

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

OF

SINCLAIR FAMILY KETCHUM LIMITED PARTNERSHIP

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SEC. OF STATE
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STATE OF IDAHO)
County of Twin Falls) ss.

We, the undersigned, desiring to amend the Certificate of partnership heretobefore, filed on the 21st day of February, 1986 as Number L01075, do now, pursuant to the laws of the State of Idaho, certify as follows:

I.

The name of the partnership shall continue as the SINCLAIR FAMILY KETCHUM LIMITED PARTNERSHIP.

II.

The purpose of the partnership shall continue as to operate the business of purchasing, improving and leasing real property and such other business as may be incident thereto.

III.

The principal place of business of the partnership shall continue as 311 1st Street West, Ketchum, Idaho and the registered agent of the partnership shall remain as J. Walter Sinclair.

IV.

The name and place of residence of the general partner interest in the partnership is as follows:

J. Walter Sinclair
3195 Boehm Estates
Twin Falls, Idaho
83301

V.

The name and place of residence of each limited partner interested in the partnership are as follows:

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP\1

J. Walter Sinclair
3195 Boehm Estates
Twin Falls, Idaho
83301

Rose Ann Astorquia
984 Gallup
Twin Falls, Idaho
83301

Judy S. Imlay
585 Alturas Drive
Twin Falls, Idaho
83301

Jan S. Johanson
2087 Stadium Drive
Twin Falls, Idaho
83301

VI.

The following individual is no longer a partner of the Limited Partnership:

Orriette Colner Sinclair

VII.

The amount of property contributed by each partner is an undivided one-fourth (1/4th) interest in and to the real property house, and personal property located at 311 1st Street West, Ketchum, Idaho, with a fair market value agreed to between the partners of \$30,000.00 for each one-fourth (1/4th) interest.

VIII.

The partnership shall continue perpetually or until terminated as provided in the Partnership Agreement.

IX.

The share of the profits shall be made to the limited partners in proportion of their capital interest in the partnership.

X.

A limited partner has the right to give or assign all or a part of his or her interest in the partnership subject to Article XI of the Partnership Agreement, which requires a written offer to sell said partner's interest first to the partnership, and, second,

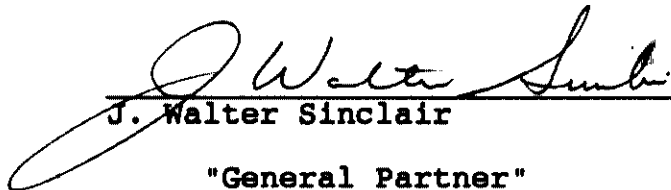
AMENDED CERTIFICATE OF LIMITED PARTNERSHIP\2

to the remaining partners, prior to the proposed sale, gift or assignment.

XI.

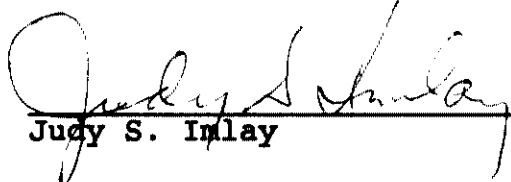
Upon the death, incapacity, withdrawal, or bankruptcy of any general partner, the remaining partners shall have the right to continue the business and by selecting a successor general partner. The deceased or retiring partner's interest in the partnership may be purchased by the partnership as set forth in Article XI of the Partnership Agreement with due adjustments for profits and losses during the fiscal year of his death or retirement, and adjustments for contributions and withdrawals during the period up until the date of his or her retirement.

DATED this 7th day of October, 1990.


J. Walter Sinclair
"General Partner"


J. Walter Sinclair


Rose Ann Astorquia


Judy S. Inlay


Jan S. Johanson
"Limited Partners"

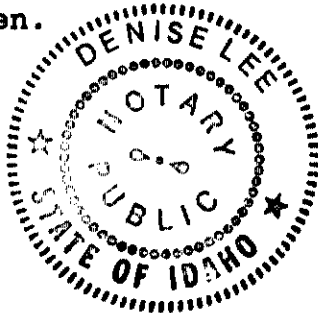
STATE OF IDAHO

County of Twin Falls

) ss.

On this 3 day of October, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared J. Walter Sinclair, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Denise Lee
NOTARY PUBLIC
Residence: Twin Falls
My Commission Expires: 11-4-94

STATE OF IDAHO

County of Twin Falls

) ss.

On this 4th day of October, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Rose Ann Astorquia, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Judy Sinclair Astorquia
NOTARY PUBLIC
Residence: Twin Falls
My Commission Expires: 11/15/92

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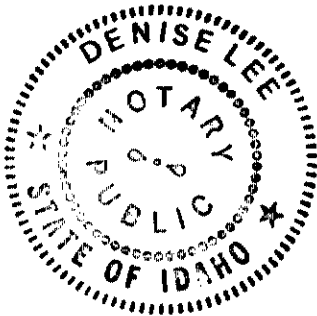
STATE OF IDAHO

County of Twin Falls

) ss.

On this 3 day of October, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Judy S. Imlay, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Denise Lee
NOTARY PUBLIC
Residence: Twin Falls
My Commission Expires: 11-4-94

STATE OF IDAHO

County of Twin Falls

) ss.

On this 3 day of October, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Jan S. Johanson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Jan S. Johanson
NOTARY PUBLIC
Residence: Twin Falls
My Commission Expires: 7/15/92

(SinCert/JWS/dl)

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP\5

FEB 21 9 11 AM '86
CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF IDAHO)
COUNTY OF TWIN FALLS) ss.

We, the undersigned, desiring to form a limited partnership pursuant to the laws of the State of Idaho, certify as follows:

I.

The name of the partnership is the SINCLAIR FAMILY KETCHUM LIMITED PARTNERSHIP.

II.

The purpose of the partnership is to operate the business of purchasing, improving and leasing real property and such other business as may be incident thereto.

III.

The principal place of business of the partnership is 311 1st Street West, Ketchum, Idaho and the registered agent of the partnership is J. Walter Sinclair.

IV.

The name and place of residence of the general partner interested in the partnership is as follows:

J. Walter Sinclair
Rt. 3, Box 6558A
Twin Falls, Idaho
83301-9803

V.

The name and place of residence of each limited partner interested in the partnership are as follows:

Orriette Coiner Sinclair
262 Lincoln Street
Twin Falls, Idaho
83301

Rose Ann Astorquia
984 Gallup
Twin Falls, Idaho
83301

Judy S. Imlay
585 Alturas Drive
Twin Falls, Idaho
83301

Jan S. Johanson
2087 Stadium Drive
Twin Falls, Idaho
83301

VI.

The amount of property contributed by each partner is an undivided one-fifth (1/5th) interest in and to the real property and house located at 311 1st Street West, Ketchum, Idaho, with a fair market value agreed to between the partners of \$22,000.00 for each one-fifth (1/5th) interest.

VII.

The partnership shall continue perpetually or until terminated as provided in the Partnership Agreement.

VIII.

The share of the profits shall be made to the limited partners in proportion of their capital interest in the partnership.

IX.

A limited partner has the right to give or assign all or a part of his interest in the partnership subject to Article XI of the Partnership Agreement, which requires a written offer to sell said partner's interest first to the partnership, and, second, to the remaining partners, prior to the proposed sale, gift or assignment.

X.

Upon the death, incapacity, withdrawal, or bankruptcy of any general partner, the remaining partners shall have the right to continue the partnership business by electing to so continue the business and by selecting a successor general partner. The deceased or retiring partner's interest in the partnership may be purchased by the partnership as set forth in Article XI of the Partnership Agreement with due adjustments for profits and losses during the fiscal year of his death or retirement, and adjustments for contributions and withdrawals during the period up until the date of his retirement.

DATED this 17 day of February, 1986.

J. Walter Sinclair
J. Walter Sinclair

General Partner

Orriette Coiner Sinclair
Orriette Coiner Sinclair

Rose Ann Astorquia
Rose Anne Astorquia

Judy S. Imlay
Judy S. Imlay

Jan S. Johanson
Jan S. Johanson

Limited Partners

STATE OF IDAHO)
County of Twin Falls) ss.

On this 17 day of February, 1986, before me, the undersigned, a Notary Public in and for said County and State, personally appeared J. Walter Sinclair, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Judy S. Imlay
NOTARY PUBLIC

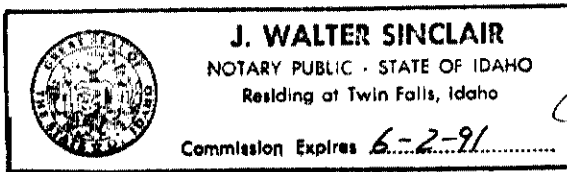
Residence: Twin Falls

Commission expires 7/15/87

STATE OF IDAHO)
County of Twin Falls) ss.

On this 17 day of February, 1986, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Orriette Coiner Sinclair, Rose Ann Astorquia, Judy S. Imlay and Jan S. Johanson, known to me to be the persons whoses names ares subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this
certificate first above written.



J. Walter Sinclair
NOTARY PUBLIC

Residence: Twin Falls, ID