

RECORDING REQUESTED BY &
WHEN RECORDED, RETURN TO: 28 AM 9 05

Wildwood Associates
P. O. Box 389
Palo Alto, Ca. 94302

SECRETARY OF
STATE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WILDWOOD ASSOCIATES *Limited Partnership*

ROSS E. CROSBY and DALE H. DENSON, hereinafter called
"General Partners", and the undersigned "Limited Partners"
hereby form a Limited Partnership and in respect thereto
certify as follows:

I

That its name is WILDWOOD ASSOCIATES *Limited Partnership*

II

That the character of the business to be conducted by
it is to acquire, manage, improve, rent, lease and sell real
property.

III

That the location of its principal place of business
is 510 Waverley Street, Palo Alto, California.

IV

That the General and Limited Partners are so desig-
nated as shown by their respective names and their respective
places of residence in Exhibit A, attached hereto and incor-
porated by reference.

V

That the term of its existence is until the first of
the following to occur: (a) sale and distribution of all Part-

nership assets; (b) election of the General Partners, together with the written consent of the Limited Partners holding fifty-one percent (51%) or more of the Limited Partnership interest to terminate the Partnership; (c) expiration of fifty (50) years from the date of recording this Certificate in the Recorder's Office of Santa Clara County, California.

VI

That the Partners will contribute to the Partnership the amounts shown in Exhibit A, attached hereto and incorporated by reference.

VII

That the Limited Partners have agreed to contribute a limited amount of additional capital if necessary to hold, retain and maintain said property.

VIII

That the contributions of the Limited Partners shall be returned, (a) upon the dissolution of the Partnership, or (b) upon the sale of his or her respective Partnership interest as set forth in the Partnership Agreement.

IX

That there shall be distributed to the Limited Partners all net operating income, less capital expenditures and principal payments on any existing indebtedness made during such period and less an amount reserved for working capital.

X

That the Limited Partners must first offer to sell their interests to the other Limited Partners before sale to an outside party; if sale is made to an outside party, that person becomes a substituted Limited Partner upon receipt of the General Partners' consent and complying with certain requirements as set forth in the Partnership Agreement.

Registered Agent;

STATE OF IDAHO ADDRESS shall be: *TIM DAY*

*DAY Realty
720 Vista
Boise, ID. 83705*

XI

That the right is given to the Partnership to admit an additional Limited Partner or Partners upon consent of Limited Partners holding fifty-one percent (51%) in interest in the Partnership.

XII

That there is no priority of a Limited Partner over another Limited Partner as to contributions or as to compensation by way of income.

XIII

That in the event of the death or incapacity of one of the General Partners, the other General Partner shall continue the management of the Partnership business; but in the event of the death, bankruptcy or incapacity of the remaining General Partner, the Partnership is terminated and shall be dissolved unless within sixty (60) days the Limited Partners unanimously elect to form a Partnership and elect a new General Partner.

XIV

That the Limited Partners shall have no right to receive other than cash in return for their capital contribution.

XV

That the General Partners shall have the sole right to conduct and control the Partnership business.

XVI

That the Limited Partners shall have the right to vote upon the following matters affecting the business structure of the Partnership; the written consent of the Limited Partners holding a majority of the Limited Partnership interests is necessary for the General Partners to (a) sell, exchange, pledge, mortgage or otherwise encumber the property; (b) borrow money in excess of FIVE THOUSAND DOLLARS

General Partners shall make, ^{3.} one-half from Ross E. Crosby and one-half from Dale H. Denson, a capital contribution equal to twenty seven hundred dollars. Purchase of real property shall

LIMITED PARTNERS:

Margaret S. Luber
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

Walter B. Breen & Cecilia Breen
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

Albert F. Breen
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

William T. Appene, Jr.
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

William R. Lawson, M.D.
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

Ray B. Donaldson & Gregory H. Donaldson
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

John O. Walker
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

Bonbra Odore
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

George R. Luber
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

Elizabeth Hensler
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

Adolph Miller
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

Frank Battaglia
By Dale H. Denson, his attorney-in-fact
Dale H. Denson

By Dale H. Denson, his attorney-in-fact

By Dale H. Denson, his attorney-in-fact

By Dale H. Denson, his attorney-in-fact

(\$5,000.00), except for the purpose discharging the obligations incurred with the acquisition of the property; or (c) to assume any liability for another by means of endorsement or by becoming a guarantor or surety; the written consent of the Limited Partners holding fifty-one percent (51%) or more of the Limited Partnership interests is necessary to remove a General Partner or terminate the Partnership; and the written consent of the Limited Partners holding sixty percent (60%) or more of the Limited Partnership interest is necessary to amend the Partnership Agreement.

IN WITNESS WHEREOF, the parties have executed this Certificate this 15th day of September, 1983.

GENERAL PARTNERS:

[Signature]
Dale H. Denson

200—ACKNOWLEDGMENT—SINGLE

Printed and for sale by Syme-York Company, Boise, Idaho

STATE OF IDAHO } ss.
COUNTY OF Ada

On this 27th day of September, in the year 1983, before me
the undersigned _____, a Notary Public
in and for said State, personally appeared Dale H. Denson

known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me
that he 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.

[Signature]
Notary Public for Idaho, residing at Boise, Idaho.

STATE OF CALIFORNIA
COUNTY OF SACRAMENTO

} SS

ON September 15, 1983, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ross E. Crosby

proved to me on the basis of satisfactory evidence to be the person that executed this instrument, on behalf of the partnership and acknowledged to me that the partnership executed it.

Notary's Signature

Donna E. Morris



PARTNERSHIP ACKNOWLEDGMENT

Form No. 17 Rev. 7-82

COUNTY OF

ADA

} SS.

On September 27, 1983, before me, a Notary Public in and for said State, personally appeared DALE H. DENSON, known to me to be the person whose name is subscribed to the within instrument as the attorney-in-fact for

MARGARET S. LUKER

WALTER BROWN
EUGENE BROWN

GILBERT F. BROWN

William T. Amneus JR

William R. Lawson M.D.

ROY B. DONALDSON
MARGERY H. DONALDSON

John D. WALKER

BARBARA O'DONE

George R. LUKER

ELIZABETH Heisler

ADOLPH Meir

FRANK BATTAGLIA

and acknowledged to me that he subscribed their names thereto as principal, and his own name as attorney-in-fact.

WITNESS my hand and official seal.

Sharon J. Davis
Notary Public in and for said
County and State

EXHIBIT A

<u>Name</u>	<u>Residence</u>	<u>Type of Partner</u>	<u>Capital Contribution</u>
Gilbert F. Brown	7356 Pyramid Pl. Los Angeles, Ca 90046	Limited	\$ 40,000
William T. Amneus, Jr.	10791 Skyline Dr. Santa Ana, Ca 92705	Limited	15,000
Roy B. Donaldson and Margery H. Donaldson	70033 Avenue 39 #1 Rancho Mirage, Ca 92270	Limited	8,000
George R. Luker, Trustee	3395 Mountain View Carmel, Ca. 93923	Limited	10,000
Adolph Maier	2812 Oak Point Dr. Los Angeles, Ca 90068	Limited	15,000
Elizabeth Heisler	2525 Webster St. Berkeley, Ca. 94705	Limited	15,000
Barbara Anne Odone	1730 Escalante Way Burlingame, Ca 94010	Limited	7,000
William R. Lawson M.D.	693 Montecito Blvd. Napa, Ca. 94558	Limited	40,000
Frank Battaglia	61 Gates Ave. Malverne, N.Y. 11565	Limited	10,000
John D. Walker, Trustee	2271 Knight Way Sacramento, Ca. 95822	Limited	10,000
Margaret S. Luker, Trustee	3395 Mountain View Carmel, Ca. 93923	Limited	10,000
William T. Amneus, Sr.	RRI Box 332 Koloa, Hi 96756	Limited	15,000
Walter D. Breen	3980 El Camino Real Palo Alto, Ca. 94306	Limited	75,000