

8328084

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE CANUS-F.C.I. LIMITED PARTNERSHIP

SECRETARY OF STATE

STATE OF IDAHO)
County of Ada) ss.

THE UNDERSIGNED, having formed a Limited Partnership under the Uniform Limited Partnership Act of the State of Idaho, hereby make the following certificate effective the 27th day of SEPTEMBER 1980.

1. The name of the Partnership is "THE CANUS-F.C.I. LIMITED PARTNERSHIP".

2. The character of the Partnership is to hold, operate, manage, sell and otherwise deal in real and personal property.

3. The location of the principal place of business is as follows:
P. O. Box 707
Ketchum, Idaho 83340

4. The names and addresses of the partners, both general and limited as respectively designated below, are as follows:

General Partners:

Backward, Inc.
P. O. Box 707
Ketchum, Idaho 83340

B.O., Inc.
P. O. Box 707
Ketchum, Idaho 83340

R.G.J., Inc.
P. O. Box 707
Ketchum, Idaho 83340

C.T.R., Inc.
P. O. Box 707
Ketchum, Idaho 83340

Limited Partner:

First City Investments, Inc.
1055 West Georgia Street
Vancouver, British Columbia

5. The Partnership is to continue until December 31, 1985, unless terminated earlier by the Partners or in accordance with the Agreement of Limited Partnership.

6. The amount of cash contributed by the Limited Partner is One Thousand and No/100ths Dollars (\$1,000.00).

7. Additional capital contributions in cash or other property are not required of the Limited Partner at any time during the term of the Limited Partnership, except to the extent required by Idaho Code, Section 53-217(4).

8. The contribution of the Limited Partner is to be returned upon the dissolution of the Partnership.

9. The Limited Partner is to receive a fifty percent (50%) share of the income, gains, losses, deductions and credits of the Limited Partnership by reason of its contribution.

10. The Limited Partner does have the right to substitute an assignee as contributor in its place, or to otherwise pledge, hypothecate or collaterally assign its interest, provided that:

(a) no assignee of less than the entirety of the Limited Partner's interest in the Partnership shall have the right to become a substituted Limited Partner; and

(b) the Limited Partner may substitute an assignee of its entire interest in the Partnership as a contributor and/or Limited Partner in its place provided, however, that no substitution shall be effective unless and until the assignee has agreed in writing to be bound by all of the terms and provisions of the Partnership Agreement, as the same may then have been amended, as if it had originally been a party thereto, and both assignor and assignee have executed

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and acknowledged any and all other instruments deemed necessary or appropriate by the General Partners to effectuate the substitution, and further provided that the assignee shall pay all reasonable expenses incurred in connection with his substitution and admission as a Limited Partner.

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11. The Partners are not given the right to admit additional Limited Partners except to the extent permitted by the Agreement.

and affixed first above

12. There are no priorities among Limited Partners.

13. The remaining General Partners are given the right to continue the business upon the death, retirement or insanity of a General Partner.

14. The Limited Partner does not have the right to demand or receive property other than cash in return for its contribution, but upon dissolution assets may be distributed in kind.

IN WITNESS WHEREOF, the undersigned Partners have executed this Certificate this 27th day of September, 1980.

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"GENERAL PARTNERS"

BACKWARD, INC.

B.O., INC.

By

Kenneth L. Pursley
Kenneth L. Pursley, Asst. Secy.

By

Kenneth L. Pursley
Kenneth L. Pursley, Asst. Secy.

R.G.I. INC.

C.J.R., INC.

By

Kenneth L. Pursley
Kenneth L. Pursley, Asst. Secy.

By

Kenneth L. Pursley
Kenneth L. Pursley, Asst. Secy.

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"LIMITED PARTNER"

FIRST CITY INVESTMENTS, INC.

By: C.J.R., Inc., attorney-in-fact for First City Investments, Inc.

By

Kenneth L. Pursley
Kenneth L. Pursley, Asst. Secy.

STATE OF IDAHO)
County of Ada) ss.

On this 29th day of September, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH L. PURSLEY, known to me to be the Assistant Secretary of BACKWARD, INC., the within named corporation, and acknowledged to me that he executed the foregoing and within instrument on behalf of and in the name 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.

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho



STATE OF IDAHO)
County of Ada) ss.

On this 1st day of September, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH L. PURSLEY, known to me to be the Assistant Secretary of B.O., INC., the within named corporation, and acknowledged to me that he executed the foregoing and within instrument on behalf of and in the name 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.

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho



STATE OF IDAHO)
County of Ada) ss.

On this 1st day of September, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH L. PURSLEY, known to me to be the Assistant Secretary of R.G.J., INC., the within named corporation, and acknowledged to me that he executed the within and foregoing instrument on behalf of and in the name of said corporation.

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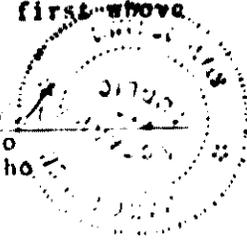
By *[Signature]*
Kenneth

R.G.J., I

By *[Signature]*
Kenneth

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

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho

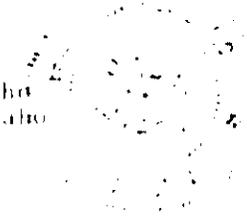


STATE OF IDAHO)
) ss.
County of Ada)

On this 10 day of January, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH L. PURSLEY, known to me to be the Assistant Secretary of C.J.R., INC., the within named corporation, and acknowledged to me that he executed the within and foregoing instrument on behalf of and in the name of said corporation.

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

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho

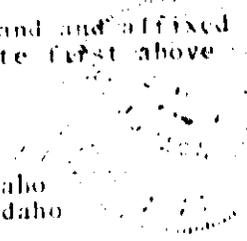


STATE OF IDAHO)
) ss.
County of Ada)

On this 10 day of January, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH L. PURSLEY, known to me to be the Assistant Secretary of C.J.R., INC., an Idaho corporation, the corporation whose name is subscribed to the within instrument as the attorney-in-fact of FIRST CITY INVESTMENTS, INC., an Idaho corporation, and acknowledged to me that he subscribed the name of FIRST CITY INVESTMENTS, INC. thereto as principal, and the name of C.J.R., INC. as attorney-in-fact.

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

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho



STATE OF IDAHO COUNTY OF ADA

Subscribed and sworn to before me on this 10 day of Jan 1980

at the City of Boise Idaho

[Signature]

JOHN J. ASTILA, Notary

[Signature]
1/10/80