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CERTIFICATE OF LIMITED PARTNERSHIP
of
STATE

IDAHO PALM INVESTMENT FUND, LTD.

The undersigned, being first duly sworn, desirous of forming a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Idaho, hereby certify:

1. The name of the partnership is Idaho Palm Investment Fund, Ltd.

2. The partnership intends to improve, lease and operate and hold for investment purposes farm land in Canyon County, Idaho, and to engage in or perform any and all other acts or activities customary in connection with or incident to the foregoing.

3. The principal place of business shall be located at Box 270, Melmont Road, Melba, Idaho 83741 until changed by the designation of the general partners.

4. The names and place of residence of each of the general partners are set forth on Exhibit "A" which is attached hereto.

The names and addresses of the limited partners are set forth on Exhibit "A" which is attached hereto.

5. The effective date of this partnership and of this certificate is March 15, 1982. The partnership shall continue unless sooner terminated as provided in the Articles of Limited Partnership for a term of 15 years from the effective date of the partnership.

6. The amount of cash and the description of the agreed value of the other property contributed by each limited partner is set forth in Exhibit "A".

7. The limited partners are not required to contribute any additional capital to the limited partnership.

8. There is no time agreed upon when the contribution of each limited partner is to be returned.

9. The share of profits or other compensation which each limited partner shall receive by reason of his contribution is set forth on Exhibit "A".

10. A limited partner does not have the right to substitute an assignee as contributor in his place except upon the consent of the general partners, and then only upon such conditions as the general partners shall determine.

11. The general partners may issue additional units of limited partnership until 19 units have been sold after which no additional units of limited partnership may be sold, *except for the sole purpose of meeting debt service, taxes, or preserving partnership property.* (MO)

12. No limited partner has priority over any other limited partners as to contributions or as to compensation by way of income.

13. The remaining general partner or partners may continue the business of the partnership upon the death, retirement or insanity of a general partner.

14. No limited partner has the right to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, The undersigned have executed this Certificate the 27th day of April, 1982.

GENERAL PARTNERS:

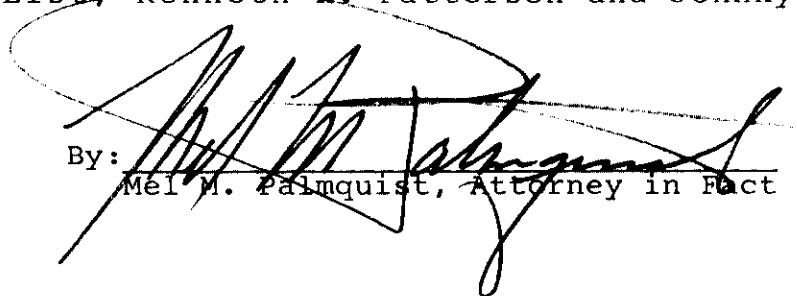
TREASURE VALLEY ESTATES, INC.

By:


MEL M. PALMQUIST, President

MEL M. PALMQUIST

LIMITED PARTNERS: Nathan E. Anderson, Burt Daniels, Robert S. Herrick M.D., Billy J. Jones and Helen C. Jones, Charles Fenton, John W. List, Kenneth H. Patterson and Johnny Wordsworth.

By: 
Mel M. Palmquist, Attorney in Fact

State of Idaho)
County of Ada)

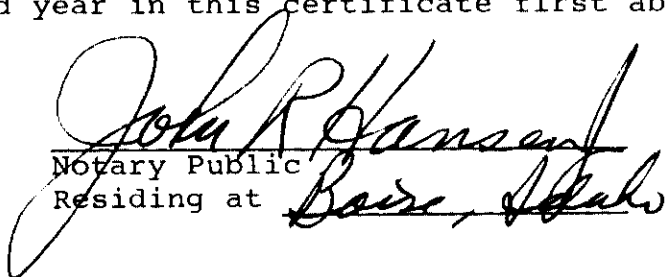
Subscribed and sworn to before the undersigned
Notary Public on the 28th day of April, 1982, individually
and as attorney in fact.


Notary Public

State of Idaho)
) ss
County of Ada)

On this 28th day of April, 1982, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared MEL M. PALMQUIST, President for Treasure Valley Estates, Inc., known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same as the act and deed of said corporation.

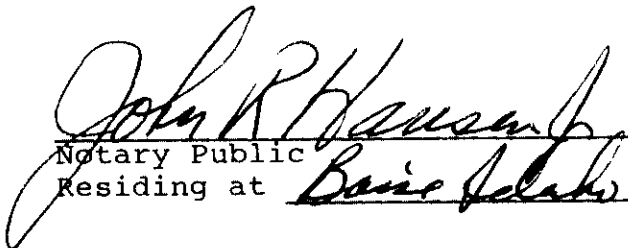
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public
Residing at Baino, Idaho

State of Idaho)
) ss
County of Ada)

On this 28th day of April, 1982, before me, a Notary Public in and for the State of Idaho, personally appeared MEL M. PALMQUIST, known to me to be the person whose name is subscribed to the foregoing instrument and executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.


Notary Public
Residing at Baino, Idaho

State of Idaho)
)
County of Ada) ss

On this 28th day of April, 1982, before me, a Notary Public in and for the State of Idaho, personally appeared MEL M. PALMQUIST, known to me to be the person whose name is subscribed to the within and foregoing instrument as the attorney in fact for Nathan E. Anderson, Burt Daniels, Robert S. Herrick, Billy J. Jones and Helen C. Jones, Charles Lenten, John W. List, Kenneth H. Patterson and Johnny Wordsworth the limited partners and acknowledged to me that he subscribed the names of said individuals thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

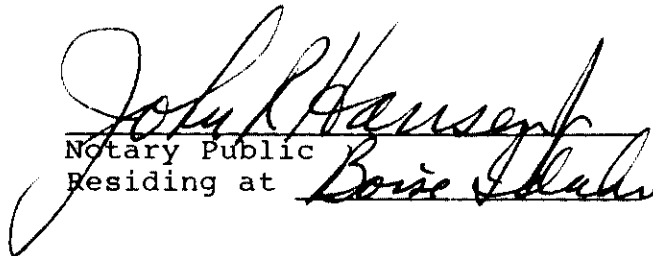

Notary Public
Residing at Boise Idaho

EXHIBIT "A"

SCHEDULE OF PARTNERS

<u>General Partners</u>		<u>Percentage</u>
Mel M. Palmquist Melmont Road Melba, Idaho		44.99 (subordinated to return of investment)
Treasure Valley Estates, Inc. Melmont Road Melba, Idaho		4% (subordinated to return of investment)
<u>Limited Partners</u>	<u>Contributions</u>	<u>Percentage</u>
Nathan E. Anderson C/O Mel M. Palmquist Melmont Road Melba, Idaho	\$27,000	7.85
Burt Daniels P. O. Box 75412 Oklahoma City, Oklahoma 73147	\$13,500	3.92
Robert S. Herrick, M.D. 1300 N. Vermont, #401 Los Angeles, CA 90027	\$27,000	7.85
Billy J. Jones & Helen C. Jones 2307 Olympic Avenue Menlo Park, CA 94025	\$13,500	3.92
Charles Lenton, Jr. 4821 Kimball Ct. W. Lakeland, Florida 33803	\$27,000	7.85
John W. List, M. D. 521 Stone House Auburn, California	\$27,000	7.85

<u>Limited Partners</u>	<u>Contributions</u>	<u>Percentage</u>
Kenneth H. Patterson 855 Howell Avenue Sacramento, California	\$27,000	7.85
Johnny Wordsworth 8119 Calbot Road Edmonds, Washington 98020	\$13,500	3.92