

JUL 16 9 33 AM '84  
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

CAMBRIDGE SQUARE ASSOCIATES II LIMITED PARTNERSHIP

The undersigned having formed a limited partnership pursuant to Idaho Code 53, Chapter 2, hereby certify:

1. The name of the partnership is CAMBRIDGE SQUARE ASSOCIATES II LIMITED PARTNERSHIP.

2. The general character of its business shall be real estate investment, development, management and related activities.

3. The registered agent for the limited partnership shall be Darwin W. Brown, whose address is 104 South Second Avenue, Sandpoint, Idaho 83864.

4. The general partner of the limited partnership is Darwin W. Brown, whose address is 104 South Second Avenue, Sandpoint, Idaho.

5. The limited partners of the limited partnership are Darwin W. Brown, whose address is 104 South Second Avenue, Sandpoint, Idaho, and Carolyn J. Brown, whose address is 104 South Second Avenue, Sandpoint, Idaho.

6. (a) Darwin W. Brown, general partner, has contributed organizational services in an agreed value of \$10,000.00.

(b) Darwin W. Brown, limited partner, has contributed cash in the sum of \$18,250.00 and real property of an agreed value of \$29,750.00.

(c) Carolyn J. Brown, limited partner, has contributed cash in the sum of \$18,250.00 and real property of an agreed value of \$29,750.00.

7. No partners have agreed to make additional contributions.

8. A limited partner has the right to assign the limited partnership interest of that partner upon notice to the general partner and approval of the other limited partners.

9. (a) A limited partner may terminate membership interest by approved assignment after giving the other partners the first option to purchase that interest. There is no other agreed method for termination of a limited partnership interest.

(b) The general partner may substitute another general

partner upon approval of all partners. There is no other agreed method for termination of the general partnership interest.

10. The right of any partner to receive distributions prior to sale of all assets and termination of the partnership is restricted to such distribution of income as the general partner may determine in his sole discretion.

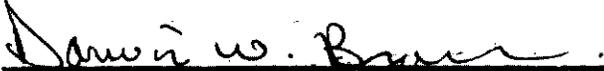
11. There is no right to receive a distribution of capital until termination and dissolution of the partnership.

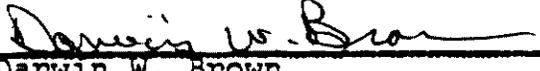
12. The partnership shall terminate by bankruptcy of the general partner, 30-day notice to the limited partners by the general partner or the affirmative vote of all the partners.

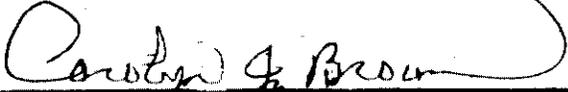
13. The general partner has the right to continue the partnership business upon dissolution.

DATED this 10 day of July, 1984.

CAMBRIDGE SQUARE ASSOCIATES II  
LIMITED PARTNERSHIP

  
\_\_\_\_\_  
Darwin W. Brown  
General Partner

  
\_\_\_\_\_  
Darwin W. Brown  
Limited Partner

  
\_\_\_\_\_  
Carolyn J. Brown  
Limited Partner

STATE OF IDAHO )  
 )  
County of Bonner ) ss.

DARWIN W. BROWN, upon oath, states that he is the General Partner of the limited partnership CAMBRIDGE SQUARE ASSOCIATES II LIMITED PARTNERSHIP; that he has read the foregoing instrument, knows the contents contained therein and believes the facts stated therein to be true to the best of his knowledge and belief.

Darwin W. Brown  
Darwin W. Brown

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
Notary Public-State of Idaho  
Residing at Sandpoint

STATE OF IDAHO )  
 )  
County of Bonner ) ss.

DARWIN W. BROWN and CAROLYN J. BROWN, upon oath, state that they are Limited Partners of the limited partnership CAMBRIDGE SQUARE ASSOCIATES II LIMITED PARTNERSHIP; that they have read the foregoing instrument, know the contents contained therein and believe the facts stated therein to be true to the best of their knowledge and belief.

Darwin W. Brown  
Darwin W. Brown  
Carolyn J. Brown  
Carolyn J. Brown

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ day of \_\_\_\_\_,

1982.

\_\_\_\_\_  
Notary Public-State of Idaho  
Residing at Sandpoint

Jul 30 10 01 AM '84  
SECRETARY OF STATE

CAMBRIDGE SQUARE ASSOCIATES  
Darwin W. Brown, Gen. Ptr.  
104 South Second Avenue  
Sandpoint, Idaho 83864

July 23, 1984

Pete T. Cenarrusa  
Secretary of State  
Room 203, Statehouse  
Boise, Idaho 83720

Gentlemen:

Pursuant to your letter of July 17, 1984, I hereby give authorization for Carolyn Brown, Limited Partner, to file a limited partnership in the name of Cambridge Square Associates II.

Yours truly,

*Darwin W. Brown*

Darwin W. Brown  
Cambridge Square Associates  
General Partner