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CERTIFICATE OF  
LIMITED PARTNERSHIP

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1. The name of the Partnership is the George and Amber Lovell Family Partnership.

2. The character of the business to be conducted by the partnership is real estate holding, farming and any and all other related investments or businesses.

3. The location of the principal place of business is in Bonneville County, Idaho, on the following described real property to-wit:

See attached Exhibit "A".

4. The name of each member, general partners as well as limited partners is as follows:

GENERAL PARTNERS

George Lloyd Lovell  
Amber G. Lovell

LIMITED PARTNERS

Robert George Lovell  
Brenda Lovell  
Amber Deon Larsen  
Winston Larsen  
LaRae Cook  
Clyde Cook  
Theron Dale Lovell  
Kim Lovell

Gary LeRoy Lovell  
Carolee Lovell  
John Creed Lovell  
Carolyn Lovell  
Lynn Grover Lovell  
Blyne Lovell  
Ronald Lee Lovell  
Tamara Lovell

The addresses of the partners are set forth in a Certificate of Assumed or Fictitious Name being filed contemporaneous to this agreement, a copy of which is attached and incorporated by reference.

The initial registered agent for the limited partnership shall be Mark R. Fuller, 381 Shoup, Suite B, Idaho Falls, Idaho 83402.

No cash is being accepted from any of the general or limited partners at the time of commencement of this partnership. The partnership shall be funded entirely by the 810 acres of real estate described in Section 3, which has an agreed value of \$1000.00 per acre. No other property, labor, or services are being contributed by any general or limited partner at this time.

5. The partnership is to commence on the 21 day of December, 1990 and continue until terminated by action of the partners or as otherwise provided by law.

6. The property described in Section 3, above, is the total of the property conveyed to the partnership which consists of approximately 810 acres of real estate which is primarily farm land. The limited partners are not contributing any assets to the partnership except their respective percentages or interest in the said real estate, as described, which is more fully reflected by the capital contributions to the partnership.

7. Neither limited partners or the general partners are required to make additional contributions to the partnership.

8. There is no condition or requirement that any of the capital interest of any limited partner be returned to said limited partner.

9. Each limited partner shall share in the profits of the partnership proportionate to each said limited partner's capital interest in the partnership. The initial allocation of the partnership income allocated to each limited partner shall be as follows:

|                      |        |
|----------------------|--------|
| Robert George Lovell | 2.191% |
| Brenda Lovell        | 2.469% |
| Amber Deon Larsen    | 2.191% |
| Winston Larsen       | 2.469% |
| LaRae Cook           | 2.191% |
| Clyde Cook           | 2.469% |
| Gary LeRoy Lovell    | 2.191% |
| Carolee Lovell       | 2.469% |

|                    |        |
|--------------------|--------|
| John Kreed Lovell  | 2.191% |
| Carolyn Lovell     | 2.469% |
| Lynn Grover Lovell | 2.191% |
| Blyne Lovell       | 2.469% |
| Ronald Lee Lovell  | 2.191% |
| Tamara Lovell      | 2.469% |
| Theron Dale Lovell | 2.191% |
| Kim Lovell         | 2.469% |

This may change (increase) by gifts of additional portions of the capital interest to the limited partners.

10. A limited partner may only assign, sell or convey his or her interest in the limited partnership after a right of first refusal being first offered to the general partner on terms and conditions which will be disclosed to interested parties by the general partner upon request.

11. There is no limitation on the admission of additional limited partners.

12. All limited partners have equal priority as to income and distribution of assets upon dissolution of the partnership.

13. In the event of the death or the legal disability of a general partner, the partnership may continue during the period of dissolution or, the surviving general partner, may elect to continue the partnership as the sole general partner. Upon the death or legal disability of both general partners, the partnership shall dissolve.

14. No limited partner shall have the right to demand and receive property other than cash in return for his contribution. However, each limited partner shall have the right, subject to a

retention of income for the reasonable needs of the business, to a distribution of said limited partner's share of the partnership income.

The undersigned, upon their oath, depose and say that they have read the foregoing Certificate of Limited Partnership, that they believe the contents thereof to be true, and swear to the truthfulness of the representations made therein.

DATED this 21 day of December, 1990.

**GENERAL PARTNERS**

George Lloyd Lovell  
George Lloyd Lovell  
Amber G. Lovell  
Amber G. Lovell

**LIMITED PARTNERS**

Robert George Lovell  
Robert George Lovell

By: George L. Lovell  
Brenda Lovell  
Brenda Lovell

By: George L. Lovell  
Amber Deon Larsen  
Amber Deon Larsen

By: George L. Lovell  
Winston Larsen  
Winston Larsen

By: George L. Lovell  
LaRae Cook  
LaRae Cook

By: George L. Lovell

*Clyde Cook*  
Clyde Cook

By: *George S Lovell*

*Gary LeRoy Lovell*  
Gary LeRoy Lovell

By: *George S Lovell*

*Carolee Lovell*  
Carolee Lovell

By: *George S Lovell*

*John Creed Lovell*  
John Creed Lovell

By: *George S Lovell*

*Carolyn Lovell*  
Carolyn Lovell

By: *George S Lovell*

*Lynn Grover Lovell*  
Lynn Grover Lovell

By: *George S Lovell*

*Blynne Lovell*  
Blynne Lovell

By: *George S Lovell*

*Ronald Lee Lovell*  
Ronald Lee Lovell

By: *George S Lovell*

*Tamara Lovell*  
Tamara Lovell

By: *George S Lovell*

*Theron Dale Lovell*  
Theron Dale Lovell

By: *George S Lovell*

*Kim Lovell*  
Kim Lovell

BY: *George S Lovell*

STATE OF IDAHO )  
 ) ss.  
County of Bonneville )

On this 21 day of December, 1990, before me, the undersigned, a notary public in and for said state, personally appeared each partner, or said partner's attorney-in-fact, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Mark R. Fullin  
Notary public for Idaho  
Residing at Idaho Falls  
My commission expires: 5 13 91

EXHIBIT A

Tract I: (Equal to 32.14 A).

Lot Two (2) in Section Five (5), Township Three (3) North, Range Forty (40), East Boise Meridian excepting therefrom the following specific properties:

A. Beginning at a point North  $89^{\circ} 33'$  East, along the section line, six hundred fifty (650) feet and South forty-one (41) feet from the North quarter corner of Section Five (5), Township Three (3) North, Range Forty (40) East Boise Meridian; thence South  $89^{\circ} 53'$  West 125.5 feet; thence S  $51^{\circ} 55'$  West, 205.4 feet; thence South  $1^{\circ} 29'$  West 139.3 feet; thence South  $87^{\circ} 40'$  East, 284.5 feet; thence North  $1^{\circ} 20'$  East, 278 feet to the point of beginning, containing 1.54 acres, more or less and being part of the NW  $1/4$  NE  $1/4$  (Lot Two) of said Section Five (5).

B. Oregon Short Line Railroad right of way consisting of all that portion of Lot Two (2) Section Five (5), Township Three (3) North, Range Forty (40) East Boise Meridian, lying Northwesterly of the Progress Canal, and being more particularly described as follows:

Beginning at the Northwest corner of said Lot Two (2), thence East along the North line of said Section Five (5), for a distance of 345 feet more or less, to the Northwesterly bank of the Progress Canal; thence Southwesterly along the bank of said canal to a point in the North and South center line of said Section 5; thence North along said North and South center line for a distance of 270 feet, more or less, to the point of beginning, containing 1.07 acres, more or less.

C. Beginning at a point North  $89^{\circ} 33'$  East along the section line six hundred fifty (650) feet and South forty-one (41) feet from the North  $1/4$  corner of Section Five (5), Township Three (3) North, Range Forty (40) East Boise Meridian, thence running South  $1^{\circ} 20'$  West two hundred seventy eight (278) feet, thence East one hundred sixty (160) feet more or less to a point which is five hundred and ten (510) feet West of the East boundary line of Lot Two (2) of Section Five (5), Township Three (3) North, Range Forty (40) East Boise Meridian; thence North two hundred seventy eight (278) feet, thence West one hundred sixty (160) feet more or less to the point of beginning.

D. Beginning at a point one hundred thirty (130) feet West and forty-six (46) feet South of the Northeast corner of the Northwest Quarter of the Northeast Quarter (NW  $1/4$  NE  $1/4$ ) Lot Two (2) of Section Five (5), Township Three (3) North, Range Forty (40), East Boise Meridian, and running thence West two hundred (200) feet; thence South three hundred (300) feet; thence East 200 feet; thence North three hundred (300) feet to the point of beginning in said Section Five (5).



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E. Beginning at the Northeast Corner of the Northwest Quarter of the Northeast Quarter (NW 1/4 NE 1/4) Lot Two (2) of Section Five (5), Township Three (3) North of Range Forty (40), East Boise Meridian, running thence South three hundred (300) feet; thence East one hundred eighty four (184) feet to the place of beginning and containing 1.184 acres, more or less.

F. Beginning at a point on the East line of Lot Two (2), Section Five (5), Township Three (3) North, Range Forty (40), East Boise Meridian, three hundred (300) feet South of the Northeast Corner of said Lot Two (2), thence West one hundred thirty (130) feet, thence South thirty (30) feet; thence East one hundred thirty (130) feet, thence North thirty (30) feet to the point of beginning.

Tract II: S 1/2 of the NE 1/4 of Section 5, T 3 N, R. 40, E.B.M. (equal to 80.0 A).

Tract III: NE 1/4, SE 1/4 Section 5, T 3 N, R. 40, E.B.M. (equal to 40.0 A).

Tract IV: SE 1/4 SE 1/4, Less 3.53 A Hwy, Section 5, T 3 N, R. 40, E.B.M. (equal to 36.42 A).

Tract V: S 1/2 SW 1/4 and SW 1/4 SE 1/4, Less 10.6 A, Section 4, T 3 N, R. 40, E.B.M. (equal to 109.4 A).

Tract VI: N 1/2 SW 1/4 and NW 1/4 SE 1/4, Section 4, T 3 N, R. 40, E.B.M. (equal to 120.0 A).

Tract VII: Lot 1, less .95 A and R/W, S 1/2 N 1/2 Section 4, T 3 N, R. 40, E.B.M. (equal to 199.38 A).

Tract VIII: E 1/2 SE 1/4, Less Hwy, Section 4, T 3 N, R. 40, E.B.M. (equal to 76.76 A).

Tract IX: N 1/2 NE 1/4, Less R/W, NE 1/4 NW 1/4 Section 9, T 3 N, R. 40, E.B.M. (equal to 115.04 A).

All located in Bonneville County, State of Idaho.

CERTIFICATE OF ASSUMED OR FICTITIOUS NAME

STATE OF IDAHO )  
County of Bonneville ) ss.

THIS CERTIFIES

That there is being carried on, conducted or transacted, or is about to be conducted or transacted in Bonneville County and Jefferson County, Idaho, on the real property described on the attached Exhibit "A", the business of real estate owning farming and any and all other related investments or businesses under the designation, name and style of The George and Amber Lovell Family Partnership, which is assumed or fictitious, being other than the true and real names of the persons conducting or transacting such business or having an interest therein;

That the true or real full name of each of the persons conducting or transacting or intending to conduct or transact said business or having an interest therein, and their post office addresses are as follows:

| <u>NAME</u>          | <u>PLACE OF RESIDENCE</u>                  |
|----------------------|--------------------------------------------|
| George Lloyd Lovell  | P.O. Box 398<br>Ririe, Idaho 83443         |
| Amber G. Lovell      | P.O. Box 398<br>Ririe, Idaho 83443         |
| Robert George Lovell | 158 E. 1950 S.<br>Orem, Utah 84058         |
| Brenda Lovell        | 158 E. 1950 S.<br>Orem, Utah 84058         |
| Amber Deon Larsen    | 4590 N. Salem Road<br>Rexburg, Idaho 83440 |
| Winston Larsen       | 4590 N. Salem Road<br>Rexburg, Idaho 83440 |

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|--------------------|-----------------------------------------------|
| LaRae Cook         | Box 566<br>Ririe, Idaho 83443                 |
| Clyde Cook         | Box 566<br>Ririe, Idaho 83443                 |
| Gary LeRoy Lovell  | 473 Morgan Drive<br>Rexburg, Idaho 83440      |
| Carolee Lovell     | 473 Morgan Drive<br>Rexburg, Idaho 83440      |
| John Kreed Lovell  | 3133 Pamela Way<br>Louisville, Kentucky 40220 |
| Carolyn Lovell     | 3133 Pamela Way<br>Louisville, Kentucky 40220 |
| Lynn Grover Lovell | 2242 W. Cabana<br>Mesa, Arizona 85202         |
| Blyne Lovell       | 2242 W. Cabana<br>Mesa, Arizona 85202         |
| Ronald Lee Lovell  | Box 533<br>Ririe, Idaho 83443                 |
| Tamara Lovell      | Box 533<br>Ririe, Idaho 83443                 |
| Theron Dale Lovell | Box 398<br>Ririe, Idaho 83443                 |
| Kim Lovell         | Box 398<br>Ririe, Idaho 83443                 |

That this certificate is executed and acknowledged by the persons so named and that no other person is conducting or transacting such business or has an interest therein.

DATED this 21 day of December, 1990.

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GENERAL PARTNERS

George Lloyd Lovell  
George Lloyd Lovell

Amber G. Lovell  
Amber G. Lovell

*Amber Lovell  
Fuller Carr  
42 Constitution Ave  
Soc 111*

LIMITED PARTNERS

Robert George Lovell  
Robert George Lovell

By: George S Lovell  
Brenda Lovell  
Brenda Lovell

By: George S Lovell  
Amber Deon Larsen  
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By: George S. Lovell

Theron Dale Lovell  
Theron Dale Lovell

By: George S. Lovell

Kim Lovell  
Kim Lovell

By: George S. Lovell

STATE OF IDAHO )  
County of Bonneville ) ss.

On this 21 day of December, 1990, before me, the undersigned, a notary public in and for said state, personally appeared each partner, or said partner's attorney-in-fact, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Mark R. Fuller  
Notary public for Idaho  
Residing at Idaho Falls  
My commission expires: 5-13-91

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