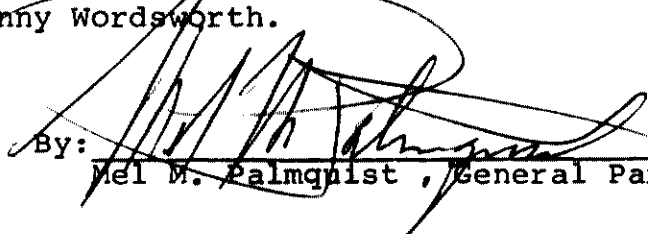
GENERAL PARTNERS:

IDAHO FARMS, A LIMITED PARTNERSHIP, LTD
An Idaho Limited Partnership

By: 
Mel M. Palmquist, General Partner

By: 
Mel M. Palmquist General Partner
Treasure Valley Estates, Inc
An Idaho Corporation

LIMITED PARTNERS: Dr. Carter Noland, Dr. George William Koss, Della Mae Koss, Dr. Charles T. Lenton, Jr. Billy J. Jones. Helen C. Jones, Dr. Robert Herrick, Dr. Roger Tabb, Carol Tabb, Dr. Harold Poole, Gertrude Poole, Dr. James Herrick, Charlotte Herrick, Dr. Robert Craven, Dr. Melvin Bell and Johnny Wordsworth.

By: 
Mel M. Palmquist, General Partner

State of Idaho)
) ss.
County of Ada)

Subscribed and sworn to before the undersigned Notary Public on the _____ day of _____, 19____, individually and as attorney in fact.

NOTARY PUBLIC FOR IDAHO

EXHIBIT 'B'

<u>PARTNER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>UNITS</u>	<u>APPROX. PERCENTAGE</u>
Carter Noland	25,000.00	50	8.0
Geo. Wm. Koss & Della Mae Koss	25,000.00	50	8.0
Charles T. Lenton, Jr.	50,000.00	100	16.0
Billy J. Jones & Helen C. Jones	12,500.00	25	4.0
Robert Herrick	25,000.00	50	8.0
Roger Tabb & Carol Tabb	12,500.00	25	4.0
Harold Poole & Gertrude Poole	25,000.00	50	8.0
James Herrick	12,500.00	25	4.0
Robert Craven	12,500.00	25	4.0
Melvin Bell	25,000.00	50	8.0
Johnny Wordsworth	25,000.00	50	8.0

AMENDMENT

This is a certificate of amendment to amend IDAHO FARMS, A LIMITED PARTNERSHIP, LTD.

This amendment covers: Correction of clerical error in last recording, as follows; 1) Deletion of the name of Dr. Glen Bell, 2) Reduction in number of units for Dr. and Mrs. Harold Poole from 100 units to 50 units, 3) Reduction in number of units for Dr. Melvin Bell from 100 units to 50 units, 4) The addition of a new limited partner, Johnny Wordsworth, purchasing 50 units for a total of \$25,000.00