

RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT

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The undersigned, being desirous of forming a limited partnership in pursuance of the statutes of the State of Idaho authorizing their formation do hereby make and severally sign the following certificate, in duplicate original for that purpose:

1. The name under which the partnership is to be conducted is Eagle Industrial Park Limited Partnership.

2. The character of the business is holding and investing in real property and other business which relates or is incidental thereto.

3. The principal place of business is to be located at Suite 1405, Idaho First Plaza, Boise, Idaho 83702.

4. The name of the general partner and limited partners are:

General Partner:

Cook Investments Services
Company, Inc. ("CISCO")

Suite 1405 Idaho First Plaza
Boise, Idaho 83702

Limited Partners:

Thomas E. Pollock, III,
and Helen M. Pollock

6039 Bullard Drive
Oakland, California 94611

Rainbow Partnership

Jonathan B. Gifford
John Grube
1808 Waverley Street
Palo Alto, California 94301

First Tuesday Assoc.

c/o Richard K. Lubin
17 Ascenta Terrace
W. Newton, Mass 02165

Sherif A. Nada

Salomon Brothers
99 High Street
Boston, Mass. 02110

Ralph M. Fox

Morgan Stanley & Co. Inc.
- Forward to London
1251 Avenue of Americas
New York, New York 10020

Joseph H. Wally

12302 West 82nd Terrace
Lenexa, Kansas 66215

Richard A. Bianco

Dillon Reed & Co.
46 William Street
New York, New York 10005

Charles P. Eaton	25 Hillcrest Avenue Darien, Conn. 06820
Robert G. Wade, Jr.	7 Hartwood Court Lafayette, California 94549
Diane L. Palihnich, Trustee	26 Edgewood Road Summit, New Jersey 07901
Linda F. Johnson	24 Dorchester Road Summit, New Jersey 07901
Leonard D. Seader	21515 S.E. 254th Maple Valley, WA 98038
John S. Haynes and Dian S. Haynes	122 Columbus Street Elyria, Ohio 44035
James B. Lyons	1808 N. 21st Street Boise, Idaho 83702
Pendleton Siegel	2140 Pacific Avenue, #203 San Francisco, CA 94115
Jack C. Anderson and Katherine J. Anderson	5325 W. Ustick Road Meridian, Idaho 83642
Jerry Bushey	86 Summit Road Port Washington, NY 11050
Juan del Valle	P. O. Box 50 Boise, Idaho 83707
Dean W. Hovencamp	1127 Warm Springs Avenue Boise, Idaho 83702
Townsend Brown, III.	70 E. 10th St., 20B New York, NY 10003
M. Edmonds Hunt	8 Claremont Road Scarsdale, New York 10583
Charles J. Lobel	127 Kings Highway North Westport, Conn. 06880
Carey Orr Cook	1065 San Mateo Drive Menlo Park, California 94025
CISCO, Inc.	Suite 1405 Idaho First Plaza Boise, Idaho 83702

5. The term for which the partnership is to exist is to December 31, 2025.

6. The amount of cash and a description of and the agreed value of other property contributed by each limited partner is:

<u>Name of Limited Partner</u>	<u>Cash Contribution</u>	<u>Description of Other Property</u>	<u>Agreed Value of Other Property</u>
Thomas E. Pollock, III, and Helen M. Pollock	-0-	The existing interests in a previously created general partnership	Indeterminable
Rainbow Partnership	-0-	The existing interests in a previously created general partnership	Indeterminable
First Tuesday Assoc.	-0-	The existing interests in a previously created general partnership	Indeterminable
Sherif A. Nada	-0-	The existing interests in a previously created general partnership	Indeterminable
Ralph M. Fox	-0-	The existing interests in a previously created general partnership	Indeterminable
Joseph H. Wally	-0-	The existing interests in a previously created general partnership	Indeterminable
Richard A. Bianco	-0-	The existing interests in a previously created general partnership	Indeterminable
Charles P. Eaton	-0-	The existing interests in a previously created general partnership	Indeterminable
Robert G. Wade, Jr.	-0-	The existing interests in a previously created general partnership	Indeterminable
Diane L. Palihnich, Trustee	-0-	The existing interests in a previously created general partnership	Indeterminable

Linda F. Johnson	-0-	The existing interests in a previously created general partnership	Indeterminable
Leonard D. Seader	-0-	The existing interests in a previously created general partnership	Indeterminable
John S. Haynes and Dian S. Haynes	-0-	The existing interests in a previously created general partnership	Indeterminable
James B. Lyons	-0-	The existing interests in a previously created general partnership	Indeterminable
Pendleton Siegel	-0-	The existing interests in a previously created general partnership	Indeterminable
Jack C. Anderson and Katherine J. Anderson	-0-	The existing interests in a previously created general partnership	Indeterminable
Jerry Bushey	-0-	The existing interests in a previously created general partnership	Indeterminable
Juan del Valle	-0-	The existing interests in a previously created general partnership	Indeterminable
Dean W. Hovencamp	-0-	The existing interests in a previously created general partnership	Indeterminable
Townsend Brown, II.	-0-	The existing interests in a previously created general partnership	Indeterminable
M. Edmonds Hunt	-0-	The existing interests in a previously created general partnership	Indeterminable

Charles J. Lobel	-0-	The existing interests in a previously created general partnership	Indeterminable
Carey Orr Cook	-0-	The existing interests in a previously created general partnership	Indeterminable
CISCO, Inc,	-0-	The existing interests in a previously created general partnership	Indeterminable

7. Certain limited partners who made voluntary contributions in May of 1981 are entitled to priority income payments of 12.5% income/year and 25% on sale of certain assets.

8. Right is given to a limited partner to substitute another limited partner in his place upon the terms and conditions of the Limited Partnership Agreement.

9. Right is not given to partners to admit additional limited partners.

10. Right is given to the limited partners to continue the business on the dissolution or bankruptcy of the general partner.

IN WITNESS WHEREOF the undersigned have hereunto set their
 ac. hand this 14th day of ~~March~~^{May}, 1982.

COOK INVESTMENTS SERVICES COMPANY, INC.

Carey Orr Cook
 Carey Orr Cook
 President
 General Partner

LIMITED PARTNERS:

Carey Orr Cook
 Thomas E. Pollock

Carey Orr Cook
 Helen M. Pollock

. Carey Orr Cook -

Rainbow Partnership

. Carey Orr Cook -

First Tuesday Assoc.

. Carey Orr Cook -

Sherif A. Nada

. Carey Orr Cook -

Ralph M. Fox

. Carey Orr Cook -

Joseph H. Wally

. Carey Orr Cook -

Richard A. Bianco

. Carey Orr Cook -

Charles P. Eaton

. Carey Orr Cook -

Robert G. Wade, Jr.

. Carey Orr Cook -

Diane L. Palihnich, Trustee

. Carey Orr Cook -

Linda F. Johnson

. Carey Orr Cook -

Leonard D. Seader

. Carey Orr Cook -

John S. Haynes

. Carey Orr Cook -

Dian S. Haynes

. Carey Orr Cook -

James B. Lyons

. Carey Orr Cook -

Pendleton Siegel

Carey Orr Cook -

Jack C. Anderson

Carey Orr Cook -

Katherine J. Anderson

Carey Orr Cook -

Jerry Bushey

Carey Orr Cook -

Juan del Valle

Carey Orr Cook -

Dean W. Hovencamp

Carey Orr Cook -

Townsend Brown, III.

Carey Orr Cook -

M. Edmonds Hunt

Carey Orr Cook -

Charles J. Lobel

Carey Orr Cook -

Carey Orr Cook ,

Carey Orr Cook -

Cook Investments Services Company, Inc.

STATE OF Idaho)
) ss.
County of Ada)

I, Rande M Smith, a notary public for said State do hereby certify that on this 19th day of ~~March~~ ^{May 25}, 1982, personally appeared before me Carey Orr Cook, who, being by me first duly sworn, declared that he is the President of Cook Investments Services Company, Inc., that he signed the foregoing document as President of the Corporation which is the general partner of the Eagle Industrial Park Limited Partnership, and that the statements therein contained are true.

Rande M Smith
Notary Public for Idaho
Residing at Ada
Commission expires 6/84

STATE OF Idaho)
) ss.
County of Ada)

I, Rande M Smith, a notary public for said State do hereby certify that on this 19th day of ~~March~~ ^{May 25}, 1982, personally appeared before me Carey Orr Cook, who, being by me first duly sworn, declared that he as having been assigned the power of attorney by each of the foregoing limited partners in the Eagle Industrial Park Limited Partnership Agreement signed this document and swore that the statements therein contained were true.

Rande M Smith
Notary Public for Idaho
Residing at Boise
Commission expires 6/84