

FILED EFFECTIVE

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CERTIFICATE OF LIMITED PARTNERSHIP

(Instructions on back of application)

 2006 AUG -1 PM 4: 44
 SECRETARY OF STATE
 STATE OF IDAHO

1. The name of the limited partnership:

Sunset Manor, LP

2. The mailing address of the principle office:

106 NE Main Street, Blackfoot, ID 83221

3. The name and business address of the registered agent:

Murray Jim Sorensen, Attorney; Blaser, Sorensen & Oleson, Chtd., 285 NW Mains St. (PO Box 1)
Blackfoot, ID 83221

4. The name and mailing address of each general partner:

Name Address

Bingham County Senior Citizens Center, Inc., 20 East Pacific Street, Blackfoot, ID 83221

(If more space is needed, continue in item 6.)

5. This limited partnership [☐ is] [☒ is not] a limited liability limited partnership.

6. Other matters (optional):

- A. The above-named partnership elects to be a limited partnership.
 B. Future effective date of Sunset Manor, LP is: the date recognized as a limited partnership by the Idaho Secretary of State.
 C. The duration of the Limited Partnership shall be not less than ten (10) years past the maturity date of September 01, 2041.
 (continued on Exhibit A attached hereto)

7. Signature of all general partners:

Rhea Miles

Rhea Miles

Typed Name

Typed Name

Typed Name

Typed Name

Secretary of State use only

Idaho Secretary of State
 Partnership Form
 Revised 8/7/2005

Web Form

IDAHO SECRETARY OF STATE
 08/02/2006 05:00
 CK: 875215 CT: 172899 BH: 967935
 1 @ 100.00 = 100.00 LTD PTR DM # 4
 1 @ 20.00 = 20.00 EXPEDITE C # 5
 1 @ 20.00 = 20.00 CORP SUR # 6

L5694

EXHIBIT A

- D. Sunset Manor, LP shall be a single asset limited partnership.**
- E. Notwithstanding anything to the contrary contained in this Certificate or any partnership agreement of Sunset Manor, LP, so long as the Secretary of the Department of Housing and Urban Development, ("Secretary") acting by and through the Federal Housing Commissioner ("HUD" or "FHA"), or the Secretary's successors or assigns in is the insurer or holder of the note secured by the Secretary's successors or assigns is the insurer or holder of the note secured by the Mortgages on Sunset Manor, LP, FHA Project No.: 127-11007 Section 207/223(f) (Section 202 Refinancing), in Blackfoot, Bingham County, Idaho (the "Project"), no amendment to the Certificate of Limited Partnership or the Partnership Agreement that results in any of the following will have any force or effect without the prior written consent of the Secretary: Sunset Manor, LP shall not indemnify, hold harmless, or pay all judgments and claims asserted against any limited or several partners, or officers or directors of Bingham County Senior Citizen's Center, Inc., except to the extent mandated by state law and/or to the extent that such indemnification is limited to liability insurance coverage or distribution approved by HUD from residual receipts or surplus cash.**