

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HILTON STREET II,
AN IDAHO LIMITED PARTNERSHIP

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STATE OF IDAHO)
) ss.
County of Ada)

THE UNDERSIGNED, having formed a Limited Partnership under the uniform Limited Partnership Act of the State of Idaho, hereby do execute the following Certificate effective as of the 12th day of November, 1990.

1. The name of the Partnership is "HILTON STREET II, AN IDAHO LIMITED PARTNERSHIP".

2. The character of the Partnership is to develop, hold, operate, manage, sell and otherwise deal in real property.

3. The registered agent of the partnership for purposes of Idaho Code Section 53-204 is:

Christopher J. Beeson, Esq.
Givens, Pursley, Webb & Huntley
277 N. 6th Street, Suite 200
Boise, Idaho 83702

4. The names and addresses of the partners, both general and limited as respectively designated below, are as follows:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
<u>General Partners</u>	
Allen E. Quintieri	200 N. 6th Street Boise, Idaho 83702
Jeffrey A. Schneider	200 N. 6th Street Boise, Idaho 83702
Otis W. Lemmon	200 N. 6th Street Boise, Idaho 83702

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Herbert J. Winters	200 N. 6th Street Boise, Idaho 83702
Douglas L. Houston	200 N. 6th Street Boise, Idaho 83702
Les C. Benson	200 N. 6th Street Boise, Idaho 83702
W. Gene Shaffer	200 N. 6th Street Boise, Idaho 83702
<u>Limited Partner</u>	
Les C. Benson	200 N. 6th Street Boise, Idaho 83702

5. The amount of cash and a description and statement of the agreed value of the other property or labor or services contributed to the date hereof by each partner is as follows:

<u>Name</u>	<u>Contributions</u>	<u>Amount</u>
Allen E. Quintieri		\$10.00
Jeffrey A. Shneider		10.00
Otis W. Lemmon		10.00
Herbert J. Winters		10.00
Douglas L. Houston		10.00
Les C. Benson		10.00
W. Gene Shaffer		10.00

6. Additional capital contributions in cash or other property are not required of the general partners or the limited partner at any time during the term of the Limited Partnership unless otherwise agreed to by all partners, both general and limited.

7. The Limited Partners do not have the right to substitute an assignee in their place, or to assign, mortgage, hypothecate,

transfer or otherwise dispose of their interest in the Partnership without the consent of the General Partners.

8. No Partner has the right to withdraw or terminate its membership in the Partnership.

9. The Partners do not have the right to receive the distributions of the net profits and proceeds, whether in cash or property, unless otherwise agreed to by the Partners.

10. No Partner has the right to demand a return of its capital contributions prior to liquidation and winding up on the Partnership.

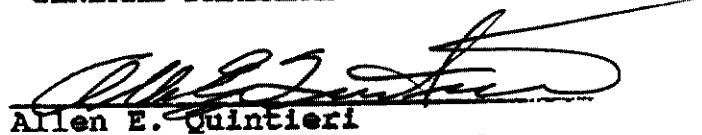
11. The Partnership is to be dissolved and its affairs wound up in the event of the vote of the Partners to terminate; upon the sale or disposition of all of the Partnership's property; or as otherwise provided in the Partnership Agreement.

12. The remaining general partners have the right to continue the business of the Partnership upon the death or withdrawal of a general partner as provided in the Partnership Agreement.

13. The Partnership shall have a management committee consisting, until changed by resolution of all of the partners, of Jeffrey A. Shneider, Otis W. Lemmon and Les C. Benson. The signatures of any two of the management committee shall bind the partnership and any person or entity may rely upon the foregoing until changed or revoked by the Partnership by amendment hereof.

IN WITNESS WHEREOF, the undersigned Partners have executed this Certificate of Limited Partnership effective the year and day first above written.

"GENERAL PARTNERS"

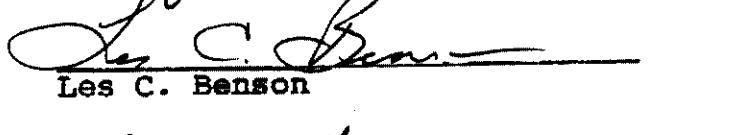

Allen E. Quintieri


Jeffrey A. Schneider


Otis W. Lemmon


Herbert J. Winters


Douglas L. Houston


Les C. Benson


Gene W. Shaffer
w. gene

"LIMITED PARTNER"


Les C. Benson

November 16, 1990

Secretary of State
Statehouse
Boise, Idaho 83702

Attn: Sally Clark

Re: Hilton Street II
Our File: 2408-4

Dear Sally:

The undersigned HILTON STREET I, AN IDAHO LIMITED PARTNERSHIP hereby grants approval for HILTON STREET II, AN IDAHO LIMITED PARTNERSHIP to use a similar name for all legal purposes.

Sincerely,
HILTON STREET I,
AN IDAHO LIMITED PARTNERSHIP

By: 
Les C. Benson, a general partner