CERTIFICATE OF LIMITED PARTNERSHIP OF UNIVERSITY COURTYARD PARTNERS, LP

THIS CERTIFICATE OF LIMITED PARTNERSHIP is hereby adopted and filed for UNIVERSITY COURTYARD PARTNERS, LP (the "Partnership"). Accordingly, as of the Effective Date, the undersigned general partner, being more than eighteen years of age, hereby adopts the following Certificate of Limited Partnership pursuant to the Act and the Partnership Agreement for the Partnership:

1. TERMS.

- 1.1 "Act" means the Idaho Uniform Limited Partnership Act, as amended.
- 1.2 "Effective Date" means the date this Certificate of Limited Partnership is filed with the Secretary of State.
 - 1.3 "Partnership" means UNIVERSITY COURTYARD PARTNERS, LP.
 - 1.4 "Secretary of State" means the Secretary of State of the State of Idaho.

2. NAME OF THE LIMITED PARTNERSHIP.

The name of the Partnership is UNIVERSITY COURTYARD PARTNERS, LP.

3. PERIOD OF DURATION OF THE PARTNERSHIP.

The Partnership shall have perpetual duration, subject to being dissolved and wound up according to law as provided in the Act, or by action of the partners pursuant to the Partnership's Partnership Agreement.

4. CREDITORS LIMITED TO CHARGING ORDER.

A judgment creditor of a partner in the Partnership may, upon application and order of a court of competent jurisdiction, charge the Partnership interest of such partner with payment for the unsatisfied amount of a judgment, with interest. However, no judgment creditor of a partner shall be entitled to become a partner. Rather, to the extent a judgment creditor is the beneficiary of a charging order against a partner's interest in the Partnership, the judgment creditor shall only have the rights of an assignee of a Partnership interest, which shall be to receive, to the extent charged, only the distributions to which the partner would be entitled from the Partnership.

5. PRINCIPAL OFFICE.

The principal place of business of the Partnership is the place where Partnership records required to be maintained under Section 30-24-102(b)(6) of the Act will be kept, which, until changed, shall be 1937 Maple Hollow Way, Utah 84010.

6. REGISTERED AGENT.

The name and street address of the Partnership's registered agent is:

Idaho Registered Agent LLC 748 S. Clearwater Loop, Suite D Post Falls, Idaho 83854.

7. NAMES AND BUSINESS ADDRESSES OF GENERAL PARTNER.

The name and business address of the general partner of the Partnership is:

UCGP, LLC

1937 Maple Hollow Way Bountiful, Utah 84010

In the event of the death, incapacity, removal, or dissociation of the general partner, a successor general partner shall be appointed as provided in the partnership agreement of the Partnership.

I declare that this Certificate of Limited Partnership has been examined by me and, to the best of my knowledge and belief, is true, correct and complete.

GENERAL PARTNER:

UCGP, LLC

a Utah limited liability company

By its Manager:

Seaver Management, LLC

a Utah limited liability company

Bv:

Casey S. Keller, Manager