

# State of Idaho

## Department of State

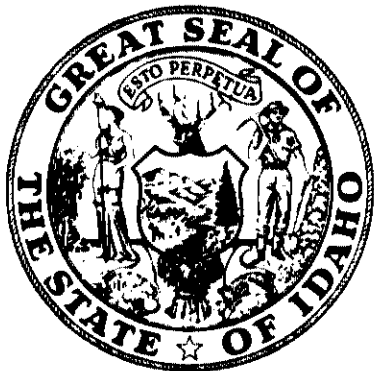
### CERTIFICATE OF REGISTRATION OF

NAMPA CANYON ASSOCIATES LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ~~NAMPA CANYON ASSOCIATES LIMITED~~  
**PARTNERSHIP** for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to NAMPA CANYON ASSOCIATES LIMITED PARTNERSHIP to transact business in this State under the name NAMPA CANYON ASSOCIATES LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated June 23, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Andy J. Clark*

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APPLICATION FOR REGISTRATION SECRETARY OF STATE  
FOREIGN LIMITED PARTNERSHIP

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is Nampa Canyon Associates Limited Partnership

2. The name which it shall use in Idaho is Nampa Canyon Associates Limited Partnership

(Must include, without abbreviation, the words "Limited Partnership.")

3. It is organized under the laws of Delaware

4. The date of its formation is May 8, 1987

5. The address of its registered or principal office in the state or country under the laws of which it is organized is 229 South State Street, Dover, DE 19901

6. The name and street address of its proposed registered agent in Idaho are The Prentice Hall Corporation System, Capital Center, 999 Main Street, Boise, ID 83702

7. The general character of the business it proposes to transact in Idaho is:  
to acquire, own and operate the Midland Care Center, located in Canyon County, ID.

8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

Name	General or Limited	Address
<u>Southmark Partners One, Ltd.</u>	<u>General</u>	<u>c/o Southmark/Envicon Capital Corp. 1270 Ave. of the Americas-Ste. 1400 New York, New York 10020</u>
<u>Southmark Partners One, Ltd.</u>	<u>Limited</u>	<u>c/o Southmark/Envicon Capital Corp. 1270 Ave of the Americas-Ste. 1400 New York, New York 10020</u>
<u>William S. Friedman</u>	<u>Limited</u>	<u>Law Offices of Willaim S. Friedman 1270 Ave. of the Americas-Ste. 1400 New York, New York 10020</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
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9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated June 18, 1987, 19 87.

Nampa Canyon Associates Limited Partnership

By [Signature]  
William S. Friedman  
A General Partner

STATE OF New York )  
COUNTY OF New York ) ss:

I, Susan Steinruck, a notary public, do hereby certify that on this 18th day of June, 19 87, personally appeared before me William S. Friedman, who being by me first duly sworn, declared that (s)he is a general partner of Southmark Partners One, Ltd the General Partner

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Susan Steinruck

SUSAN STEINRUCK  
Notary Public, State of New York  
No. 30-4825462  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires March 30, 1988

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SECRETARY OF STATE



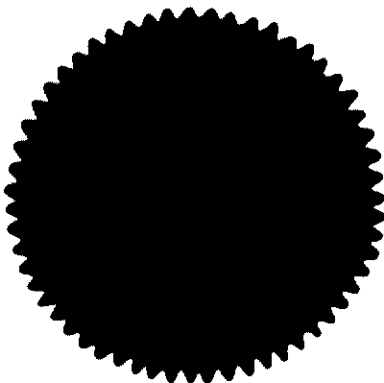
# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, Secretary of State of the State of Delaware,*  
*do hereby certify* that the Certificate of Limited Partnership of the "NAMPA CANYON ASSOCIATES LIMITED PARTNERSHIP", was received and filed in this office the eighth day of May, A.D. 1987, at 9 o'clock A.M.

And I do hereby further certify that the Limited Partnership is duly formed under the laws of the State of Delaware and is in good standing and has a legal existence so far as the records of this office show and is duly authorized to transact business.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* sixteenth *day*  
*of* June *in the year of our Lord*  
*one thousand nine hundred and* eighty-seven.



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State