

1 CERTIFICATE OF LIMITED PARTNERSHIP

2 OF

3 SYMMS-OWYHEE LIMITED PARTNERSHIP

4
5 The undersigned, desiring to form a limited partnership
6 pursuant to the laws of the State of Idaho and being all the members
7 of such limited partnership, having signed and sworn to this Certi-
8 ficate, certify as follows:

9 1. Name.

10 The name of the limited partnership is, SYMMS-OWYHEE
11 LIMITED PARTNERSHIP.

12 2. Business.

13 The character of the business of the partnership is as
14 follows:

15 (a) To carry on the real estate business. (i) To acquire
16 (by purchase, exchange, lease, hire or otherwise), hold, own
17 subdivide, develop, improve, manage, operate, let as lessor or
18 sublessor, sell, convey, mortgage and encumber, either alone or in
19 conjunction with others, as partners, joint venturers or otherwise,
20 real estate of every kind, character and description whatever,
21 wherever located, and interests of all kinds therein, and (ii) to
22 carry on the business of managing agent, broker, finder, consultant
23 and all other functions in connection therewith.

24 (b) To deal in personal property. (i) To acquire by
25 purchase, subscription, exchange, lease, hire and every other method,
26 (ii) to hold, own, mortgage, pledge, hypothecate, exchange, vote,
27 use, manage and place in voting trust, (iii) to sell, assign, and
28 otherwise dispose of, and (iv) in every other manner to obtain, use,
29 dispose of and deal in and with, either alone or in conjunction with
30 others, as partners, joint venturers or otherwise, personal property
31 of every kind, tangible or intangible, wherever situated, and
32 interests of every kind therein.

(c) To act on own account for others. To accomplish any
of the foregoing purposes for its own account or as a nominee, agent
or trustee for other individuals, partnerships, corporations or other
intitities.

3. The Name and Address of Registered Agent. The
registered agent of the partnership is, Wm. F. Gigray, Jr., business
address is, P. O. Box 640, Caldwell, Idaho 83605, business office is
at 9th and Dearborn Streets, Caldwell, Idaho 83605; residence is at
919 East Ash, Caldwell, Idaho 83605.

4. Names, Addresses and Designations of Partners.

Darwin Symms, Route #4, Box 774, Caldwell, Idaho 83605
As a general partner - 5%
As a limited partner - 20%

Irene Symms, Route #4, Box 774, Caldwell, Idaho 83605
As a general partner - 5%
As a limited partner - 20%

R. Doyle Symms, Route #4, Box 776, Caldwell, Idaho 83605
As a general partner - 5%
As a limited partner - 20%

Myrtle Symms, Route #4, Box 776, Caldwell, Idaho 83605
As a general partner - 5%
As a limited partner - 20%

5. Contributions by Partners.

Real property located in Owyhee County, State of Idaho, and Malheur County, State of Oregon, of an agreed value by the partners of \$232,261.43.

6. Additional Contributions by Partners.

Limited partners are not required to make additional contribution to capital.

7. Transfer of Partnership Interest.

(a) A general or limited partner may assign his interest in the partnership to another person with the unanimous approval of all the partners.

(b) A general or limited partner may transfer or dispose of his interest by Will or intestacy to, or for the benefit of deceased partner's immediate family or transfer the same during his lifetime, by gift or inter vivos trust to or for the benefit of the partner's immediate family.

8. Right of Partners to Receive Distributions.

A partner shall not have the right to receive, nor shall a general partner have the right to make distribution to a partner of all or any of the partner's contribution to capital, except with the unanimous consent of all the partners or upon the dissolution of the partnership.

9. Priorities Among Limited Partners.

No limited partner has been given the right to priority over any other limited partner for any purpose whatsoever.

10. Dissolution and Termination.

The partnership shall terminate upon the retirement, death, insanity, bankruptcy or insolvency of a general partner except as hereinbefore set out in Paragraph 7(b).

11. Right to Receive Property Other Than Cash.

No limited partner is given the right to demand and receive property other than cash in return for his contribution, except that, upon dissolution of the partnership if the general partners deem it in the best interests of the partnership, they may distribute assets of the partnership to the partners in kind.

1 IN WITNESS WHEREOF, This Certificate is signed and sworn to
2 this 28th day of December, 1982.

3 Darwin Symms
4 Darwin Symms

5 Irene Symms
6 Irene Symms

7 R. Doyle Symms
8 R. Doyle Symms

9 Myrtle Symms
10 Myrtle Symms

11 STATE OF IDAHO)
12)ss.
13 County of Canyon)

14 DARWIN SYMMS, IRENE SYMMS, R. DOYLE SYMMS and MYRTLE SYMMS,
15 each being first duly sworn, depose and say:

16 That we are the general and limited partners in the above
17 entitled Certificate; that we have read the foregoing Certificate of
18 Limited Partnership, know the contents thereof and believe the state-
19 ments therein contained to be true and correct.

20 Darwin Symms
21 Darwin Symms

22 Irene Symms
23 Irene Symms

24 R. Doyle Symms
25 R. Doyle Symms

26 Myrtle Symms
27 Myrtle Symms

28 Subscribed and sworn to before me this 28th day of
29 December, 1982.

30 Wm. L. Newman, Jr.
31 Notary Public for Idaho
32 Residing at Caldwell, Idaho

CHICRAI, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
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