

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is MATRIX LIMITED PARTNERSHIP
2. The name which it shall use in Idaho is MATRIX LIMITED PARTNERSHIP
3. It is organized under the laws of State of Washington
4. The date of its formation is October 19, 1982
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 320 N. Johnson, Suite 800, Kennewick, Washington 99336
6. The name and street address of its proposed registered agent in Idaho are Lloyd Christensen, 2222 Washington Avenue, Caldwell, Idaho 83605
7. The general character of the business it proposes to transact in Idaho is:
Borrow funds from Idaho financial institutions.
8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

Name	General or Limited	Address
<u>Matrix Energy Company, Inc.</u>	<u>General</u>	<u>320 N. Johnson, Suite 800, Kennewick, WA 99336</u>
<u>Lynn Fielding</u>	<u>Limited</u>	<u>114-A Vista Way, Kennewick, WA 99336</u>

(continued on reverse)

[illegible]

Dated March 5, 19 82.

STATE OF WASHINGTON)
) ss:
COUNTY OF BENTON)

I, DIANNE M. LOOKABILL, a notary public, do hereby certify that on this
5th day of March, 19 82, personally appeared
before me J. PAUL CHRISTENSEN, who being by me first duly sworn,
declared that he is a general partner of Matrix Limited Partnership

Chianne M. Lookabill
Notary Public

FILED
SUPERIOR COURT
FEB 4 - 1982
L. C. GRADY, Clerk

JAN 26 3 51 PM '82

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MATRIX LIMITED PARTNERSHIP

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THE UNDERSIGNED hereby certify the following for the purpose of forming a limited partnership under the provisions of R.C.W. 25.08.

I

The name of the partnership shall be MATRIX LIMITED PARTNERSHIP.

II

The purpose of the Partnership shall be to engage in any lawful business or businesses and to construct and operate an alcohol plant for the production of anhydrous ethanol and the marketing of the ethanol and its by-product, all as may seem to the General Partner to be in the best interest of the Partnership. The Partnership may invest in, or loan money to, corporations, ventures, partnerships or other entities which are engaged in any activity that the Partnership may engage in.

III

The location of the principal place of business of the Partnership will be 320 N. Johnson, Suite 800, Kennewick, Benton County, Washington.

IV

The name and place of the resident of the General Partner is as follows: MATRIX ENERGY COMPANY, INC., a Washington corporation, with offices at 320 N. Johnson, Suite 800, Kennewick, Washington 99336, U.S.A.

The name and place of residence of the Initial Limited Partner is LYNN FIELDING, an individual, 114-A Vista Way, Kennewick, Washington 99336.

V

The term of the Partnership shall be ten (10) years unless sooner dissolved as provided herein, or unless not less than three (3) months nor more than eighteen (18) months prior to the expiration of the Partnership term or any extension thereof, a majority of all votes cast at a Partnership meeting vote to extend the term of the Partnership.

VI

The amount of cash and description of and agreed value of property contributed by each Limited Partner is as follows:
LYNN FIELDING - \$13,750.

VII

The partners may admit additional Limited Partners under the following terms and conditions:

(1) The General Partner shall have the sole right to admit additional Limited Partners. This right expressly includes the possibility to stop admitting additional Limited Partners when the total contribution of all Limited Partners shall be equal to the sum of FOUR HUNDRED NINETY-FIVE THOUSAND DOLLARS (\$495,000 U.S. Dollars). The right to admit additional Limited Partners shall terminate when the total contribution of all Limited Partners shall be equal to the sum of NINE HUNDRED SIXTY-TWO THOUSAND, FIVE HUNDRED DOLLARS (\$962,500 U.S. Dollars). In no event will there be more than thirty five (35) Limited Partners. Continuation as a Limited Partner after initial contribution is subject to subsequent and timely contributions under the Subscription Agreement. If such payments are not made, the Limited Partner forfeits such contributions which have been made and the Partnership waives further rights to enforce such Subscription Agreement. Any amounts so forfeited shall be allocated to the remaining capital accounts in such proportion as each account bears to the sum of said capital accounts.

(2) Nothing contained herein shall limit the rights of the General Partner or any party appointed by it to charge and receive a fee for services rendered in relation to such offering of Limited Partnership interests.

(3) The capital contribution of a Partner is payable as follows:

- 25 percent upon signing Subscription Agreement
- 25 percent thirty (30) days after project commitment
- 25 percent sixty (60) days after project commitment
- 25 percent ninety (90) days after project commitment

(4) If a Partner elects to finance any portion of the Partnership Units, he may do so by obtaining and delivering to the General Partner a Letter of Credit and Assumption Agreement within fifteen (15) days after signing.

VIII

Each Limited Partner shall receive a share of profits from the Partnership in the same proportion as his contribution of capital.

IX

The time of distribution of contribution or profits to each Limited Partner shall be within the discretion of the General Partner.

X

The death, insanity, withdrawal or bankruptcy of a Limited Partner shall not dissolve the Partnership.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 28 day of January 1982.


MATRIX ENERGY COMPANY, INC.
General Partner

By: *J. Paul Christensen* Pres.

LYNN FIELDING
Initial Limited Partner

Lynn Fielding

SWORN AND SUBSCRIBED to this 28th day of January,
1982.



NOTARY PUBLIC in and for the State of
Washington, residing at Pasco.