

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

HIGHWAY 12 VENTURE FUND II-B, L.P.

File Number L 5748

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

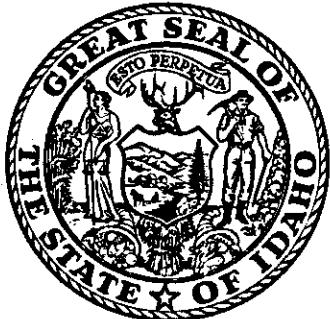
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application.

Dated: November 21, 2006

Ben Ysursa

SECRETARY OF STATE

By *Kim Hunter*



231



**APPLICATION FOR CERTIFICATE
OF AUTHORITY FOR
FOREIGN LIMITED PARTNERSHIP**

(Instructions on back of application)

06 NOV 21 PH 12:01

**SECRETARY OF STATE
as follows:**
STATE OF IDAHO

1. The name of the limited partnership is:

Highway 12 Venture Fund II - B, LP

2. The name which it shall use in Idaho is: same

3. It is formed under the laws of: Delaware and its date of formation is November 9, 2006

4. The business address of the office located in its jurisdiction of domicile:
C/o Corporation Service Company 2711 Centerville Rd. Suite 400, Wilmington, DE 19808

5. The address of its principal office in Idaho is:
802 W. Bannock, 7th Floor, Boise, ID 83702

6. The address to which correspondence should be addressed, if different from Item 5, is:
Corporation Service Company, 1401 Shoreline Dr., Suite 2, Boise, Idaho 83702

7. The name and physical street address of the registered agent in Idaho is:
Corporation Service Company, 1401 Shoreline Dr., Suite 2, Boise, Idaho 83702

8. This limited partnership [is] [is not] a limited liability limited partnership.

9. The names and respective business and mailing addresses of its general partners:

Name _____

Street Address

Mailing Address

Highway 12 Capital Partners II, LLC

802 W. Bannock, 7th Floor

802 W. Bannock, 7th Floor

Boise, ID 83702

Boise, ID 83702

Dated: 11/21/2006

Signature: 

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

Typee Name: **Robert D. Krause**

Character: Authorized Person of Authorized Member of G.P.

Capacity: Authorized Person of Authorized Member of G.P.
The signer must be a general partner of the limited partnership.

Acquisition of object
knowledge 111

IDaho SECRETARY OF STATE
11/17/2006 05:00
CK: 1720378 CT: 74104 BH: 1014374
1 @ 100.00 = 100.00 REG FOR LP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

L5748

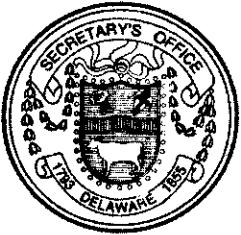
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGHWAY 12 VENTURE FUND II-B, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HIGHWAY 12 VENTURE FUND II-B, L.P." WAS FORMED ON THE NINTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



4249195 8300

061053154

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5203521

DATE: 11-16-06