

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**GCEL-1**  
**LIMITED PARTNERSHIP**  
**AN IDAHO LIMITED PARTNERSHIP**

88 OCT 13 22 9 04

The parties hereto do hereby certify that an agreement was made effective October 10 1988, at Lewiston, Nez Perce County, Idaho, by the following, hereinafter referred to as General Partner:

GEM CHIP & TRADING CO., LTD.

and by the following, hereinafter referred to as Limited Partners:

WILLIAM E. SEEHAFFER

UNA FAY SEEHAFFER

ABBIE FAYE SEEHAFFER

APRIL LYNN SEEHAFFER

**WITNESSETH:**

The parties hereto on the date described above formed a Limited Partnership pursuant to the provisions of the laws of the State of Idaho.

**1. NAME.** The name of this Limited Partnership is GCEL-1 Limited Partnership.

**2. BUSINESS.** The general character of the partnership business shall be to purchase, lease, and sell equipment and to conduct a general business as thereto related.

**3. PRINCIPAL PLACE OF BUSINESS.** The location of the principal place of business of the partnership is 312 - 17th Street, Lewiston, Nez Perce County, Idaho.

**4. REGISTERED AGENT.** The registered agent for service

for this limited partnership is Manderson L. Miles, whose address is 312 - 17th Street, Lewiston, Idaho 83501.

5. THE PARTNERS. The General Partner and Limited Partners of this limited partnership are as follows:

General Partner:

Gem Chip & Trading Co., Ltd.      Post Office Box 525  
Clarkston, Washington 99403

Limited Partners:

William E. Seehafer      3013 Meadowlark Drive  
Lewiston, Idaho 83501

Una Faye Seehafer      3013 Meadowlark Drive  
Lewiston, Idaho 83501

Abbie Faye Seehafer      3013 Meadowlark Drive  
Lewiston, Idaho 83501

April Lynn Seehafer      3013 Meadowlark Drive  
Lewiston, Idaho 83501

6. TERM. The partnership shall begin on the 10<sup>th</sup> day of October 1988, and shall continue for ten (10) years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners.

7. ADDITIONAL CONTRIBUTIONS. No additional contributions of the limited partners have been agreed upon.

8. RETURN OF CONTRIBUTIONS. No limited partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the partnership.

9. PROFITS. All annual net profits of the partnership shall be divided among the general and limited partners in the same proportions as the partners' then capital interest

accounts, unless retained for the partnership investment and business activities.

10. ASSIGNMENTS. A limited partner shall the right to sell his interest in the partnership, but only after such limited partner gives to the partnership a 120-day opportunity to purchase such interest as explained in detail in the partnership agreement.

11. ADDITIONAL LIMITED PARTNERS. The general partner may admit additional limited partners.

12. PRIORITY AMONG LIMITED PARTNERS. There is no priority of one limited partner over another as to the contributions or compensation by way of income.

13. CONTINUANCE OF BUSINESS. Upon the death, retirement, or insanity of the surviving general partner, the partnership shall dissolve unless continued by the remaining partners and selecting when necessary a new general partner. If the last surviving or serving general partner has died, retired, and/or become insane, then the limited partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all limited partners may elect to continue the partnership by selecting a new general partner.

14. PROPERTY OTHER THAN CASH. A limited partner may not demand property other than cash in return for his contributions.

15. AMOUNT OF CASH AND AGREED VALUE AND DESCRIPTION OF OTHER PROPERTY CONTRIBUTED. The partners in the limited partnership have contributed their interest in the property as

set forth in Exhibit "A" attached hereto and with an agreed value of \$10,000.

PARTNERS	PERCENTAGE INTEREST	CONTRIBUTIONS
Gem Chip & Trading Co., Ltd.	2%	\$ 200
William E. Seehafer	29%	\$ 2,900
Una Faye Seehafer	29%	\$ 2,900
Abbie Faye Seehafer	20%	\$ 2,000
April Lynn Seehafer	20%	\$ 2,000

IN WITNESS WHEREOF, we have hereunto set our hands and seals the day and year first above written.

GENERAL PARTNER

Gem Chip & Trading Co., Ltd.,  
a Washington corporation,  
authorized to do business in  
the State of Idaho

By William E. Seehafer  
William E. Seehafer, President

LIMITED PARTNERS

William E. Seehafer  
William E. Seehafer

Una Faye Seehafer  
Una Faye Seehafer

Abbie Faye Seehafer  
Abbie Faye Seehafer

April Lynn Seehafer  
April Lynn Seehafer

EXHIBIT "A"

Contributions:

General Partner:

Gem Chip & Trading Co., Ltd.

Cash contributions	\$ 200.00
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Limited Partners:

William Seehafer	\$2,900.00
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Una Faye Seehafer	\$2,900.00
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Abbie Faye Seehafer	\$2,000.00
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April Lynn Seehafer	<u>\$2,000.00</u>
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Total contributions from limited partners	\$9,800.00
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Total contributions	\$10,000.00
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EXHIBIT "A"

STATE OF IDAHO,

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ss.

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COUNTY OF NEZ PERCE.

On this 10<sup>th</sup> day of October 1988, before me, the undersigned Notary Public for the State of Idaho, personally appeared William E. Seehafer, president of Gem Chip & Trading Co., Ltd., a Washington corporation, known or identified to me to be the president of the corporation, and acknowledged to me that as the president he executed the same on behalf of the corporation.

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

Cheryl J. Armstrong  
NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 11-21-91

STATE OF IDAHO,

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ss.

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COUNTY OF NEZ PERCE.

On this 10<sup>th</sup> day of October 1988, before me, the undersigned Notary Public for the State of Idaho, personally appeared William E. Seehafer, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

*Cheryl J. Armstrong*  
NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 11-21-91

STATE OF IDAHO,

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ss.

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COUNTY OF NEZ PERCE.

On this 10<sup>th</sup> day of October 1988, before me, the undersigned Notary Public for the State of Idaho, personally appeared Una Faye Seehafer, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Cheryl J. Armstrong  
NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 11-21-91



STATE OF IDAHO,

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ss.

COUNTY OF NEZ PERCE.

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On this 10<sup>th</sup> day of October 1988, before me, the undersigned Notary Public for the State of Idaho, personally appeared Abbie Faye Seehafer, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Cheryl J. Armstrong  
NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 11-21-91

STATE OF IDAHO,

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ss.

COUNTY OF NEZ PERCE.

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On this 10<sup>th</sup> day of October 1988, before me, the undersigned Notary Public for the State of Idaho, personally appeared April Lynn Seehafer, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Cheryl J. Armstrong  
NOTARY PUBLIC for Idaho,  
Residing at Lewiston, therein.  
My commission expires: 11-21-91