

CERTIFICATE OF FIRST AMENDMENT

JAN 3 10 48 AM '90

DEC 29 10 45 AM '89  
SECRETARY OF STATE

SECRETARY OF STATE  
CERTIFICATE OF LIMITED PARTNERSHIP

OF

MacGREGOR LAND AND LIVESTOCK LIMITED PARTNERSHIP

1. This First Amendment amending the Certificate of Limited Partnership of MacGREGOR LAND AND LIVESTOCK LIMITED PARTNERSHIP, an Idaho limited partnership, filed on January 4, 1989 in the office of the Secretary State of the State of Idaho.

2. Paragraph 4 of the Certificate of Limited Partnership is hereby deleted and the following substituted therefor:

"4. The name and business address of each partner and the designation of each partner as a general partner or a limited partner is as follows:

<u>Name and Address</u>	<u>Partnership Interest</u>	<u>Value of Contribution</u>
General Partner		
Jock D. MacGregor 1846 Rush Road Eagle, Idaho 83616	63.663 Units	\$ 9,500
Limited Partners		
Robin MacGregor Nuffer 2795 Park Lane Eagle, Idaho 38616	10.237 Units	9,750
Heather Maria MacGregor 1846 Ruth Road Road Eagle, Idaho 83616	10.237 Units	9,750
Jock D. MacGregor II 1846 Rush Road Eagle, Idaho 84616	10.237 Units	9,750

Lori MacGregor Phillips  
2908 Piplar #1  
Las Vegas, Nevada 89101

10.142 Units 8,750

Total Units

104.516 Units"

47,500

3. This First Amendment reflects the additional contributions of real property to the Partnership by the partners of an estimated and agreed fair market value of \$47,500.

4. Except as hereinabove amended, the Certificate of Limited Partnership of MacGREGOR LAND AND LIVESTOCK LIMITED PARTNERSHIP, filed in the office of the Secretary of State of the State of Idaho on January 4, 1989, is in full force and effect.

IN WITNESS WHEREOF, on its own behalf and on behalf of the limited partners pursuant to the limited power of attorney granted by them to the undersigned pursuant to Section 28.2 of the Limited Partnership Agreement of MacGREGOR LAND AND LIVESTOCK LIMITED PARTNERSHIP dated effective the 1st day of January, 1989, the undersigned General Partner has executed this Certificate of First Amendment to Certificate of Limited Partnership of MacGREGOR LAND AND LIVESTOCK LIMITED PARTNERSHIP this 18<sup>th</sup> day of December, 1989.

MacGREGOR LAND AND LIVESTOCK  
LIMITED PARTNERSHIP

By

Jock D. MacGregor  
Jock D. MacGregor  
General Partner

Robin MacGregor Nuffer  
Robin MacGregor Nuffer,  
Limited Partner

By

Jock D. MacGregor  
Jock D. MacGregor, General  
Partner and Attorney-in-Fact

Heather Maria MacGregor  
Heather Maria MacGregor,  
Limited Partner

By

Jock D. MacGregor  
Jock D. MacGregor, General  
Partner and Attorney-in-Fact

Jock D. MacGregor II  
Jock D. MacGregor II, Limited  
Partner

By Jock D. MacGregor  
Jock D. MacGregor, General  
Partner and Attorney-in-Fact

Lori MacGregor Phillips  
Lori MacGregor Phillips, Limited  
Partner

By Jock D. MacGregor  
Jock D. MacGregor, General  
Partner and Attorney-in-Fact

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 18 day of December, 1989, before me,  
M. NEAL NEWHOUSE, a Notary Public in and for said  
State, personally appeared JOCK D. MacGREGOR, known or identified  
to me to be the General Partner of MacGREGOR LAND AND LIVESTOCK  
LIMITED PARTNERSHIP, the limited partnership that executed the  
within instrument or the person who executed the instrument on  
behalf of said limited partnership and acknowledged to me that  
such limited partnership 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.

M. Neal Newhouse  
Notary Public for Idaho  
Residing at Bon, Idaho  
My commission expires Aug, 1991

STATE OF IDAHO           )  
                                  ) ss.  
County of Ada            )

On this 18 day of December, 1989, before me,  
M. NEAL NEWHOUSE, the undersigned, a Notary  
Public in and for said State, personally appeared JOCK D.  
MacGREGOR, known or identified to me to be the person whose name

CERTIFICATE OF FIRST AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP - 3

is subscribed to the foregoing instrument as attorney-in-fact for Robin MacGregor Nuffer, and acknowledged to me that he executed the same as such attorney-in-fact.

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

M. Neal Newhouse  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires Aug 1, 1991

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 18 day of December, 1989, before me,  
M. NEAL NEWHOUSE, the undersigned, a Notary  
Public in and for said State, personally appeared JOCK D.  
MacGREGOR, known or identified to me to be the person whose name  
is subscribed to the foregoing instrument as attorney-in-fact for  
Heather Maria MacGregor, and acknowledged to me that he executed  
the same as such attorney-in-fact.

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

M. Neal Newhouse  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires Aug 1, 1991

STATE OF IDAHO            )  
                                  ) ss.  
County of Ada            )

On this 18 day of December, 1989, before me,  
M. NEAL NEWHOUSE, the undersigned, a Notary  
Public in and for said State, personally appeared JOCK D.  
MacGREGOR, known or identified to me to be the person whose name  
is subscribed to the foregoing instrument as attorney-in-fact for  
Jock D. MacGregor II, and acknowledged to me that he executed the  
same as such attorney-in-fact.

CERTIFICATE OF FIRST AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP - 4

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

M. Neal Newhouse  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires Aug 1, 1991

STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 18 day of December, 1989, before me,  
M. NEAL NEWHOUSE, the undersigned, a Notary  
Public in and for said State, personally appeared JOCK D.  
MacGREGOR, known or identified to me to be the person whose name  
is subscribed to the foregoing instrument as attorney-in-fact for  
Lori MacGregor Phillips, and acknowledged to me that he executed  
the same as such attorney-in-fact.

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

M. Neal Newhouse  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires Aug 1, 1991