

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP**



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SEC. OF STATE

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The existing name of the limited partnership is: FORT GEORGE INVESTORS, LTD.

The date on which its certificate of limited partnership was filed with the Secretary of State under Instrument No. 621334 with the Bonner County Recorder on April 2, 1973, was: / in Book No. 49 of Miscellaneous, pages 599 through 623.

The certificate of limited partnership is amended and restated to read:

1. The name of the limited partnership is:

FORT GEORGE INVESTORS, LTD.

(must include "Limited Partnership")

2. The name and business address of the registered agent are:

Lawrence D. Haight, Cedar Creek Landing, Bayview ID 83803

(not a P.O. Box)

3. The name and business address of each general partner are:

Name _____

Address

c/o Dennis L. Douglas
Pend Oreille Wilderness Corp., West 421 Riverside, Suite 661, Spokane, WA 99201

(If more space is needed, continue in Item 5.)

4. The latest date on which the partnership will dissolve is: May 1, 2003

5. Other matters (optional):

6. Signature of at least one general partner and all new general partners:

PEND OREILLE WILDERNESS CORPORATION

By Dennis L. Douglas
Dennis L. Douglas, Secretary

Secretary of State use only