

JUL 29 9 02 AM '83
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

STARVATION CATTLE COMPANY
LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Idaho and being all the members of such limited partnership, having signed and sworn to this Certificate, certify as follows:

1. Name.

The name of the limited partnership is STARVATION CATTLE COMPANY LIMITED PARTNERSHIP.

2. Business.

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

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

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

(c) To act on own account or 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 entities.

3. The Name and Address of Registered Agent. The registered agent of the partnership is Otto Schild, Jr., whose address is Route 1, Box 1278, Nampa, Idaho, 83651.

4. Names, Addresses and Designations of Partners.

Otto Schild, Jr., Route 1, Box 1278, Nampa, Idaho, 83651
As a general partner - 5%
As a limited partner - 45%

Rachel A. Schild, Route 1, Box 1278, Nampa, Idaho, 83651
As a general partner - 5%
As a limited partner - 45%

1 5. Contributions by Partners.

2 Real property located in Canyon County, State of Idaho, of
3 an agreed value by the partners of \$298,350.00.

4 6. Additional Contributions by Partners.

5 Limited partners are not required to make additional con-
6 tributions to capital.

7 7. Transfer of Partnership Interest.

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

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

16 8. Right of Partners to Receive Distributions.

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

22 9. Priorities Among Limited Partners.

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

25 10. Dissolution and Termination.

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

29 11. Right to Receive Property Other Than Cash.

30 No limited partner is given the right to demand and receive
31 property other than cash in return for his contribution, except that,
32 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.

IN WITNESS WHEREOF, This Certificate is signed and sworn to
this 21st day of July, 1983.

Otto Schild, Jr.
Otto Schild, Jr.

Rachel A. Schild
Rachel A. Schild

GIGRAY, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
IDAHOSON BUSINESS
57th AND IDAHOSON STS. - P.O. BOX 848
TULSA, OKLA. 74108-0848
CALDWELL, IDAHO 83605-0848

1
2 STATE OF IDAHO)
3 County of Canyon) ss.

4 OTTO SCHILD, JR. and RACHEL A. SCHILD, each being first
duly sworn, under oath, depose and say:

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

8 Otto Schild, Jr.
9 Otto Schild, Jr.

10 Rachel A. Schild
11 Rachel A. Schild

12 Subscribed and sworn to before me this 21 day of
13 July, 1983.

14 Charles A. McIntyre
15 Notary Public for Idaho
16 Residing at Caldwell, Idaho