

JUN 25 8 56 AM '82

SECRETARY OF STATE

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JUN 22 8 13 AM '82  
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TOMLINSON RESOURCES 1981, LTD.

STATE OF IDAHO )  
 ) ss  
COUNTY OF TWIN FALLS )

The undersigned parties, having formed a limited partnership, which Certificate of Limited Partnership was originally filed in Twin Falls County, Idaho, on November 13, 1981, do hereby swear and certify as follows:

(a) The name of the Partnership is Tomlinson Resources 1981, Ltd., a Limited Partnership.

(b) The character of the business of the Partnership shall be to engage in oil and gas exploration and production on certain identified prospects.

(c) The location of the principal place of business of the Partnership is 812 Shoshone Street East, Twin Falls, Idaho 83301.

(d) The name and place of residence of the general partner is as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
Sid Tomlinson	Rt. 4 Twin Falls, Idaho 83301

(e) The name and place of residence of each of the limited partners in the Partnership is as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
Sid Tomlinson	Rt. 4 Twin Falls, Idaho 83301
Helen Tomlinson	Rt. 4 Twin Falls, Idaho 83301
Helen Adkins	P. O. Box 83 Coalville, Utah 84017
Wm. H. Atterberry Oil & Gas Prop. Inc.	Suite 124 East, 2000 Classen Ctr. Oklahoma City, Oklahoma 73106

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
Gary Bond	P. O. Box 867 Twin Falls, Idaho 83301
D. R. Borlase	1500 Eaton Dr. Las Vegas, NV 89102
Harry F. Brumbach Jr.	2127 Hillcrest Drive Twin Falls, Idaho 83301
Sherri Christiansen	2025 Ecker Hill Drive Park City, Utah 84060
Jack E. Cox	1501 11th Avenue East Twin Falls, Idaho 83301
Patrick P. Desmond	666 Shoshone St. E. Twin Falls, Idaho 83301
Curtis T. Eaton	RFD 2 Twin Falls, Idaho 83301
Eldon V. Evans	P. O. Box 1278 Twin Falls, Idaho 83301
Michael Felton	Box 589 Buhl, Idaho 83316
Narrvel E. Hall	400 Deseret Bldg. Salt Lake City, Utah 84111
Fred D. Harder	2133 Addison Avenue East Twin Falls, Idaho 83301
Charles Haunschild	14600 N. Western Edmond, Oklahoma 73034
David O. Hogan	10251 S. Quebec Tulsa, Oklahoma 74136
Lorita Nanette Howell	4809 NW 75th Oklahoma City, Oklahoma 73132
W. Andrew Hubbard	2112 NW 62nd Street Oklahoma City, Oklahoma 73112
Richard G. Irwin	Route 1 Kimberly, Idaho 83341
Donald A. Jensen	654 Cindy Drive Twin Falls, Idaho 83301
Frank King	2065 Hillcrest Drive Twin Falls, Idaho 83301
Wm. D. Kyle	Rt. 3 Skyline Drive Twin Falls, Idaho 83301
Marvin Larson	Star Route Ketchum, Idaho 83340
Harry F. LeMoyne	1130 Lawndale Drive Twin Falls, Idaho 83301

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
Robert S. Lobb	666 Shoshone Street East Twin Falls, Idaho 83301
C. Dale Lyon	P. O. Box 1207 Salina, Kansas 67401
Lloyd H. Miller	Box 341 Twin Falls, Idaho 83301
Kathryn F. Moxley	2895 Hyland Hills Road Salt Lake City, Utah 84109
Rick Parks	P. O. Box 801 Twin Falls, Idaho 83301
William S. Powell	Route 3 Twin Falls, Idaho 83301
Brent Robinson	Box 2900 Boise, Idaho 83701
Robert D. Seibel	Rt. 3 Skyline Acres Twin Falls, Idaho 83301
Dale D. Stukenholtz	1980 Filer Avenue East Twin Falls, Idaho 83301
Rodney D. Swartling	2176 Addison Avenue East Twin Falls, Idaho 83301
Gerald F. Wignall	494 Rosewood Drive Twin Falls, Idaho 83301

(f) The term for which the Partnership is to exist is until December 31, 2006 or until sooner terminated as provided by law or as provided by the Articles of Limited Partnership.

(g) The amount of cash and a description of and the agreed values of the other property contributed by each limited partner are as follows:

<u>NAME</u>	<u>CASH CONTRIBUTION</u>
Sid Tomlinson	\$ 45,000
Helen Tomlinson	45,000
Helen Adkins	10,000
Wm. H. Atterberry Oil & Gas	20,000
Gary Bond	10,000
D. R. Borlase	10,000
Harry F. Brumbach	20,000
Sherri Christiansen	10,000
Jack Cox	10,000
Patrick P. Desmond	10,000
Curtis T. Eaton	10,000
Eldon V. Evans	10,000
Michael Felton	15,000

<u>NAME</u>	<u>CASH CONTRIBUTION</u>
Narrvel E. Hall	\$ 10,000
Fred D. Harder	15,000
Charles Haunschild	20,000
David O. Hogan	10,000
Lorita Nanette Howell	10,000
W. Andrew Hubbard	20,000
Richard G. Irwin	10,000
Donald A. Jensen	10,000
Frank King	10,000
Wm. D. Kyle	15,000
Marvin Larson	20,000
Harry F. LeMoyne	10,000
Robert S. Lobb	10,000
C. Dale Lyon	15,000
Lloyd H. Miller	40,000
Kathryn F. Moxley	10,000
Rick Parks	10,000
Williams S. Powell	20,000
Brent Robinson	10,000
Robert D. Seibel	10,000
Dale D. Stukenholtz	40,000
Rodney D. Swartling	10,000
Gerald F. Wignall	10,000

(h) Each unit held by a limited partner (representing a \$10,000 initial contribution) is not subject to an additional assessment.

(i) No limited partner has any right to demand the refund or return of his contribution except by sharing in assets distributed upon termination and liquidation of the Partnership.

(j) The share of the profits, or the other compensation by way of income, which each of the limited partners shall receive of his or her contribution is proportionate to his or her capital contributions in relation to the contributions of all partners.

(k) Without the prior consent of the general partner, no limited partner has the right to substitute an assignee as contributor in his or her place.

(l) No additional limited partners may be admitted.

(m) There is no general right given to one or more of the limited partners to priority over any other limited partner

as to contributions or as to compensation by way of income.

(n) Upon the death, retirement or insanity of a general partner, there is no specific provision for any successor or additional general partner and no specific provision for continuation of the business. The limited partners are given the right to remove the general partner and to choose a substitute general partner and the right to amend the Partnership Agreement, which rights could be invoked in such event. There is similarly no provision with respect to continuation of the Partnership business upon the retirement of a general partner, but the same options would be available.

(o) No limited partner has been given the right to demand and receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, the undersigned have executed this certificate the 18th day of JUNE, 1982.


General Partner:

  
SID TOMLINSON

Limited Partners:

Sid Tomlinson  
Helen Tomlinson  
Helen Adkins  
Wm. H. Atterberry Oil & Gas  
Prop., Inc.  
Gary Bond  
D. R. Borlase  
Harry F. Brumbach Jr.  
Sherri Christiansen  
Jack E. Cox  
Patrick P. Desmond  
Curtis T. Eaton  
Eldon V. Evans  
Michael Felton  
Narvel E. Hall  
Fred D. Harder  
Charles Haunschild  
David O. Hogan  
Lorita Nanette Howell  
W. Andrew Hubbard  
Richard G. Irwin  
Donald A. Jensen  
Frank King  
Wm. D. Kyle  
Marvin Larson

Harry F. LeMoyne  
Robert S. Lobb  
C. Dale Lyon  
Lloyd H. Miller  
Kathryn F. Moxley  
Rick Parks  
William S. Powell  
Brent Robinson  
Robert D. Seibel  
Dale Stukenholtz  
Rodney D. Swartling  
Gerald F. Wignall

  
SID TOMLINSON, ATTORNEY-IN-FACT  
FOR SUCH LIMITED PARTNERS

SUBSCRIBED AND SWORN to before me the 18th day of June, 1982.

  
Notary Public for Idaho