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CERTIFICATE OF LIMITED PARTNERSHIP

OF

STARVATION CATTLE COMPANY II LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Idaho and being all the members of such limited partnership, having signed and sworn to this Certificate, certify as follows:

1. Name.

The name of the limited partnership is STARVATION CATTLE COMPANY II LIMITED PARTNERSHIP.

2. Business.

The character of the business of the partnership is as follows:

(a) To carry on the real estate business. (i) To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, subdivide, develop, improve, manage, operate, let as lessor or sublessor, sell, convey, mortgage and encumber, either alone or in conjunction with others, as partners, joint venturers or otherwise, real estate of every kind, character and description whatever, wherever located, and interests of all kinds therein, and (ii) to carry on the business of managing agent, broker, finder, consultant and all other functions in connection therewith.

(b) To deal in personal property. (i) To acquire by purchase, subscription, exchange, lease, hire and every other method, (ii) to hold, own, mortgage, pledge, hypothecate, exchange, vote, use, manage and place in voting trust, (iii) to sell, assign, and otherwise dispose of, and (iv) in every other manner to obtain, use, dispose of and deal in and with, either alone or in conjunction with others, as partners, joint venturers or otherwise, personal property of every kind, tangible or intangible, wherever situated, and interests of every kind therein.

(c) To act on own account for others. To accomplish any of the foregoing purposes for its own account or as a nominee, agent or trustee for other individuals, partnerships, corporations or other entities.

Certificate of Limited
Partnership - 1

GIGRAY, MILLER, DOWNEN, WESTON & PASLEY
ATTORNEYS AT LAW
5TH AND BRADSHAW STS. - P. O. BOX 640
TELEPHONE 208-458-0091
CALDWELL, IDAHO 83606-0640

1 3. The Name and Address of Registered Agent. The
2 registered agent of the partnership is Otto Schild, whose address
3 is Route 1, Box 1278, Nampa, Idaho, 83651, and whose residence is
4 at Route 1, Box 1278, Nampa, Idaho, 83651.

5 4. Names, Addresses and Designations of Partners.

6 Otto Schild, Route 1, Box 1278, Nampa, Idaho, 83651

7 As a general partner - 5%

8 As a limited partner - 45%

9 Rachel A. Schild, Route 1, Box 1278, Nampa, Idaho, 83651

10 As a general partner - 5%

11 As a limited partner - 45%

12 5. Contributions by Partners.

13 Real property located in Canyon County, State of Idaho,
14 of an agreed net value by the partners of \$260,000.00, contribut-
15 ed by the general and limited partners in the same proportion as
16 their ownership interests above set forth.

17 6. Additional Contributions by Partners.

18 Limited partners are not required to make additional
19 contribution to capital.

20 7. Transfer of Partnership Interest.

21 (a) A general or limited partner may assign his
22 interest in the partnership to another person with the unanimous
23 approval of all the partners.

24 (b) A general or limited partner may transfer or
dispose of his interest by Will or intestacy to, or for the
benefit of deceased partner's immediate family or transfer the
same during his lifetime, by gift or inter vivos trust to or for
the benefit of the partner's immediate family.

 8. Right of Partners to Receive Distributions.

 A partner shall not have the right to receive, nor
shall a general partner have the right to make distribution to a
partner of all or any of the partner's contribution to capital,
except with the unanimous consent of all the partners or upon the
dissolution of the partnership.

GIGRAY, MILLER, DOWNEN, WESTON & PASLEY
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9TH AND DEARBORN STS. - P. O. Box 840
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CALDWELL, IDAHO 83606-0840

1 9. Priorities Among Limited Partners.

2 No limited partner has been given the right to priority
3 over any other limited partner for any purpose whatsoever.

4 10. Dissolution and Termination.

5 The partnership shall terminate upon the retirement,
6 death, insanity, bankruptcy or insolvency of a general partner
7 except as hereinbefore set out in Paragraph 7(b).

8 11. Right to Receive Property Other Than Cash,

9 No limited partner is given the right to demand and
10 receive property other than cash in return for his contribution,
11 except that, upon dissolution of the partnership if the general
12 partners deem it in the best interests of the partnership, they
13 may distribute assets of the partnership to the partners in kind.

14 IN WITNESS WHEREOF, This Certificate is signed and
15 sworn to this 22nd day of December, 1987.

16 Otto Schild
17 Otto Schild

18 Rachel A. Schild
19 Rachel A. Schild

1 STATE OF IDAHO)
2 County of Canyon) ss.

3 OTTO SCHILD and RACHEL A. SCHILD, each being first duly
4 sworn, depose and say:

5 That we are the general and limited partners in the
6 above entitled Certificate; that we have read the foregoing
7 Certificate of Limited Partnership, know the contents thereof and
8 believe the statements therein contained to be true and correct.

9 Otto Schild
10 Otto Schild

11 Rachel A. Schild
12 Rachel A. Schild

13 Subscribed and sworn to before me this 22 day of
14 December, 1987.

15 [Signature]
16 Notary Public for Idaho
17 Residing at Caldwell, Idaho