# CERTIFICATE OF LIMITED PARTNERSHIP OF

# HABITAT ASSOCIATES LIMITED PARTNERSHIP An Idaho Limited Partnership

THE UNDERSIGNED desiring to form a limited partnership under the laws of the State of Idaho hereby execute and file the following Certificate of Limited Partnership:

- 1. The name of the limited partnership is HABITAT of STANSOCIATES LIMITED PARTNERSHIP (the "Partnership").
- 2. The general character of the Partnership's business is to purchase, sell, own, operate, lease, and otherwise deal in real property.
- 3. The name and address of its registered agent for service of process and office required to be maintained by Section 5204, Idaho Code, is:

Joan Brawley 303 Shoshone Street Twin Falls, Idaho 83301

3. The name and business address of each Partner, specifying separately the General Partner and the Limited Partners, is as follows:

### General Partner:

Aurora Capital Corporation 2990 Center Green Court South P.O. Box 13099 Boulder, Colorado 80308

## Limited Partners:

Robert Ellis 14304 173rd Place N.E. Remond, Washington 98052

P.J. Niemantsverdriet Box 42938 Nairobi, Kenya

A. Gene Rheault 198 Town & Country Drive Danville, California 94526

Charles T. Travers, Trustee 296 Via La Paz Greenbrae, California 94904 Patrick McKee 1915 Country Club Drive Glendora, California 91740

Paul Peperzak 44 Broadmoor Avenue Colorado Springs, CO 80906

Murli Tolaney 132 Luben Lane Arcadia, California 91006

Charles N. Travers 60 Corte Placida Greenbrae, California 94904 5. The amount of cash and a description and statement of the agreed value of other property or labor or services contributed by each partner:

Aurora Capital Corporation	\$500.00	cash	and	services
Robert Ellis	10.00			
Patrick McKee	10.00			
P.J. Niemantsverdriet	10.00			
Paul Peperzak	10.00			
A. Gene Rheault	10.00			
Murli Tolaney	10.00			
Charles T. Travers, Trustee	10,00			
Charles N. Travers	10.00			

- 6. The times at which, or events on the happening of which, any additional contributions are to be made by each Partner shall only occur upon the consent of a Partner making such additional contribution together with the consent of the General Partner.
- 7. A Limited Partner may grant the right to become a Limited Partner to an assignee of any part of his Partnership interest only upon the consent of the General Partner and by first providing an offer to purchase to each of the existing Partners.
- 8. A Partner has no right to terminate his membership in the Limited Partnership prior to the expiration of its term or upon termination due to such other events as are set forth in the Partnership Agreement. A Partner has no right to demand the return of his or her capital contribution.
- 9. A Partner has no right to demand distributions of property in kind or in cash from the Limited Partnership except upon the consent of the General Partner, or upon termination or dissolution of the Partnership.
- 10. A Partner has the right to receive distributions, and the General Partner may make distributions, upon termination or dissolution of the Partnership. There is no right of a Partner to receive a return of any and all of the Partner's capital contribution.
- 11. The Partnership shall terminate upon the happening of the following events:
- (a) The bankruptcy, withdrawal, dissolution or termination of the General Partner;
- (b) The disposition of all or substantially all assets of the Partnership;

- (c) Any other event which under the laws of the State of Idaho causes the dissolution of a Limited Partnership except as otherwise provided in this Agreement;
- (d) upon the election of the Limited Partners by a Limited Partner Consent and the consent of the General Partner; or
  - (e) upon expiration of the Partnership term.
- 12. The remaining General Partners, if any, or the Limited Partners, may continue the operations of the Partnership in the event of withdrawal of a General Partner pursuant to the terms of the Partnership Agreement.
- 13. Pursuant to the provisions of the Partnership Agreement, the Agreement and the Certificate of Limited Partnership may be signed in counterparts.

#### GENERAL PARTNER:

AURORA CAPITAL CORPORATION, an Idaho corporation

Date: 12/27/88	By: 16,5	
	Its: (Signature)	
	2990 Center Green Court South Boulder, Colorado 80301	

STATE OF COLORADO )
) SS.
COUNTY OF BOULDER )

The foregoing instrument was acknowledged before me under oath on this 27th day of December, 1988 by

Witness my hand and seal.

My commission expires: (/13/9)

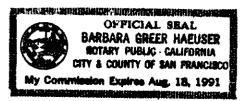
Business Address:

P.O. BOX 13099 Bouldy, Co Notary Public

80308

I understand that the signature(s) subscribed below will be attached to, and I agree to be bound by, the terms and provisions of the Amended Partnership Agreement and Certificate of Limited Partnership.

Charles T. Travers, Trustee 296 Via La Paz Greenbrae, California 94904 STATE OF CALIFORNIA ) SS. COUNTY OF MARIN The foregoing instrument was acknowledged before me under oath on this 25th day of November Charles T. Travers. Witness my hand and seal. My commission expires: August 18, 1991 Business Address: 230 Bon Air Center Greenbrae Ca. 94904 OFFICIAL SEAL BARBARA GREER HAEUSER MOTARY PUBLIC CALIFORNIA CITY & COUNTY OF SAN FRANCISCO Charles N. Travers My Commission Expires Aug. 18, 1991 60 Corte Placida Greenbrae, California 94904 STATE OF CALIFORNIA SS. COUNTY OF MARIN The foregoing instrument was acknowledged before me under oath on this 25th day of November Charles N. Travers. Witness my hand and seal. My commission expires: August 18, 1991 Business Address: 230 Bon Air Center Greenbrae, Ca. 94904



I understand that the signature(s) subscribed below will be attached to, and I agree to be bound by, the terms and provisions of the Amended Partnership Agreement and Certificate of Limited Partnership.

Micumo P.J. Niemantsverdriet Box 42938 Nairobi, Kenya STATE OF SS. COUNTY OF The foregoing instrument was acknowledged before me under oath on this \_\_ day of \_\_\_\_\_, 1988 by P.J. Niemantsverdriet. Witness my hand and seal. My commission expires: Business Address: Notary Public Paul Peperzak 44 Broadmoor Avenue Colorado Springs, CO 80906 STATE OF COLORADO ss. COUNTY OF The foregoing instrument was acknowledged before me under oath on this \_\_\_\_\_, 1988 by Paul Peperzak. Witness my hand and seal. My commission expires: Business Address: Notary Public

## LIMITED PARTNERS' COUNTERPART SIGNATURE PAGE FOR AMENDED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

#### OF

### HABITAT ASSOCIATES LIMITED PARTNERSHIP

These Signature Pages will be attached to and become a part of the Amended Partnership Agreement and the Certificate of Limited Partnership to be filed by the General Partner in the State of Idaho.

I understand that the signature(s) subscribed below will be attached to, and I agree to be bound by, the terms and provisions of the Amended Partnership Agreement and Certificate of Limited Partnership.

. at onothings	Our mi
STATE OF WASHINGTON )  COUNTY OF km 8	Robert Ellis 14304 173rd Place N.E. Remond, Washington 98052
The foregoing instrument was oath on this day of Dece Robert Ellis.  Witness my hand and seal.  My commission expires:  Business Address:	acknowledged before me under  , 1988 by  Notary Public  Notary Public
STATE OF CALIFORNIA )  COUNTY OF )  The foregoing instrument was oath on this day of  Patrick McKee.  Witness my hand and seal.  My commission expires:  Business Address:	Patrick McKee 1915 Country Club Drive Glendora, California 91740  acknowledged before me under

Notary Public

## LIMITED PARTNERS' COUNTERPART SIGNATURE PAGE FOR AMENDED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF

# HABITAT ASSOCIATES LIMITED PARTNERSHIP

These Signature Pages will be attached to and become a part of the Amended Partnership Agreement and the Certificate of Limited Partnership to be filed by the General Partner in the State of Idaho.

I understand that the signature(s) subscribed below will be attached to, and I agree to be bound by, the terms and provisions of the Amended Partnership Agreement and Certificate of Limited Partnership.

_	4
STATE OF WASHINGTON ) COUNTY OF )	Robert Ellis 14304 173rd Place N.E. Remond, Washington 98052
The foregoing instrument was oath on this day of Robert Ellis.  Witness my hand and seal.  My commission expires:  Business Address:	acknowledged before me under, 1988 by
STATE OF CALIFORNIA )  COUNTY OF Solution of State of Sta	
Patrick McKee. One Mary Jone Witness my hand and Beal. My commission expires: 9/30/9 Business Address: 250 % made Mr.	mckee.

I understand that the signature(s) subscribed below will be attached to, and I agree to be bound by, the terms and provisions of the Amended Partnership Agreement and Certificate of Limited Partnership.

A. Gene Rheault 198 Town & Country Drive Danville, California 94526 STATE OF CALIFORNIA ) SS. COUNTY OF The foregoing instrument was acknowledged before me under oath on this \_\_ day of \_\_\_\_\_ \_\_\_\_\_\_\_\_, 1988 by A. Gene Rheault. Witness my hand and seal. My commission expires: Business Address: Notary Public Murli Tolanéy 132 Luben Lane Arcadia, California 91006 STATE OF CALIFORNIA ) COUNTY OF for angels oath on this 30 day of \_\_\_\_\_\_\_, 1988 by Murli Tolaney. Witness my hand and seal. My commission expires:  $6-|\xi-g|$ Business Address: 250 n. madism Notary Public Pasadera, CA 91101

OFFICIAL SEAL
CONTA TARCARO
NOTARY PUBLIC - CAUTO INIA
LOS ANGELES DEFICE
My comm. expires 1081 18, 1991

Malille

I understand that the signature attached to, and I agree to be bound of the Amended Partnership Agreement Partnership.	
STATE OF CALIFORNIA ) COUNTY OF Contra Casta ) SS.	198 Town & Country Drive Danville, California 94526
The foregoing instrument was oath on this day of day of day of day of A. Gene Rheault.  Witness my hand and seal.  My commission expires: fuil Business Address:  District do day of day	23,1990
STATE OF CALIFORNIA )  SS.  COUNTY OF	Arcadia, California 91006
The foregoing instrument was oath on this day of Murli Tolaney.  Witness my hand and seal.  My commission expires:  Business Address:	acknowledged before me under, 1988 by
	Notary Public

I understand that the signature(s) subscribed below will be attached to, and I agree to be bound by, the terms and provisions of the Amended Partnership Agreement and Certificate of Limited Partnership.

STATI	E OF	)	P.J. Niemantsverdriet Box 42938 Nairobi, Kenya
COUNT	TY OF	) ss.	
oath P.J.	The foregoing on this Niemantsverdri Witness my han My commission Business Addre	day of et. d and seal. expires:	acknowledged before me under
CM N			Paul Peperzak 44 Broadmoor Avenue Colorado Springs, CO 80906
STATE	E OF COLORADO	) ) SS.	
COUNT	CY OF	)	
Paul	The foregoing on this 6 h Peperzak. Witness my han My commission Business Addre	day ofd d and seal. expires: 3/21/9 ss:	acknowledged before me under 1988 by  Notary Public