



Department of State.

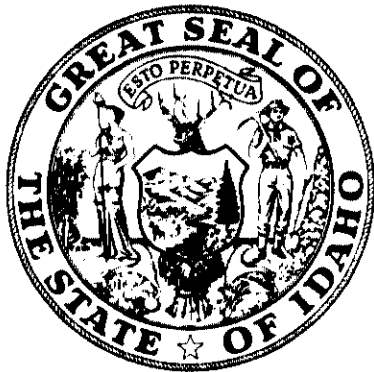
**CERTIFICATE OF REGISTRATION
OF**

RAWLINGS RECOVERY SYSTEMS, LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RAWLINGS RECOVERY SYSTEMS, 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 RAWLINGS RECOVERY SYSTEMS, LIMITED PARTNERSHIP to transact business in this State under the name RAWLINGS RECOVERY SYSTEMS, LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **August 24, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Aug. 24 8 34 AM '83

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 Rawlings Recovery Systems, Limited Partnership
2. The name which it shall use in Idaho is Rawlings Recovery Systems, Limited Partnership
3. It is organized under the laws of the State of Montana
4. The date of its formation is July 5, 1983
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 724 Strand, Missoula, Montana 59801
6. The name and street address of its proposed registered agent in Idaho are _____
C T Corporation System, 300 North Sixth Street, Boise, Idaho 83701
7. The general character of the business it proposes to transact in Idaho is:
to operate a portable machine for the separation of debris in log yards
8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

| Name | General or Limited | Address |
|-------|--------------------|---------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

(continued on reverse)

8. (Continued)

| Name | General or Limited | Address |
|-------|--------------------|---------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

Dated August 15, , 19 83 .

RAWLINGS CONSTRUCTION COMPANY

By

Cliff Rawlings

President

A General Partner

STATE OF MONTANA)

) ss:

COUNTY OF MISSOULA)

I, Linnea Eversole , a notary public, do hereby certify that on this
15th day of August , 19 83 , personally appeared
Cliff Rawlings (Rawlings Construction/ Company)
before me Cliff Rawlings (Rawlings Construction/ , who being by me first duly sworn,
declared that he is a general partner of Rawlings Recovery Systems

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

Linnea Eversole
Notary Public

My commission expires: 10/31/84

SECRETARY OF STATE

STATE OF MONTANA

AUG 24 8 34 AM '83

SECRETARY OF STATE

Jim Waltermire

Secretary of State

State Capitol

Helena, Montana 59620


CERTIFICATION

I hereby certify that the attached is a true and complete copy of the 10 page document(s) on file in this office.

DATED: July 19, 1983



SECRETARY OF STATE

By: 

Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF FORMATION OF DOMESTIC LIMITED PARTNERSHIP

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that duplicate originals of the Certificate of Limited Partnership of **RAWLINGS RECOVERY SYSTEMS, LIMITED PARTNERSHIP**, a Montana Limited Partnership, duly executed pursuant to the provisions of Section 35-12-601, Montana Code Annotated, have been received in my office and conform to law.

NOW, THEREFORE, I, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Limited Partnership to **RAWLINGS RECOVERY SYSTEMS, LIMITED PARTNERSHIP**, a Montana Limited Partnership, and attach hereto a duplicate original of the Certificate of Limited Partnership.

(Great Seal)

IN WITNESS WHEREOF, I
have hereunto set my hand and
affixed the Great Seal of the
State of Montana, at Helena,
the Capital, this July 5,
A.D. 1983.

A handwritten signature in cursive script that reads "Jim Waltermire".

JIM WALTERMIRE
Secretary of State

CERTIFICATE OF LIMITED PARTNERSHIP

RAWLINGS RECOVERY SYSTEMS, LIMITED PARTNERSHIP

We, the undersigned, desiring to form a limited partnership under the laws of the State of Montana in accordance with the provisions of Title 35, Chapter 12, Montana Codes Annotated, do hereby certify:

A. The name of the limited partnership is RAWLINGS RECOVERY SYSTEMS, LIMITED PARTNERSHIP.

B. The general character of the partnership business is to operate a portable machine for the separation of debris in log yards under a contract with Potlatch Corporation.

C. The address of the office and the name and address of the agent for service of process is: Rawlings Construction Company, 724 Strand, Missoula, Montana 59801.

D. The name and the business address of each partner is as follows:

General Partner

Address

Rawlings Construction Company

724 Strand, Missoula, MT 59801

Limited Partners

Address

James A. Archer

6200 S.W. Virginia Lane, Portland,
OR 97201

Fred C. Bartel

Rt. 2 Box 114, Orofino, ID 83544

William Jay Tabish

821 Grelle Dr., Lewiston, ID 83501

Linnea Eversole

2730 Spurgin Rd., Missoula, MT 59801

D & T Investors

Rt. 1 Box 2633A, Show Low, AZ 85901

Norman Shaw

P.O. Box 1389D, Pinetop, AZ 85935

J.R. Carroll

P.O. Box 30477, Billings, MT 59107

CJF, A Partnership

2711 Lyndale Lane, Billings, MT 59102

EXHIBIT "A" to
Limited Partnership Agreement

290423
STATE OF MONTANA
FILED

JUL 5 1983

JIM WALTERMIRE
SECRETARY OF STATE

E. The amount of cash and a description and statement of the agreed value of the other property or services contributed by each partner are as follows:

General Partner

| | |
|-------------------------------|----------------|
| Rawlings Construction Company | |
| Cash | \$ 35,000 |
| Design and Engineering | 30,000 |
| Equipment | 67,000 |
| Assignment of contract | <u>101,000</u> |
| TOTAL | \$233,000 |

Limited Partners

| | |
|--------------------|---------------|
| James A. Archer | \$ 10,000 |
| Fred C. Bartel | 30,000 |
| William Jay Tabish | 10,000 |
| Linnea Eversole | 10,000 |
| D & T Investors | 10,000 |
| Norman Shaw | 10,000 |
| J. R. Carroll | 10,000 |
| CJF, A Partnership | <u>10,000</u> |
| TOTAL | \$100,000 |

F. There is no agreement between the partners for any additional contributions to be made in the future.

G. A limited partner can only assign all or part of his partnership interest with the consent of the general partner, which consent will not be unreasonably withheld. Consent of the general partner is not required where the assignee is a personal representative or heir of a deceased limited partner.

H. There are no provisions for a partner to terminate his membership in the limited partnership except upon dissolution of the partnership, at which time distribution will be made in ratio of his capital investment.

I. There is no right in any of the partners to receive a distribution of property from the partnership except by distribution of cash from profits from time to time, and upon dissolution, a prorata distribution of cash and other partnership assets.

J. There is no right in any of the partners to a return of his capital contribution except through distribution of partnership profits.

K. The partnership will be dissolved and its affairs wound up when (1) a contract with Potlatch Corporation is terminated, (2) by operation of law and (3) upon designation of the general partner consented to by a majority of the limited partners.

L. There are no provisions for the continuation of the business upon withdrawal of the general partner.

GENERAL PARTNER

Rawlings Construction Company

By

Cliff Rawlings
President

Attest:

Patricia J. Rawlings
Secretary

LIMITED PARTNERS

James A. Anhe
Fred O. Bailes
William F. T. T. T.
Lipea Eversole
Ernest A. Shaw
Roy Dotson D & F. Furniture

J. There is no right in any of the partners to a return of his capital contribution except through distribution of partnership profits.

K. The partnership will be dissolved and its affairs wound up when (1) a contract with Potlatch Corporation is terminated, (2) by operation of law and (3) upon designation of the general partner consented to by a majority of the limited partners.

L. There are no provisions for the continuation of the business upon withdrawal of the general partner.

GENERAL PARTNER

Attest:

Rawlings Construction Company

Secretary

By _____
President

LIMITED PARTNERS

J.R. Carroll
J.R. CARROLL

CJF, A Partnership
CJF, A Partnership

John A. Schitz

GENERAL PARTNER ACKNOWLEDGMENT

STATE OF)
): ss.
County of)

On this 2nd day of May, 1983, before me, a Notary Public for the State of Montana, personally appeared CLIFF RAWLINGS, known to me to be the President of RAWLINGS CONSTRUCTION COMPANY, the corporation that executed the within instrument and acknowledged to me that such corporation authorized the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the date first above written.

Linnia Eversole
Notary Public for the State of Montana
Residing at Missoula, Mt.
My commission expires 10-31-84

LIMITED PARTNER ACKNOWLEDGMENT

STATE OF IDAHO)
 : ss.
County of NEZ PERCE)

On this 14 day of MAY, 1983, before me, the undersigned, a
Notary Public for the State of IDAHO, personally appeared
JAMES A. ARCHER, 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 Notary
Seal the date hereinabove mentioned.

Garry Tuck
Notary Public for the State of IDAHO
Residing at LEWISTON
My commission expires LIFE

STATE OF IDAHO)
 : ss.
County of NEZ PERCE)

On this 19 day of MAY, 1983, before me, the undersigned, a
Notary Public for the State of IDAHO, personally appeared
FRANK C. BARTEL, 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 Notary
Seal the date hereinabove mentioned.

Garry Tuck
Notary Public for the State of IDAHO
Residing at LEWISTON
My commission expires LIFE

STATE OF)
: ss.
County of)

On this 6 day of JUNE, 1983, before me, the undersigned, a
Notary Public for the State of IDAHO, personally appeared
WILLIAM JAY TABISH, 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 Notary Seal
the date hereinabove mentioned.

Garry Fisher
Notary Public for the State of
Residing at LEWISTON
My commission expires LIFE

STATE OF Montana)
: ss.
County of Missoula)

On this 8th day of June, 1983, before me, the undersigned, a
Notary Public for the State of Montana, personally appeared
Linnea Eversole, known to me to be the person whose name is
subscribed to the within instrument and acknowledged to me that he executed
the same.

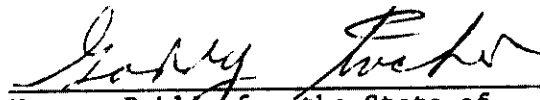
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notary Seal
the date hereinabove mentioned.

Susan M. Weatherly
Notary Public for the State of Montana
Residing at Missoula, MT
My commission expires
4-2-85

STATE OF IDAHO)
 : ss.
County of NEZ PERCE

On this 13 day of JUNE, 1983, before me, the undersigned, a
Notary Public for the State of IDAHO, personally appeared
ROY DOTSON, 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 Notary Seal
the date hereinabove mentioned.

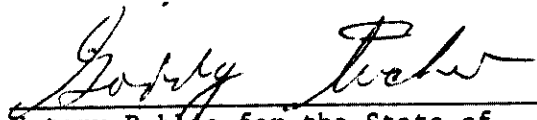


Notary Public for the State of
Residing at LEWISTON
My commission expires LIFE

STATE OF Idaho)
 : ss.
County of Nez Perce

On this 13 day of JUNE, 1983, before me, the undersigned, a
Notary Public for the State of IDAHO, personally appeared
NORMAN SHAW, 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 Notary Seal
the date hereinabove mentioned.



Notary Public for the State of
Residing at
My commission expires

LIMITED PARTNER ACKNOWLEDGMENT

STATE OF MONTANA)
 : ss.
County of Yellowstone)

On this 30th day of June, 1983, before me, the undersigned, a
Notary Public for the State of Montana, personally appeared
J.R. Carroll, 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 Notary
Seal the date hereinabove mentioned.

Larry A. Sode
Notary Public for the State of Montana
Residing at Billings, Montana
My commission expires August 3, 1984

STATE OF MONTANA)
 : ss.
County of Yellowstone)

On this 30th day of June, 1983, before me, the undersigned, a
Notary Public for the State of Montana, personally appeared
John A. Fekety, 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 Notary
Seal the date hereinabove mentioned.

Larry A. Sode
Notary Public for the State of Montana
Residing at Billings, Montana
My commission expires August 3, 1984