

CERTIFICATE OF LIMITED PARTNERSHIP UNDER UNIFORM LIMITED PARTNERSHIP ACT.RECEIVED
SEC. OF STATEOct 27 12 13 PM '86
SECRETARY OF STATE

The undersigned, being desirous of forming a limited partnership under the Act of the State of Idaho, entitled "The Uniform Limited Partnership Act", hereby make and sign the following certificate for that purpose.

- I. The name under which the partnership is conducted is:
"Woodruff Professional Plaza Ltd., an Idaho Limited Partnership"
- II. The purpose of the partnership shall be to invest in and operate Idaho farm property and/or other commercial real estate; to hold, own, maintain, manage, develop, farm, operate, sell, transfer, convey, lease, mortgage, exchange, or otherwise dispose of or deal in or with residential or commercial properties; and to perform any acts to accomplish the foregoing purposes.
- III. The location of the partnership's principal place of business is 1810 E. 17th Street, Idaho Falls, Idaho. Initial Registered Agent is Willard R. Price, Price Investments, 1740 E. 17th Street "c" Idaho Falls, Idaho.
- IV. The names and places of residence of the general and limited partners are:

NAME: General Partners:Residence:

Farrel C. Metcalf	6000 Marbrisa Lane, Idaho Falls, Idaho 83401
Chad K. Anderson	Rt # 5 Box 190 Idaho Falls, Idaho 83402
Morris C. Benson	3380 Souix Ave. Idaho Falls Idaho 83401
Kurt M. Krupp	631 Douglas, Idaho Falls, Idaho 83401
Michael Hyde	274 Davidson Drive Idaho Falls Id 83401
Willard R. Price	Rt #4 Box 380 Idaho Falls, Id 83402
Orval C. Benson	252 Davidson Dr. Idaho Falls, ID 83401

Limited Partner

Allen J. Murphy	1771 La Quna Street Idaho Falls, Id 83401
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- V. The partnership shall continue and the partners shall receive return of capital until December 31, 2010, unless the partnership is earlier terminated pursuant to the Partnership Agreement.

- VI. The limited partners have contributed the following cash to the partnership:

<u>Name:</u>	<u>Amount</u>	<u>Units of Ownership</u>
Allen J. Murphy	\$15,000.00	15 units

The general partners have contributed the following cash to the partnership:

Farrel C. Metcalf	12,500.00	12.5 units
Chad K. Anderson	12,500.00	12.5 units
Morris C. Benson	12,500.00	12.5 units
Kurt M. Krupp	25,000.00	25 units
Michael Hyde	25,000.00	25 units
Willard R. Price	5,000.00	5 units
Orval C. Benson	12,500.00	12.5 units

VII. By reason of their contributions, the limited partners shall receive the following percentages of the net profits of the partnership:

<u>Name</u>	<u>Percentage</u>
Allen J. Murphy	12.5000

VIII. By reason of their contributions, the general partners shall receive the following percentage of the net profits of the partnership:

<u>Name</u>	<u>Percentage</u>
Farrel C. Metcalf	10.4167
Chad K. Anderson	10.4167
Morris C. Benson	10.4167
Kurt M. Krupp	20.8333
Michael Hyde	20.8333
Willard R. Price	4.1666
Orval C. Benson	10.4167
	<u>100.0000%</u>

- IX. A limited partner may not sell, transfer, assign, or create a security interest in his or its interest or any portion thereof without 50% consent of the general partners, which shall not be unreasonable withheld, and further subject to the provisions as set forth in the Limited Partnership Agreement, dated 9-10-84.
- X. The General Partners have the right to admit additional limited partners, to increase the capitalization of the partnership.
- XI. The general partners will place a mortgage of approximately \$250,000.00 against improvements to be placed thereon.
- XII. In the event of the resignation, withdrawal, retirement, death or insanity of a general partner, the business of the partnership shall continue by any remaining general partner. As used herein, "death" shall include the dissolution of a corporate general partner.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of September, 1984.

Farrel C. Metcalf
Farrel C. Metcalf

Chad K. Anderson
Chad K. Anderson

Morris C. Benson
Morris C. Benson

Kurt M. Krupp
Kurt M. Krupp

Michael Hyde
Michael Hyde

Willard R. Price
Willard R. Price

Orval C. Benson
Orval C. Benson

Allen J. Murphy
Allen J. Murphy

STATE OF IDAHO)
)
COUNTY OF BONNEVILLE)

SS

Farrel C. Metcalf, Chad K. Anderson, Morris C. Benson, Kurt M. Krupp, Michael Hyde, Willard R. Price and Orval C. Benson being duly sworn according to law, depose and certify that they are the general partners named in the foregoing certificate and that the facts set forth therein are true and correct.

Farrel C. Metcalf
Farrel C. Metcalf

Chad K. Anderson
Chad K. Anderson

Morris C. Benson
Morris C. Benson

Kurt M. Krupp
Kurt M. Krupp

Michael Hyde
Michael Hyde,

Willard R. Price
Willard R. Price

Orval C. Benson
Orval C. Benson

Subscribed in my presence and sworn to before me this 10th day of September, 1984.

Joyce L. McDonald
Notary Public for the State of Idaho

Residing at Shelley, Idaho
My commission exp. 1/1/85

STATE OF IDAHO)
)
COUNTY OF BONNEVILLE)

SS

Allen J. Murphy, being duly sworn according to law, depose and certify that he is the limited partner named in the foregoing certificate and that the facts set forth therein are true and correct

Allen J. Murphy
Allen J. Murphy

Subscribed in my presence and sworn to before me this 11 day of Sep., 1984

Reed J. Horn
Notary Public for the State of Idaho

Residing at Idaho Falls
My commission permanence