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SECRETARY OF STATE  
RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

OF

PINDER ENTERPRISES

AN IDAHO LIMITED PARTNERSHIP

STATE OF IDAHO            )  
                              ) ss.  
County of Bonneville )

We, the undersigned, desiring to set forth the Certificate of Limited Partnership of Pinder Enterprises, an Idaho Limited Partnership, as it exists on this date do hereby certify to the Secretary of State of the State of Idaho that the following sets forth the Certificate of Limited Partnership of Pinder Enterprises, an Idaho Limited Partnership, as of the date hereof and that the Restated Certificate of Limited Partnership supersedes the original Certificate of Limited Partnership and all amendments thereto.

1. The name of the partnership is Pinder Enterprises, an Idaho Limited Partnership.

2. The general nature of the partnership business is:

To acquire, purchase, exchange, sell, lease, hire or otherwise deal with real estate of every kind, character and description.

as well as engage in all other lawful business activities.

3. The name and address of the registered agent of the partnership for service of process is: Glenn T. Pinder, 1093 East 25th Street, Idaho Falls, Idaho, 83401.

4. The principal place of business of the partnership is in Bonneville County, Idaho.

5. The names and addresses of each general and limited partner are as follows:

<u>GENERAL PARTNERS</u>	<u>PLACE OF RESIDENCE</u>
Glenn T. Pinder (community property)	1093 East 25th Street Idaho Falls, Idaho 83401

<u>LIMITED PARTNERS</u>	<u>PLACE OF RESIDENCE</u>
Glenn T. Pinder and Georganna M. Pinder (community property)	1093 East 25th Street Idaho Falls, Idaho 83401
D.J. Simpson, custodian for Kerrie Lynn Pinder, under the Idaho Uniform Gifts to Minors Act	841 Oxford Drive Idaho Falls, Idaho 83401
D.J. Simpson, custodian for Randal Glenn Pinder, under the Idaho Uniform Gifts to Minors Act	841 Oxford Drive Idaho Falls, Idaho 83401
D.J. Simpson, custodian for Jenny Sue Pinder, under the Idaho Uniform Gifts to Minors Act	841 Oxford Drive Idaho Falls, Idaho 83401
D.J. Simpson, custodian for Douglas Mace Pinder, under the Idaho Uniform Gifts to Minors Act	841 Oxford Drive Idaho Falls, Idaho 83401

6. The term of the partnership commenced on the 1st day of January, 1981, and shall continue indefinitely until terminated in the manner provided in the Articles of Partnership.

7. A description of the existing capital ownership of each partner is as follows:

<u>General Partners</u>	<u>Units</u>	<u>Percent of Interest</u>	<u>Property Contribution</u>
Glenn T. Pinder	100	10%	\$ 9,000.00
<u>Limited Partners</u>	<u>Units</u>	<u>Percent of Interest</u>	<u>Property Contribution</u>
Glenn T. Pinder and Georganna M. Pinder (community property)	20	2%	\$ 1,800.00
D.J. Simpson, custodian for Kerrie Lynn Pinder, under the Idaho Uniform Gifts to Minors Act	220	22%	19,800.00
D.J. Simpson, custodian for Randal Glenn Pinder, under the Idaho Uniform Gifts to Minors Act	220	22%	19,800.00
D.J. Simpson, custodian for Jenny Sue Pinder, under the Idaho Uniform Gifts to Minors Act	220	22%	19,800.00
D.J. Simpson, custodian for Douglas Mace Pinder, under the Idaho Uniform Gifts to Minors Act	220	22%	19,800.00

8. The net profits of the partnership shall be divided among all Partners in proportion to their partnership units.

9. There is no agreement concerning the making of additional contributions by any limited partner, nor is there any agreement concerning the time when the contribution of any limited partner is to be returned.

10. A limited partner may assign his interest or substitute his spouse, children, issue, siblings, or any member of his family, or a trust, corporation, or legal entity created primarily for the benefit of such persons, without the consent or approval of the partners. Any other substitution of a limited partner or assignment of a limited partner interest requires the consent of a majority of the general partners, except that a limited partner may sell his interest after first offering it to the partnership.

11. Additional limited partners may be admitted only upon the consent of a majority of the general partners.

12. There are no priorities between the limited partners as to contributions or as to compensation by way of income.

13. Upon the death or withdrawal of a limited partner, he may require the partnership to purchase his partnership interest at a value determined by a certificate of agreed value signed by all partners. If the certificate is more than two years old, the value shall be determined by the appraisal of three appraisers. If the selling partner is deceased, his interest will be paid over a term of ten years, otherwise over a period of twenty years in equal installments.

14. No partner has the right to receive distributions of property except upon termination of his partnership interest or liquidation of the partnership, except that partners generally

have the right to withdraw profits annually unless the general partners by a majority decision exempt from withdrawal any portions of the profits needed by the partnership for business purposes.

15. No partner has the right to receive or make distributions which include a return of all or any part of the partner's contribution except as above provided.

16. The partnership is to be dissolved and its affairs wound up upon the unanimous written agreement of all general partners or the death, retirement, resignation, withdrawal, adjudication of bankruptcy or insolvency, incompetency, or insanity of any general partner.

17. In the event of the death or retirement of the general partner, Glenn T. Pinder, the partnership shall be reformed with Georganna Pinder as general partner. In any other event causing dissolution, the remaining partners may, with the consent of the terminating partner or his representative, reform the partnership by converting the general partnership units to limited partnership units, or the partnership shall be liquidated as provided by the Idaho Limited Partnership law.

18. The original Certificate of Limited Partnership was filed in the records of Bonneville County on the 25th day of June, 1982.

DATED this 6 day of July, 1982.

GENERAL PARTNERS

Glenn T. Pinder  
Glenn T. Pinder

LIMITED PARTNERS

Glenn T. Pinder  
Glenn T. Pinder

Georganna M. Pinder  
Georganna M. Pinder

D.J. Simpson  
D.J. Simpson, custodian for  
Kerrie Lynn Pinder, Randal Glenn  
Pinder, Jenny Sue Pinder, and  
Douglas Mace Pinder under the  
Idaho Uniform Gifts to Minors Act

Subscribed and sworn to before me this 6<sup>th</sup> day of July,  
1982.

(seal)

Tony L. Greco  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: life