

GIGRAY, MILLER, DOWNEN, WESTON & FARLEY
ATTORNEYS AT LAW
ONE AND ONE-HALF BLOCKS S.W. - P.O. BOX 640
IDAHO 808-459-0001
CALDWELL, IDAHO 83605-0040

21
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BENSON FARMS LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Idaho and being all the members of such limited partnership, having signed and sworn to this Certificate, certify as follows:

1. Name.

The name of the limited partnership is BENSON FARMS LIMITED PARTNERSHIP.

2. Business.

The character of the business of the partnership is as follows:

(a) To carry on the real estate business. (i) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, subdivide, develop, improve, manage, operate, let as lessor or sublessor, sell, convey, mortgage and encumber, either alone or in conjunction with others, as partners, joint venturers or otherwise, real estate of every kind, character and description whatever, wherever located, and interests of all kinds therein, and (ii) to carry on the business of managing agent, broker, finder, consultant and all other functions in connection therewith.

(b) To deal in personal property. (i) To acquire by purchase, subscription, exchange, lease, hire and every other method, (ii) to hold, own, mortgage, pledge, hypothecate, exchange, vote, use, manage and place in voting trust, (iii) to sell, assign, and otherwise dispose of, and (iv) in every other manner to obtain, use, dispose of and deal in and with, either alone or in conjunction with others, as partners, joint venturers or otherwise, personal property of every kind, tangible or intangible, wherever situated, and interests of every kind therein.

(c) To act on own account for others. To accomplish any of the foregoing purposes for its own account or as a nominee, agent or trustee for other individuals, partnerships, corporations or other entities.

Certificate of Limited
Partnership - 1

1 3. The Name and Address of Registered Agent. The
2 registered agent of the partnership is Alvin B. Benson, whose
3 business address is HC 79, Box 94, Melba, Idaho, 83641, and whose
4 residence is at HC 79, Box 94, Melba, Idaho, 83641.

4 4. Names, Addresses and Designations of Partners.

5 Alvin B. Benson, HC 79, Box 94, Melba, Idaho, 83641

6 As a general partner - 5%

7 As a limited partner - 12.26%

8 Thomas E. Benson, HC 79, Box 93, Melba, Idaho, 83641

9 As a general partner - 5%

10 Thomas E. Benson, as Conservator for Bessie M.

11 Benson, HC 79, Box 93, Melba, Idaho, 83641

12 As a limited partner - 17.26%

13 Thomas E. Benson and Patricia Benson, HC 79,

14 Box 93, Melba, Idaho, 83641

15 As a limited partner - 28.33%

16 Jerry L. Benson, 1081 Owyhee St., Kuna, Idaho, 83634

17 As a limited partner - 14.25%

18 Sandra J. Benson, HC 79, Box 94, Melba, Idaho, 83641

19 As a limited partner - 16.65%

20 Bruce Benson, HC 79, Box 97, Melba, Idaho, 83641

21 As a limited partner - 1.25%

22 5. Contributions by Partners.

23 Personal property located in Canyon County, State of
24 Idaho, of an agreed net value by the partners of \$130,000.00,
25 contributed by the general and limited partners in the same
26 proportion as their ownership interests above set forth.

27 6. Additional Contributions by Partners.

28 Limited partners are not required to make additional
29 contribution to capital.

30 7. Transfer of Partnership Interest.

31 (a) A general or limited partner may assign his
32 interest in the partnership to another person with the unanimous
33 approval of all the partners.

1 (b) A general or limited partner may transfer or
2 dispose of his interest by Will or intestacy to, or for the
3 benefit of deceased partner's immediate family or transfer the
4 same during his lifetime, by gift or inter vivos trust to or for
5 the benefit of the partner's immediate family.

6 8. Right of Partners to Receive Distributions.

7 A partner shall not have the right to receive, nor
8 shall a general partner have the right to make distribution to a
9 partner of all or any of the partner's contribution to capital,
10 except with the unanimous consent of all the partners or upon the
11 dissolution of the partnership.

12 9. Priorities Among Limited Partners.

13 No limited partner has been given the right to priority
14 over any other limited partner for any purpose whatsoever.

15 10. Dissolution and Termination.

16 The partnership shall terminate upon the retirement,
17 death, insanity, bankruptcy or insolvency of a general partner
18 except as hereinbefore set out in Paragraph 7(b).

19 11. Right to Receive Property Other Than Cash.

20 No limited partner is given the right to demand and
21 receive property other than cash in return for his contribution,
22 except that, upon dissolution of the partnership if the general
23 partners deem it in the best interests of the partnership, they
24 may distribute assets of the partnership to the partners in kind.

IN WITNESS WHEREOF, This Certificate is signed and
sworn to this 15 day of May, 1987.

Alvin B. Benson
Alvin B. Benson

Thomas E. Benson
Thomas E. Benson

Patricia Benson
Patricia Benson

Thomas E. Benson
Thomas E. Benson, Conservator for
Bessie M. Benson

GIGRAY, MILLER, DOWNEN, WESTON & FARLEY
ATTORNEYS AT LAW
9TH AND DRAMMERS STS. - P.O. Box 640
TWIN FALLS, IDAHO 83401-0640
TELEPHONE 308-459-0001
Caldwell, Idaho 83608-0000

Jerry L. Benson
Jerry L. Benson

Sandra J. Benson
Sandra J. Benson

Bruce Benson
Bruce Benson

STATE OF IDAHO)
County of Canyon) ss.

ALVIN B. BENSON; THOMAS E. BENSON and PATRICIA BENSON;
THOMAS E. BENSON AS CONSERVATOR FOR BESSIE M. BENSON; JERRY L.
BENSON; SANDRA J. BENSON and BRUCE BENSON, each being first duly
sworn, depose and say:

That we are the general and limited partners in the
above entitled Certificate; that we have read the foregoing
Certificate of Limited Partnership, know the contents thereof and
believe the statements therein contained to be true and correct.

Alvin B. Benson Thomas E. Benson
Alvin B. Benson Thomas E. Benson

Patricia Benson Thomas E. Benson
Patricia Benson Thomas E. Benson, Conservator
for Bessie M. Benson

Jerry L. Benson Sandra J. Benson
Jerry L. Benson Sandra J. Benson

Bruce Benson
Bruce Benson

Subscribed and sworn to before me this 15 day of
May, 1987.

[Signature]
Notary Public for Idaho
Residing at Caldwell, Idaho

Certificate of Limited
Partnership - 4