

RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROY LAIRD RANCHES

STATE OF IDAHO)
) ss.
County of Bonneville)

We, the undersigned, desiring to set forth the Certificate of Limited Partnership of Roy Laird Ranches 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 Roy Laird Ranches as of the date hereof and that the Restated Certificate of Limited Partnership and all amendments thereto.

1. The name of the partnership is ROY LAIRD RANCHES LIMITED PARTNERSHIP.

2. The general nature of the partnership business is:

to own, lease, and operate ranching and farming properties and related businesses, together with all required machinery and equipment of every name, nature and type, as well as engage in all other lawful business activities.

3. The principal place of business of the partnership is in Clark County, Idaho.

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

General Partners

Phyllis Laird

Place of Business

Dubois, Idaho 83423

Judith Anne Wagoner 3700 Brookfield Lane
Idaho Falls, Idaho 83401

Valeria Jane Maxwell 4965 Mountain View Dr.
Boise, Idaho 83705

Limited Partners

Place of Business

Judith Anne Wagoner 3700 Brookfield Lane
Idaho Falls, Idaho 83401

Valeria Jane Maxwell 4965 Mountain View Dr.
Boise, Idaho 83705

5. The term of the partnership commenced on the 1st day of December, 1978, and shall continue indefinitely until terminated in the manner provided in the Articles of Partnership.

6. 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>Capital Amount</u>	<u>Description of Capital</u>
Phyllis Laird	48	4.8%	\$28,800	partial interest in real property
Judith Anne Wagoner	1	.1%	600	partial interest in real property
Valeria Jane Maxwell	1	.1%	600	partial interest in real property

<u>Limited Partners</u>	<u>Units</u>	<u>Percent of Interest</u>	<u>Capital Amount</u>	<u>Description of Capital</u>
Phyllis Laird	594	59.4%	\$356,400	partial interest in real property
Judith Anne Wagoner	178	17.8%	106,800	partial interest in real property
Valeria Jane Maxwell	178	17.8%	106,800	partial interest in real property
TOTAL	1,000	100%	\$600,000	

7. The net profits of the partnership shall be divided among the partners on the following basis: Eighty percent (80%) of any such profits and losses shall be allocated to the general partners to be divided among them in proportion to the number of partnership units held by each general partner as a general partner. Twenty percent (20%) of any such profits and losses shall be allocated to the limited partners to be divided among them in proportion to the number of partnership units held by each limited partner as a limited partner.

8. 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.

9. A limited partner may 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 substitutions of a limited partner requires the consent of a majority of the general partners.

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

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

12. In the event of the death or retirement of any general or limited partner, the partnership shall be dissolved, but the remaining partners shall have the right to continue the partnership business by purchasing the deceased or retiring partner's interest in the partnership at a value to be determined by appraisal to be made by three appraisers.

13. The original Certificate of Limited Partnership was filed in the records of Clark County, Idaho, on the 29th day of December, 1978.

Dated this 6th day of January, 1983..

Phyllis Laird
Phyllis Laird
Judith Anne Wagoner
Judith Anne Wagoner
Valeria Jane Maxwell
Valeria Jane Maxwell

GENERAL PARTNERS

Phyllis Laird
Phyllis Laird
Judith Anne Wagoner
Judith Anne Wagoner
Valeria Jane Maxwell
Valeria Jane Maxwell

LIMITED PARTNERS

SUBSCRIBED AND SWORN to before me this 6th day of January, 1983, by PHYLLIS LAIRD, as a general partner and as a limited partner.

(seal)

Patricia C. Day Hartwell
Notary Public for Idaho
Residing at 9 Idaho Falls
My commission expires: life

SUBSCRIBED AND SWORN to before me this 6th day of January, 1983, by JUDITH ANNE WAGONER, as a general partner and as a limited partner.

(seal)

Patricia C. Day Hartwell
Notary Public for Idaho
Residing at Idaho Falls
My commission expires: life

SUBSCRIBED AND SWORN to before me this 4th day of January, 1983, by VALERIA JANE MAXWELL, as a general partner and as a limited partner.

(seal)

Patricia C. Day Hartwell
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My commission expires: life