

JUN 28 8 33 AM '82  
SECRETARY OF STATE

RESTATED

JUN 22 8 26 AM '82  
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MARCUSEN INVESTMENT, LTD.

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

1. This Restated Certificate of Limited Partnership is being filed with the Secretary of State pursuant to §53-233 of the Idaho Code, and stating that a certificate of limited partnership recorded in the name of Marcusen Investment, Ltd. was duly filed with the Canyon County Recorder as Instrument #933904 on November 17, 1981.

2. The name of the limited partnership is Marcusen Investment, Ltd.

3. The character of the business of the partnership is as follows: Farming, ranching and real estate.

4. The location of the business is Nampa, Canyon County, Idaho.

5. There are 750 general partnership units having an initial value of \$100.00 per unit. There are 4,250 limited partnership units having a value of \$100.00 per unit. The members of the partnership and the number of units which each partner owns are as follows:

General Partners

Joseph B. Marcusen & Berthamarie Marcusen, husband and wife, 750 units	\$ 75,000.00
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Class "A" Limited Partners

Joseph B. Marcusen & Berthamarie Marcusen, husband and wife, 2,000 units	\$200,000.00
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Class "B" Limited Partners

Joseph B. Marcusen & Berthamarie Marcusen, husband and wife, 1,206 units	\$120,600.00
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Karen C. Botch 261 units	26,100.00
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Kerney Malo 261 units	26,100.00
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RESTATED CERTIFICATE  
OF LIMITED PARTNERSHIP-1

Kimberly Marcusen 261 units	26,100.00
Kent Marcusen 261 units	26,100.00

6. The partnership commenced on June 1, 1981, and shall continue until terminated as provided in the Marcusen Investment, Ltd. Limited Partnership Agreement, dated June 1, 1981.

7. Joseph B. Marcusen and Berthamarie Marcusen, husband and wife, contributed a one hundred percent (100%) interest in the property described on Schedule "A" attached hereto.

8. The limited partners are not required to make any additional contributions to the partnership.

9. The contribution of each limited partner is to be returned upon dissolution of the partnership.

10. Partnership net profits are allocated first to the limited partners until such partners have received an eight percent (8%) return on the contribution value of their units of limited partnership contribution. After and only after, the Class A limited partners have been allocated the full extent of their preferential return, the remaining net profit shall be credited among the general and the Class B limited partners pro rata, based upon each general and Class B limited partner's number of partnership units held at the end of the partnership fiscal year as compared to the total number of units of all Class B limited and general partners. Losses of the partnership are allocated proportionately to the limited and general partners, based upon the number of partnership units held by each such limited or general partner as compared to the total number of partnership units of all limited and general partners.

11. A limited partner may assign his interest to a substitute limited partner after offering it for sale to the other limited partners and the general partners.

12. The general partners have the right to admit additional limited partners.

13. No limited partner is given priority over another limited partner as to return of contribution or income; except that, as among the limited partners, in any allocation of return of contribution or income to the limited partners, each limited partner shall share in the allocation in the proportion that his number of partnership units as a limited partner bears to the total number of partnership units held by limited partners.

14. The business of the partnership may be continued upon the death, retirement or insanity of a general partner if the remaining partners agree to continue the partnership.

15. No limited partner is given the right to demand and receive property other than cash in return for his contribution, except that, upon dissolution of the partnership, if the general partners deem it in the best interests of the partnership, a distribution may be made to the partners in kind in accordance with the provisions of the Marcusen Investment, Ltd. Limited Partnership Agreement, dated June 1, 1981.

IN WITNESS WHEREOF, this Certificate is signed and sworn to this 17 day of June, 1982.

THE GENERAL PARTNERS:

Joseph B. Marcusen  
Joseph B. Marcusen

Berthamarie Marcusen  
Berthamarie Marcusen

STATE OF IDAHO )  
: ss.  
County of Canyon )

SUBSCRIBED AND SWORN to before me this 17th day June, 1982.

(SEAL)

Edward D. Ahrens  
Notary Public for Idaho

STATE OF IDAHO )  
: ss  
County of Canyon )

On this 21<sup>st</sup> day of June, 1982, before me, a Notary Public in and for said State, personally appeared Joseph B. Marcusen and Berthamarie Marcusen, general partners of Marcusen Investment, Ltd, a limited partnership, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same for and on behalf of said limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(SEAL)

Edward D. Ahrens  
Notary Public for Idaho

RESTATED CERTIFICATE  
OF LIMITED PARTNERSHIP-3

PARCEL I

Lot 2 in Block 52 WATERHOUSE'S ADDITION, NAMPA, CANYON COUNTY, IDAHO, according to the PLAT of said ADDITION filed April 12, 1890 in Book 1 of Plats at page 15, in the office of the County Recorder, Canyon County, Idaho.

PARCEL II

Lot 8 in Block 18 INTERSTATE ADDITION NUMBER THREE, CALDWELL, CANYON COUNTY, IDAHO, according to the PLAT of said ADDITION filed June 6, 1980 in Book 1 of Plats at page 16, in the office of the County Recorder, Canyon County, Idaho.

PARCEL III

Lot 9 in Block 149 of KURTZ ADDITION, NAMPA, CANYON COUNTY, IDAHO, according to the AMENDED PLAT of said ADDITION filed March 21, 1907 in Book 2 of Plats at page 37, in the office of the County Recorder, Canyon County, Idaho.

PARCEL IV

A parcel of land located in the NW1/4-SW1/4, Section 16, Township 3 North, Range 2 West, Boise Meridian, Canyon County, Idaho more particularly described by metes and bounds as follows:

Commencing at the NW corner of the NW1/4SW1/4, Section 16, T. 3N., R. 2W., B.M., and running thence S. 0°46'15" W. 225.00 feet along the Westerly boundary of the said NW1/4SW1/4, Section 16 to the True Point of Beginning; thence S. 89°13'45" W. 200.00 feet to a point; thence N. 0°46'15" E. 4.50 feet on a line parallel to and 200.00 feet Easterly of the said Westerly boundary of the NW1/4SW1/4, Section 16, to a point; thence S. 46°17'00" E. 107.78 feet on a line parallel to and 318.00 feet Southwesterly from the Northwesterly right of way line of the Nampa-Caldwell Boulevard to a point; thence N. 43°43'00" E. 217.00 feet to a point on the Southwesterly right of way line of the old inter-urban railroad; thence continuing N. 43°43'00" E. 33.00 feet to a point 68.00 feet Southwesterly from the said North-easterly right of way line of the Nampa-Caldwell Boulevard; thence S. 46°17'00" E. 540.00 feet on a line parallel to and 68.00 feet Southwesterly

from the said Northeasterly right of way line of the Nampa-Caldwell Boulevard to a point on an extension of the Southeasterly right of way line of vacated Adams Street; thence S.  $43^{\circ}43'00''$  W. 571.81 feet along said Southeasterly right of way line of vacated Adams Street, and an extension thereof to a point on the Northeasterly boundary of Comstock acres No. 1 Subdivision as shown on the official plat thereof on file in the office of the Canyon County Recorder in Book 7 of Plats at page 17; thence along a portion of the exterior boundary of said Comstock Acres No. 1 Subdivision the following courses and distances:

N.  $48^{\circ}30'25''$  W. 130.55 feet to a point, said point being the Northwesternly corner of Lot 4, Block 2 of said Comstock Acres No. 1 Subdivision; thence N.  $0^{\circ}46'15''$  E. 23.61 feet along a line parallel to and 356.00 feet Easterly of the said Westerly boundary of the NW1/4-SW1/4, Section 16 to a point of curve; thence Northwesternly 93.43 feet along a curve to the left having a radius of 106.00 feet, a tangent of 50.00 feet, a deflection angle of  $50^{\circ}30'10''$  left and whose long chord bears N.  $24^{\circ}28'50''$  W. 90.44 feet to a point of tangent; thence N.  $49^{\circ}43'55''$  W. 246.19 feet to a point of curve; thence Northwesternly 73.06 feet along a curve to the left having a radius of 106.00 feet, a tangent of 38.05 feet, a deflection angle of  $39^{\circ}29'50''$  left and whose long chord bears N.  $69^{\circ}28'50''$  W. 71.63 feet to a point of reverse curve; thence Northwesternly 31.42 feet along a curve to the right having a radius of 20.00 feet, a tangent of 20.00 feet a deflection angle of  $90^{\circ}00'00''$  right and whose long chord bears N.  $44^{\circ}13'45''$  W. 28.28 feet to a point 40.00 feet Easterly of the said Westerly boundary of the NW1/4SW1/4, Section 16; thence N.  $89^{\circ}13'45''$  W. 40.00 feet to a point on the said Westerly boundary of the NW1/4 of the SW1/4, Section 16, the said point also being the Northwest corner of the said Comstock acres No. 1 Subdivision; thence N.  $0^{\circ}46'15''$  E. 281.02 feet along the said Westerly boundary of the NW1/4-SW1/4, Section 16, to the point of beginnig.

EXCEPTING THEREFROM

A parcel of land located in the NW1/4-SW1/4, Section 16, T. 3N., R. 2 W., B.M., Canyon Coutny, Idaho more particularly described by metes and bounds as follows:

Commencing at the Northwest corner of the NW1/4SW1/4, Section 16, T. 3N., R. 2W., B.M., Canyon County, Idaho, and running S. 0°46'15" W. 225.00 feet along the Westerly boundary of the said NW1/4-SW1/4, Section 16 to a point; thence at right angles and bearing S. 89°13'45" E. 200.00 feet to a point; thence at right angles and bearing N. 0°46'15" E. 4.50 feet along a line parallel to and 200.00 feet Easterly from the said Westerly boundary of the NW1/4SW1/4, Section 16 to a point; thence S. 46°17'00" E. 107.78 feet along a line parallel to and 318.00 feet Southwesterly from the Northeasterly right of way line of Caldwell Boulevard (U.S. Highway 30) to a point; thence at right angles and bearing N. 43°43'00" E. 54'48 feet to the True Point of beginning; thence conintuing N. 43°43'00" E. 185.14 feet to a point on proposed future right of way line of Caldwell Boulevard (U.S. Highway 30); thence continuing N. 43°43'00" E. 10.38 feet to a point 68.00 feet Southwesterly from the said North-easterly right of way line of Caldwell Boulevard; thence at right angles and bearing S. 46°17'00" feet along a line parallel to and 68.00 feet Southwesterly from the said Northeasterly right of way line of Caldwell Boulevard to a point; thence at right angles and bearing S. 43°43'00" W. 10.52 feet to a point on the said proposed future right of way line of Caldwell Boulevard; thence continuing S. 43°43'00" W. 185.00 feet to a point; thence at right angles and bearing N. 46°17'00" W. 150.00 feet along a line parallel to and 263.52 feet Southwesterly from the said North-easterly right of way line of Caldwell Boulevard to the point of beginning.

PARCEL V

PARCEL (A): Tracts of land in Lot 6, Section 8, Township 18 N. R. 3 E.B.M., lying between Payette Lake and Idaho State Highway 15 as presently located, more particularly described as follows

Tract A - Beginning at the Northeast (NE) corner of Lot (6), Section (8), Township (18) North, Range 3 East, Boise, Meridian; thence South 0°03' East 257.6 feet; thence South 80°57' West 101.3 feet; thence North 0°03' West to a point which is South 82°45' West 100.8 feet from the Northeast (NE) corner of Lot 6, Section 8, Township 18 North, Range 3 East, Boise Meridian; thence North 82°45' East 100.8 feet to the point of beginning.

Tract B - Beginning at a point 127 feet South 82°45' West from the Northeast (NE) corner of Lot 6, Section 8, Township 18 North, Range 3 East, Boise Meridian; thence South 0°03' East to a point which is South 80°57' West 127.68 feet and South 0°03' West 257.6 feet from the Northeast (NE) corner of Lot 6, Section 8, Township 18 North, Range 3 East, Boise Meridian; thence North 80°57' East 26.38 feet; thence North 0°03' West to a point South 82°45' West 100.8 feet from the Northeast (NE) corner of Lot 6, Section 8, Township 18 North, Range 3 East, Boise Meridian; thence South (S) 82°45' West 26.2 feet to the point of beginning.

The above property is within the Village of McCall, Valley County, Idaho.

PARCEL (B): Commencing at the Northwest corner of Lot 4, Section 9 in Township 18 North, Range 3 E.B.M., Valley County, Idaho running thence East along the lake shore 25 rods, thence South 16 rods, thence West 25 rods, thence North 16 rods to the place of beginning, EXCEPTING the South 100 feet of the East 130 feet thereof.

PARCEL VI

Lot 5 less N 25'4" and Lot 6 less SE 50' in Block 18 INTERSTATE ADDITION, NAMPA, CANYON COUNTY, IDAHO according to the PLAT of said ADDITION filed June 6, 1890, in Book 1 of Plats at page 16, in the office of the County Recorder, Canyon County, Idaho.

1. One-third (1/3) interest in Western Village Association, whose tax payer identification number is 82-0355327.

2. Account #63-0716-00-9, First Interstate Bank of Idaho, N.A., Trust Department, 700 West Idaho, Boise, Idaho 83702.

3. Twenty (20) limited partnership units of Petro Lewis #78-03, and ten (10) limited partnership units of Petro Lewis #80-08.

4. Foster & Marshall, Inc., brokerage account # 27-08909.

5. Merrill Lynch Pacific Fund.

6. Grange Mutual Life - deferred premium annuities.