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RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
HIDDEN PARADISE DEVELOPMENT, A LIMITED PARTNERSHIP

STATE
We, the undersigned, for the purpose of restating the Certificate of Limited Partnership pursuant to the Uniform Limited Partnership Act, as set forth in Chapter 2 of Title 53, Idaho Code, as amended, hereby certify:

1. NAME. The name of the partnership is HIDDEN PARADISE DEVELOPMENT, A LIMITED PARTNERSHIP, formerly known as BRIDUN ASSOCIATES, A LIMITED PARTNERSHIP.

2. CHARACTER OF BUSINESS. The character of the business to be carried on is to develop and market certain real property known as Hidden Paradise Ranch situated in Camas County, Idaho, as a recreation facility for the use and benefit of 500 undivided owners.

3. PLACE OF BUSINESS. The location of the principal place of business of the partnership is Hidden Paradise Ranch, Fairfield, Idaho, and the principal office is located at 1530 West State Street, Meridian, Ada County, Idaho 83642.

4. REGISTERED AGENT. The name of the registered agent of the partnership is Stephen Renberg, 1530 West State Street, Meridian, Idaho 83642.

5. GENERAL PARTNERS. The name and business address of the general partner is:

Theron D. Nelsen, 1213 First St. South, Nampa, Idaho 83651

6. LIMITED PARTNERS. The name and place of residence of each limited partner is:

Anna N. Budge, 368 Hulbe Drive, Boise, Idaho 83705

Wanda L. Groot, P. O. Box 250, Parma, Idaho 83660

R. D. Hobson, 2526 Weaver Circle, Boise, Idaho 83704

Jon C. Corlett, 2022 N. Beach St., Boise, Idaho 83706

Joe Corlett, 11515 Wildrose Court, Boise, Idaho 83704

Clifford E. Hobson, 1148 Santa Maria Dr., Boise, Idaho 83702

Robert A. Hibbs, 3701 Greenbrier Dr., Boise, Idaho 83705

7. TERM. The term for which the partnership is to exist is from the 4th day of June, 1980 to the close of business on December 31, 2000 and thereafter from year to year unless sooner terminated under and by virtue of a provision contained in the partnership agreement or upon the consent of all partners, general and limited.

8. CONTRIBUTION OF GENERAL PARTNER. The general partner has contributed capital of \$837,032 to the partnership not including contributions of former general partners.

9. CONTRIBUTION OF EACH LIMITED PARTNER. The amount of cash contributed by each limited partner is:

<u>Name</u>	<u>Cash</u>
Anna N. Budge	\$ 15,000
Wanda L. Groot	100,000
R. D. Hobson	12,500
Jon C. Corlett	25,000
Joe Corlett	25,000
Clifford E. Hobson	15,000
Robert A. Hibbs	12,500

10. ADDITIONAL CONTRIBUTIONS OF EACH LIMITED PARTNER. Each limited partner may, but shall not be obligated to, make such additional contributions to the capital of the partnership as may from time to time be agreed upon by the general partners.

11. RETURN OF CONTRIBUTION TO EACH LIMITED PARTNER. The contribution of each limited partner is to be returned to him as may from time to time be agreed upon by the general partners.

12. PROFIT SHARES OF EACH LIMITED PARTNER. The share of the profits which each limited partner shall receive by reason of his or her contribution is:

Anna L. Budge	0.90%
Wanda L. Groot	6.00%
R. D. Hobson	0.75%
Jon C. Corlett	1.50%
Joe Corlett	1.50%
Clifford E. Hobson	0.90%
Robert A. Hibbs	0.75%

13. ASSIGNMENT OF LIMITED PARTNERS' INTEREST. Each limited partner is given a right to substitute an assignee as contributor in his place, provided that the assignment is approved by all of the general partners. The general partners' failure or refusal to admit any assignee or successor as a substituted limited partner shall not affect the right of any such assignee or successor to receive partnership distributions applicable to such interest under the Partnership Agreement.

14. ADMISSION OF ADDITIONAL LIMITED PARTNERS. The general partners are given the right to admit additional limited partners, provided that the admission is approved by all of the general partners, but in no event other than upon a cash contribution to the partnership and upon the same terms as herein expressed.

15. PRIORITY OF LIMITED PARTNERS. No limited partner has any priority over any other limited partner as to contributions or as to compensation by way of income.

16. DEATH, RETIREMENT OR INSANITY OF GENERAL PARTNER. In the event of the death, retirement or insanity of a general partner, the remaining general partners shall have the right to continue the business of the partnership under the same name by themselves or in conjunction with any other person or persons they may select upon unanimous approval of the general partners and all of the limited partners, and upon a contribution by the new general partner to the partnership capital of a sum to be determined by the remaining general partners.

17. RIGHT OF LIMITED PARTNER TO RECEIVE PROPERTY OTHER THAN CASH. No partner shall have the right to demand or receive property other than cash in return for his contribution.

18. DISTRIBUTION OF CAPITAL. The respective amounts of the partners' contributions to the capital of the partnership in cash or the agreed value of other property may be returned to them, in whole or in part, in cash, at any time in the absolute discretion of the general partners. Such returns of contributions shall be pro rata to all partners in accordance with the amount of their respective cash or agreed value of other property contributions to the partnership capital, as the case may be. No partner shall have the right to demand or receive property other than cash in return for his contribution.

19. EVENTS REQUIRING DISSOLUTION. The partnership shall be dissolved upon the happening of any of the following events: (a) The withdrawal, adjudication of incompetency or death of a general partner, unless the business of the partnership is continued by the remaining general partner under a right to do so; (b) the partnership becomes insolvent or bankrupt; and (c) the disposition of all interests in real property and other assets of the partnership.

20. ORIGINAL CERTIFICATE OF LIMITED PARTNERSHIP. The original Certificate of Limited Partnership was filed on January 8, 1982, as Instrument No. 8143166, records of Camas County, State of Idaho.

IN WITNESS WHEREOF, the parties hereunto have signed this Certificate the 3rd day of NOVEMBER, 1982.

GENERAL PARTNER


Theron D. Nelsen

LIMITED PARTNERS

Anna N. Budge
Anna N. Budge

By Theron D. Nelsen
Theron D. Nelsen
Attorney-in-Fact

Wanda L. Groot
Wanda L. Groot

By Theron D. Nelsen
Theron D. Nelsen
Attorney-in-Fact

R. D. Hobson
R. D. Hobson

By Theron D. Nelsen
Theron D. Nelsen
Attorney-in-Fact

Jon C. Corlett
Jon C. Corlett

By Theron D. Nelsen
Theron D. Nelsen
Attorney-in-Fact

Joe Corlett
Joe Corlett

By Theron D. Nelsen
Theron D. Nelsen
Attorney-in-Fact

Clifford E. Hobson
Clifford E. Hobson

By Theron D. Nelsen
Theron D. Nelsen
Attorney-in-Fact

Robert A. Hibbs
Robert A. Hibbs

By Theron D. Nelsen
Theron D. Nelsen
Attorney-in-Fact

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of NOVEMBER, 1982, before me, the undersigned Notary Public in and for said State, personally appeared THERON D. NELSEN, 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 official seal, the day and year in this certificate first above written.

Brian Monasterio
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of NOVEMBER, 1982, before me, the undersigned Notary Public in and for said State, personally appeared THERON D. NELSEN, known to me to be the person whose name is subscribed to the within instrument as the Attorney-in-Fact for ANNA N. BUDGE, and acknowledged to me that he subscribed the name of ANNA N. BUDGE thereto as principal and his own name as Attorney-in-Fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Brian Monasterio
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of NOVEMBER, 1982, before me, the undersigned Notary Public in and for said State, personally appeared THERON D. NELSEN, known to me to be the person whose name is sub-

scribed to the within instrument as the Attorney-in-Fact for WANDA L. GROOT, and acknowledged to me that he subscribed the name of WANDA L. GROOT thereto as principal and his own name as Attorney-in-Fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Brian Monasterio
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of NOVEMBER, 1982, before me, the undersigned Notary Public in and for said State, personally appeared THERON D. NELSEN, known to me to be the person whose name is subscribed to the within instrument as the Attorney-in-Fact for R. D. HOBSON, and acknowledged to me that he subscribed the name of R. D. HOBSON thereto as principal and his own name as Attorney-in-Fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Brian Monasterio
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of NOVEMBER, 1982, before me, the undersigned Notary Public in and for said State, personally appeared THERON D. NELSEN, known to me to be the person whose name is subscribed to the within instrument as the Attorney-in-Fact for JON C. CORLETT, and acknowledged to me that he subscribed the name of JON C. CORLETT thereto as principal and his own name as Attorney-in-Fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Brian Monasterio
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of NOVEMBER, 1982, before me, the under-
signed Notary Public in and for said State, personally appeared
THERON D. NELSEN, known to me to be the person whose name is sub-
scribed to the within instrument as the Attorney-in-Fact for JOE
CORLETT, and acknowledged to me that he subscribed the name of
JOE CORLETT thereto as principal and his own name as Attorney-
in-Fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, the day and year in this certificate first
above written.



Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
 : ss.
County of Ada)

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signed Notary Public in and for said State, personally appeared
THERON D. NELSEN, known to me to be the person whose name is sub-
scribed to the within instrument as the Attorney-in-Fact for
CLIFFORD E. HOBSON, and acknowledged to me that he subscribed the
name of CLIFFORD E. HOBSON thereto as principal and his own name
as Attorney-in-Fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, the day and year in this certificate first
above written.



Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
 : ss.
County of Ada)

On this 3rd day of NOVEMBER, 1982, before me, the under-
signed Notary Public in and for said State, personally appeared
THERON D. NELSEN, known to me to be the person whose name is sub-
scribed to the within instrument as the Attorney-in-Fact for
ROBERT A. HIBBS, and acknowledged to me that he subscribed the
name of ROBERT A. HIBBS thereto as principal and his own name as
Attorney-in-Fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, the day and year in this certificate first
above written.



Notary Public for Idaho
Residing at Boise, Idaho

RESTATED CERTIFICATE OF LIMITED
PARTNERSHIP OF HIDDEN PARADISE DEVELOPMENT