

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MICRO FINANCIAL SYSTEMS II LIMITED PARTNERSHIP

The undersigned, desiring 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. The name of the limited partnership is Micro Financial Systems II Limited Partnership.

2. The business of the partnership is to engage in the research and development of microcomputer software for banks and other financial institutions.

3. The location of the business is 1020 Main Street, Boise, Idaho 83701.

4. The name and address of the registered agent is Steve C. Swanson, 1020 Main Street, Boise, Idaho 83701.

5. The names and addresses of the general and limited partners are as follows:

General Partner:

Venture Capital Management Corporation
1020 Main Street
Boise, Idaho 83701

Limited Partner:

Names and addresses of the limited partners are set forth on Exhibit "A", which is attached hereto and by this reference incorporated herein.

6. The amount of cash and a description and statement of the agreed value of the other property or labor or services contributed by each partner, and the percentage of interest of each partner in the profits of the partnership, are set forth on Exhibit "A", which is attached hereto and by this reference incorporated herein.

REC 31 3 57 PM '85
RECORDED & INDEXED

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

8. A limited partner may assign his interest to a substitute limited partner after offering it for sale to the general partner, and upon obtaining the consent of the general partner and otherwise complying with the requirements of the Limited Partnership Agreement.

9. Upon liquidation, the partners shall continue to share profits or losses during liquidation in the same proportions as before dissolution. The partnership assets or proceeds thereof shall be distributed in payment of the liabilities of the partnership in the following order:

(a) To creditors of the partnership, other than partners, in the order of priority provided by law;

(b) To partners for loans, if any, made by them to the partnership;

(c) To the limited partners of the credit balance, if any, in their respective capital accounts;

(d) To the general partner of the credit balance, if any, in its capital account; and

(e) To all partners in the percentage which they share in the profits of the partnership.

10. 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 partner deems it in the best interests of the partnership, a distribution may be made to the partners in accordance with the provisions of the Limited Partnership Agreement. 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 all limited partners.

11. The partnership shall commence upon the filing of the Certificate of Limited Partnership and shall continue

for a term of 15 years unless terminated earlier as provided in the Limited Partnership Agreement. The business of the partnership may be continued upon the liquidation, dissolution, bankruptcy, or withdrawal of the general partner if all of the remaining partners agree to continue the partnership and by majority vote select a new general partner.

12. Pursuant to paragraph 12 entitled "Power of Attorney" of the Limited Partnership Agreement, each limited partner has given the general partner the power to execute this Certificate of Limited Partnership.

IN WITNESS WHEREOF, this Certificate is signed and sworn to this 31st day of December, 1985.

VENTURE CAPITAL MANAGEMENT
CORPORATION, an Idaho corporation,

By 
Steve C. Swanson, President

"GENERAL PARTNER"


All limited partners as set forth on Exhibit "A", which is attached hereto and by this reference incorporated herein.

By VENTURE CAPITAL MANAGEMENT
CORPORATION, an Idaho corporation, as
attorney-in-fact

By 
Steve C. Swanson, President

SUBSCRIBED AND SWORN to before me this 31st day of
December, 1986.

(SEAL)


Notary Public for Idaho
Commission expires: Lifetime

MICRO FINANCIAL SYSTEMS II LIMITED PARTNERSHIP

EXHIBIT "A"

| <u>NAME/ADDRESS</u> | <u>CASH CONTRIBUTION</u> | <u>DESCRIPTION AND VALUE OF SERVICES OR PROPERTY</u> | <u>UNITS OF LIMITED PARTNERSHIP</u> | <u>PERCENTAGE INTEREST</u> |
|---|--------------------------|--|-------------------------------------|----------------------------|
| <u>General Partner:</u> | | | | |
| Venture Capital Management Corporation 1020 Main Street Boise, ID 83701 | \$1,600 | None | N/A | 1.0 |
| <u>Limited Partners:</u> | | | | |
| James W. Anderson 1807 Roanoke Boise, ID 83712 | 15,000 | None | 1 | 9.9 |
| James J. Curran 604 Hearthstone Boise, ID 83702 | 15,000 | None | 1 | 9.9 |
| Richard C. Fields 3800 Mt. View Dr. Boise, ID 83704 | 15,000 | None | 1 | 9.9 |
| Myron D. Gabbert 7212 Avon Boise, ID 83704 | 15,000 | None | 1 | 9.9 |
| Fred D. Hilliard P.O. Box 619 Mt. View, WY 82939 | 7,500 | None | 1/2 | 4.95 |
| Kevin E & Nancy G. Learned 1411 N. 24th St. Boise, ID 83702 | 7,500 | None | 1/2 | 4.95 |
| Learned-Mahn, Inc. P.O. Box 1488 Boise, ID 83701 | 15,000 | None | 1 | 9.9 |

| <u>NAME/ADDRESS</u> | <u>CASH CONTRIBUTION</u> | <u>DESCRIPTION AND VALUE OF SERVICES OR PROPERTY</u> | <u>UNITS OF LIMITED PARTNERSHIP</u> | <u>PERCENTAGE INTEREST</u> |
|---|--------------------------|--|-------------------------------------|----------------------------|
| Clifford A. & Katherine Morton 846 E. Braemere Boise, ID 83702 | \$15,000 | None | 1 | 9.9 |
| Dale F. Nagy 4977 N. Hollow Ln. Boise, ID 83702 | 15,000 | None | 1 | 9.9 |
| Rosalyn Nichamin 26034 York Road Huntington Woods, MI 48070 | 7,500 | None | 1/2 | 4.95 |
| William H. & Ronna W. Nichamin 2400 Bruins Circle Boise, ID 83704 | 7,500 | None | 1/2 | 4.95 |
| Joseph I. & Rita B. Rodriguez 808 N. 18th St. Boise, ID 83702 | 7,500 | None | 1/2 | 4.95 |
| Thomas E. Stitzel 1309 E. Pennsylvania Boise, ID 83706 | 7,500 | None | 1/2 | 4.95 |