

RECEIVED AGREEMENT OF DISSOLUTION
SEC. OF STATE OF
DARWIN B. KLINGLER FARMS LIMITED PARTNERSHIP
An Idaho Limited Partnership
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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of the partners, both general and limited, of Darwin B. Klingler Farms Limited Partnership, an Idaho Limited Partnership, do hereby voluntarily dissolve said limited partnership pursuant to the provisions of Section 53-244(2) of the Idaho Code and do hereby certify as follows:

1. LIMITED PARTNERSHIP NAME AND ADDRESS: The name, location and post office address of the limited partnership is as follows:

Darwin B. Klingler Limited Partnership
an Idaho Limited Partnership
Newdale, Idaho 83436

2. GENERAL PARTNERS: The names and addresses of the general partners of the partnership are as follows: DARWIN B. KLINGLER, and JOANN KLINGER, of Newdale, Idaho 83436.

3. LIMITED PARTNERS: The names and addresses of the limited partners of the partnership are as follows: DARWIN B. KLINGLER, of Newdale, Idaho 83436; JOANN KLINGLER, of Newdale, Idaho 83436; W. SHANE KLINGLER, of Newdale, Idaho 83436; and COLE KLINGLER, of Newdale, Idaho 83436.

4. NOTICE: All partners have received notice of the dissolution of the partnership, and have consented thereto. Both general partners have joined in the execution of a deed of the property to Darwin B. Klingler and JoAnn Klingler, subject to all indebtedness, taxes and water assessments, unpaid and accruing thereon.

5. PAYMENT OF LIABILITIES: All debts, obligations and liabilities of the limited partnership have been either paid or the Grantees of said assets have taken same subject to those obligations, which means the partnership has no remaining indebtedness, taxes or assessments chargeable to it.

6. DISTRIBUTION OF ASSETS: All of the remaining property and assets of the limited partnership have been distributed.

7. PENDING SUITS: There are no suits pending against the limited partnership in any court.

8. DISSOLUTION. Since all liabilities have been paid or assumed, and all assets distributed, there remains no reason for said partnership to continue, and the same is hereby dissolved.

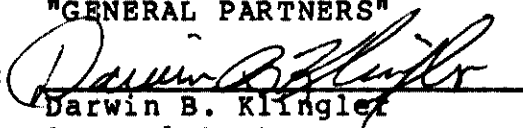
This partnership, as an entity, formally formed by filing a statement of limited partnership with the Secretary of State of the State of Idaho, is being formally dissolved, because it never commenced operations as a limited partnership. No tax returns were ever filed for it. The parties continued, from the beginning, to operate as sole proprietorships, as if the limited partnership never existed.

DATED this 2nd day of January, 1989.

DARWIN B. KLINGLER FARMS
LIMITED PARTNERSHIP

"GENERAL PARTNERS"

By:


Darwin B. Klingler
General Partner

By:

JoAnn Klingler
JoAnn Klingler
General Partner

"LIMITED PARTNERS"

By:

Darwin B. Klingler
Darwin B. Klingler

By:

JoAnn Klingler
JoAnn Klingler

By:

W. Shane Klingler
W. Shane Klingler

By:

Cole Klingler
Cole Klingler

STATE OF IDAHO,
County of Madison.

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ss.
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On this 2nd day of January, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared DARWIN B. KLINGLER, JOANN KLINGLER, W. SHANE KLINGLER and COLE KLINGLER, known to me to be all of the Partners, both General and Limited, of Darwin B. Klingler General Partnership, the partnership that executed the foregoing instrument and acknowledged to me that such 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.

Lay W. Lighty
Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: 3-12-93