

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**  
**GCEL-2**

**LIMITED PARTNERSHIP**  
**AN IDAHO LIMITED PARTNERSHIP**

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SEC. OF STATE

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The parties hereto do hereby certify that an agreement was made effective June 1, 1989, at Lewiston, Nez Perce County, Idaho, by the following, hereinafter referred to as General Partner:

GEM CHIP & TRADING CO., LTD.

and by the following, hereinafter referred to as Limited Partners:

WILLIAM E. SEEHAFFER

UNA FAY SEEHAFFER

**WITNESSETH:**

The parties hereto on the date described above formed a Limited Partnership pursuant to the provisions of the laws of the State of Idaho.

1. NAME. The name of this Limited Partnership is GCEL-2 Limited Partnership.

2. BUSINESS. The general character of the partnership business shall be to purchase, lease, and sell equipment and to conduct a general business as thereto related.

3. PRINCIPAL PLACE OF BUSINESS. The location of the principal place of business of the partnership is 312 - 17th Street, Lewiston, Nez Perce County, Idaho.

4. REGISTERED AGENT. The registered agent for service for this limited partnership is Manderson L. Miles, whose address is 312 - 17th Street, Lewiston, Idaho 83501.

5. THE PARTNERS. The General Partner and Limited Partners of this limited partnership are as follows:

General Partner:

Gem Chip & Trading Co., Ltd.	Post Office Box 76 Clarkston, Washington 99403
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Limited Partners:

William E. Seehafer	3013 Meadowlark Drive Lewiston, Idaho 83501
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Una Faye Seehafer	3013 Meadowlark Drive Lewiston, Idaho 83501
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6. TERM. The partnership shall begin on the 1st day of June 1989, and shall continue for ten (10) years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners.

7. ADDITIONAL CONTRIBUTIONS. No additional contributions of the limited partners have been agreed upon.

8. RETURN OF CONTRIBUTIONS. No limited partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the partnership.

9. PROFITS. All annual net profits of the partnership shall be divided among the general and limited partners in the same proportions as the partners' then capital interest accounts, unless retained for the partnership investment and business activities.

10. ASSIGNMENTS. A limited partner shall the right to sell his interest in the partnership, but only after such limited partner gives to the partnership a 120-day opportunity to purchase such interest as explained in detail in the partnership agreement.

11. ADDITIONAL LIMITED PARTNERS. The general partner may admit additional limited partners.

12. PRIORITY AMONG LIMITED PARTNERS. There is no priority of one limited partner over another as to the contributions or compensation by way of income.

13. CONTINUANCE OF BUSINESS. Upon the death, retirement, or insanity of the surviving general partner, the partnership shall dissolve unless continued by the remaining partners and selecting when necessary a new general partner. If the last surviving or serving general partner has died, retired, and/or become insane, then the limited partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all limited partners may elect to continue the partnership by selecting a new general partner.

14. PROPERTY OTHER THAN CASH. A limited partner may not demand property other than cash in return for his contributions.

15. AMOUNT OF CASH AND AGREED VALUE AND DESCRIPTION OF OTHER PROPERTY CONTRIBUTED. The partners in the limited partnership have contributed their interest in the property as set forth in Exhibit "A" attached hereto and with an agreed value of \$5,000.

PARTNERS	PERCENTAGE INTEREST	CONTRIBUTIONS
Gem Chip & Trading Co., Ltd.	2%	\$ 100
William E. Seehafer	49%	\$ 2,450
Una Faye Seehafer	49%	\$ 2,450

IN WITNESS WHEREOF, we have hereunto set our hands and  
seals the day and year first above written.

GENERAL PARTNER

Gem Chip & Trading Co., Ltd.,  
a Washington corporation,  
authorized to do business in  
the State of Idaho

By   
William E. Seehafer, President

LIMITED PARTNERS

  
William E. Seehafer

  
Una Faye Seehafer

STATE OF IDAHO,

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ss.

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COUNTY OF NEZ PERCE.

On this <sup>30th</sup> day of ~~June~~ July 1989, before me, the undersigned Notary Public for the State of Idaho, personally appeared William E. Seehafer, president of Gem Chip & Trading Co., Ltd., a Washington corporation, known or identified to me to be the president of the corporation, and acknowledged to me that as the president he executed the same on behalf of the corporation.

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



NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 9-10-92


STATE OF IDAHO,

COUNTY OF NEZ PERCE.

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ss.  
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On this <sup>30th</sup> ~~1st~~ day of ~~Jan~~ <sup>July</sup> 1989, before me, the undersigned Notary Public for the State of Idaho, personally appeared William E. Seehafer, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

  
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NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 9-20-92


STATE OF IDAHO,

COUNTY OF NEZ PERCE.

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On this ~~1st~~<sup>9th</sup> day of ~~June~~<sup>July</sup> 1989, before me, the undersigned Notary Public for the State of Idaho, personally appeared Una Faye Seehafer, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

  
NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 9-20-92

# **GEM CHIP & TRADING CO., LTD.**

POST OFFICE BOX 146 / CLARKSTON, WASHINGTON 99403

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SEC. OF STATE

August 4, 1989

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Secretary of State  
Statehouse  
Boise, Idaho 83720

Dear Sir:

Re: GCEL-2 Limited Partnership

I am the president of Gem Chip & Trading Co., Ltd., the general partner of GCEL-1 Limited Partnership, a limited partnership filed under the laws of the State of Idaho.

GCEL-1 hereby consents that a limited partnership may be filed under the name of GCEL-2 Limited Partnership in the State of Idaho, wherein Gem Chip & Trading Co., Ltd., is the general partner and William E. Seehafer and Una Faye Seehafer are the limited partners.

Yours very truly,

GEM CHIP & TRADING CO., LTD.

By   
William E. Seehafer  
President