

RECEIVED

82 AMENDED AND RESTATED CERTIFICATE OF LIMITED
PARTNERSHIP OF BIG WOOD RIVER RANCH

4:41
SECRETARY OF STATE

STATE OF IDAHO)
) ss.
County of Ada)

Pursuant to the provisions of Title 53, Chapter 2, Idaho Code, the undersigned, who are all of the partners, whether limited or general, in that certain limited partnership known as Big Wood River Ranch, who by these presence, do hereby amend and restate its Certificate of Limited Partnership, as originally filed with the office of the County Recorder of Blaine County, Idaho, on the 30th day of April, 1980, as amended, and as subsequently amended, restated and filed with the Secretary of State of the State of Idaho on the 28th day of June, 1982, as follows:

1. The name of the partnership is Big Wood River Ranch.
2. The purpose of the partnership is to carry on, in Idaho and elsewhere, the business of holding, operating, improving, subdividing, leasing and selling real property.
3. The location of the principal place of business of the partnership is P. O. Box 8861, Boise, Ada County, Idaho 83707, and its registered agent is Leonard L. Hurst, Jr., Rt. 3, Box 124, Caldwell, Idaho 83605.
4. The names and residence addresses of each partner is as follows:

GENERAL PARTNER & REGISTERED AGENT

Leonard L. Hurst, Jr.
Rt. 3, Box 124
Caldwell, Idaho 83605

LIMITED PARTNERS

Estate of James W. Barber, Jr.
250 South Beechwood Avenue
Boise, Idaho 83705

Century Development Company
250 South Beechwood Avenue #1
Boise, Idaho 83705

James J. Dworak, III
P. O. Box 4522
Boise, Idaho 83704

Daniel G. Gibson
507 West Idaho
Boise, Idaho 83702

Estate of Lee T. Morgan, Deceased
1124 Albany
Caldwell, Idaho 83605

David S. Shurtleff
~~P. O. Box 891~~ 2609 NO 34 STREET
Boise, Idaho ~~83701~~ 83703

Harold E. Thomas
5727 Hill Road
Boise, Idaho 83703

Ronald W. Thurber
1523 West Hays
Boise, Idaho 83702

Jerrold R. White
2680 Grover Court
Boise, Idaho 83705

5. The term for which the partnership is to exist shall be for an indeterminate period of time until the sale of all real property owned by the partnership, or upon voluntary dissolution by agreement of the partners.

6. The contribution of each partner to the partnership is as follows:

<u>NAME</u>	<u>CONTRIBUTION</u>
James W. Barber, Jr.	\$12,441.19 in cash and his promise to contribute an additional \$5,558.81
James J. Dworak, III	\$22,817.79 in cash
Daniel Gibson	\$12,000.00 in cash and his promise to contribute an additional \$338.16
Leonard L. Hurst	Real property located in Blaine County, Idaho, having a market value of \$36,000.00 and his promise to contribute an additional \$1,025.01
Century Development Company	\$20,727.20 in cash and its promise to contribute an additional \$5,552.80
Lee T. Morgan	\$36,000.00 in cash
David Shurtleff	\$9,129.85 in cash and his promise to contribute an additional \$8,870.15
Harold E. Thomas	3600 shares of Trus-Joist stock having a market value at the time of transfer of \$54,000.00
Ronald W. Thurber	\$10,335.03 in cash and his promise to contribute an additional \$12,704.97
Jerrold R. White	\$6,546.92 in cash and his promise to contribute an additional \$11,453.08

7. The limited partners are not obligated to make any additional contributions in excess of that amount set opposite each limited partner's name in Paragraph 6 above.

8. The contribution of each limited partner may be returned to him only upon dissolution of this partnership, or with the consent of the general partner and limited partners whose interests aggregate 25% of the partnership.

9. The share of profits which each partner shall receive by reason of his contribution is as follows:

<u>PARTNER</u>	<u>PERCENTAGE INTEREST</u>
Estate of James W. Barber, Jr.	6.93701%
Century Development Company	10.11971%
James J. Dworak, III	8.67361%
Daniel G. Gibson	4.62861%
Leonard L. Hurst, Jr.	13.88351%
Estate of Lee T. Morgan	12.20451%
David S. Shurtleff	6.93701%
Harold E. Thomas	20.81331%
Ronald Thurber	8.86571%
Jerrold R. White	<u>6.93701%</u>
	100.00000%

10. A limited partner may sell or assign his interest in the partnership to another person on such terms and conditions as he may desire, provided that he shall first make his interest available for a period of thirty (30) days to the partnership or any individual partners upon the same terms and conditions. In addition, a limited partner may transfer or assign, without restriction, his partnership interest to any member of his family.

11. No additional limited partners may be admitted without the consent of all partners.

12. No limited partner shall have priority over any other limited partner, either as to contributions as to capital or as to compensation by way of income.

13. The death, retirement or incapacity of the general partner shall cause the partnership to terminate, unless all

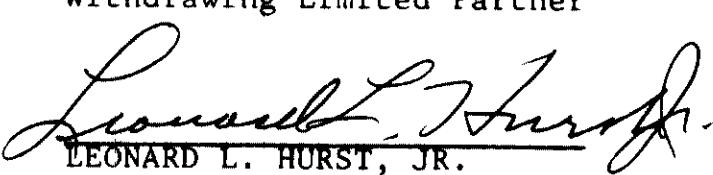
of the limited partners agree to the continuation of the partnership business.

14. No limited partner has the right to demand and receive property other than cash in return for his contribution.

15. That this amended and restated Certificate of Limited Partnership does amend previously filed certificates by the replacement of James W. Barber, Jr., as general partner, and the substitution therefor of Leonard L. Hurst, Jr., as general partner, said replacement and substitution being made with the consent of all limited partners who, after the death of the general partner, have further consented to the continuation of the partnership as set forth above. This amendment also reflects the composition of the partnership after the withdrawal of Gary Bethke, 1419 Sweetwater Loop, Olympia, Washington 98502, as a limited partner with the consent of the partnership. This further amends the share of profits each partner is to receive as set forth in Paragraph 9 above.

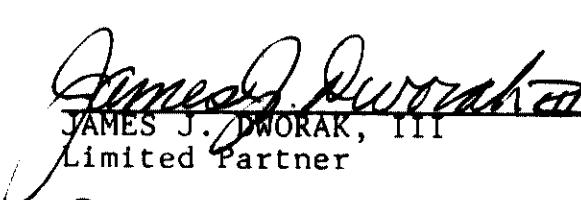
DATED this 22 day of June, 1982.

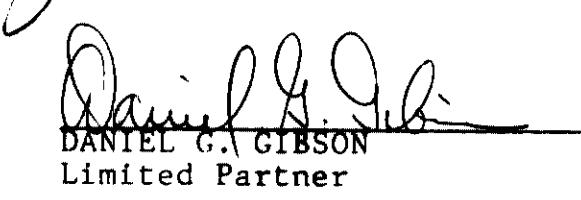
GARY BETHKE
Withdrawing Limited Partner


LEONARD L. HURST, JR.
New General Partner

ESTATE OF JAMES W. BARBER, JR.,
Limited Partner

By Margot J. Barber
Personal Representative


JAMES J. DWORAK, III
Limited Partner


DANIEL G. GIBSON
Limited Partner

of the limited partners agree to the continuation of the partnership business.

14. No limited partner has the right to demand and receive property other than cash in return for his contribution.

15. That this amended and restated Certificate of Limited Partnership does amend previously filed certificates by the replacement of James W. Barber, Jr., as general partner, and the substitution therefor of Leonard L. Hurst, Jr., as general partner, said replacement and substitution being made with the consent of all limited partners who, after the death of the general partner, have further consented to the continuation of the partnership as set forth above. This amendment also reflects the composition of the partnership after the withdrawal of Gary Bethke, 1419 Sweetwater Loop, Olympia, Washington 98502, as a limited partner with the consent of the partnership. This further amends the share of profits each partner is to receive as set forth in Paragraph 9 above.

DATED this 5th day of AUGUST, 1982.

Gary Bethke
CARY BETHKE
Withdrawing Limited Partner

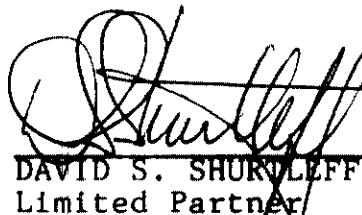
LEONARD L. HURST, JR.
New General Partner

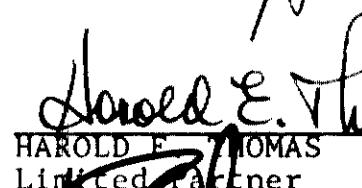
ESTATE OF JAMES W. BARBER, JR.,
Limited Partner

By _____
Personal Representative

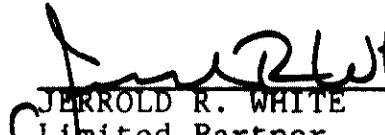
JAMES J. DWORAK, III
Limited Partner

DANIEL G. GIBSON
Limited Partner


DAVID S. SHURLEFF
Limited Partner


HAROLD E. THOMAS
Limited Partner


RONALD THURBER
Limited Partner


JERRY R. WHITE
Limited Partner

ESTATE OF LEE T. MORGAN, Deceased
Limited Partner

By 
Guy L. Morgan
Personal Representative

CENTURY DEVELOPMENT COMPANY,
Limited Partner

By 
William W. Beagle
Executive Partner

STATE OF WASHINGTON)
County of _____) ss.

Personally appeared before me this day of ,
1982, GARY BETHKE, who first being duly sworn on oath, did
subscribe his name and swear that the above certificate is
true to the best of his knowledge and belief.

Notary Public for Washington
Residing at _____

STATE OF IDAHO)
County of Ada) ss.

Personally appeared before me this 26 day of July,
1982, LEONARD L. HURST, JR., who first being duly sworn on
oath, did subscribe his name and swear that the above certifi-
cate is true to the best of his knowledge and belief.

Michael G. Morton
Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
County of Ada) ss.

Personally appeared before me this 19th day of July,
1982, Margaret S. Barber, Personal Representative for
the ESTATE OF JAMES W. BARBER, JR., who first being duly sworn
on oath, did subscribe his/her name and swear that the above
certificate is true to the best of his/her knowledge and belief.

James J. Dworak
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
County of Ada) ss.

Personally appeared before me this 21 day of July,
1982, JAMES J. DWORAK, III, who first being duly sworn on
oath, did subscribe his name and swear that the above certifi-
cate is true to the best of his knowledge and belief.

Michael G. Morton
Notary Public for Idaho
Residing at Boise

STATE OF WASHINGTON)
County of Thurston) ss.

Personally appeared before me this 5 day of August, 1982, GARY BETHKE, who first being duly sworn on oath, did subscribe his name and swear that the above certificate is true to the best of his knowledge and belief.

Mark L. French
Notary Public for Washington
Residing at Olympia

STATE OF IDAHO)
County of Ada) ss.

Personally appeared before me this _____ day of _____, 1982, LEONARD L. HURST, JR., who first being duly sworn on oath, did subscribe his name and swear that the above certificate is true to the best of his knowledge and belief.

Notary Public for Idaho
Residing at _____

STATE OF IDAHO)
County of Ada) ss.

Personally appeared before me this _____ day of _____, 1982, _____, Personal Representative for the ESTATE OF JAMES W. BARBER, JR., who first being duly sworn on oath, did subscribe his/her name and swear that the above certificate is true to the best of his/her knowledge and belief.

Notary Public for Idaho
Residing at _____

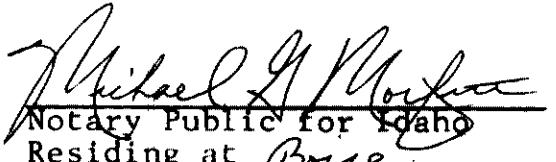
STATE OF IDAHO)
County of Ada) ss.

Personally appeared before me this _____ day of _____, 1982, JAMES J. DWORAK, III, who first being duly sworn on oath, did subscribe his name and swear that the above certificate is true to the best of his knowledge and belief.

Notary Public for Idaho
Residing at _____

STATE OF IDAHO)
) ss.
County of Ada)

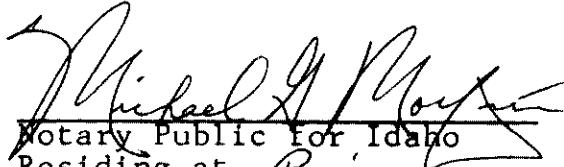
Personally appeared before me this 15 day of July,
1982, DANIEL G. GIBSON, who first being duly sworn on oath, did
subscribe his name and swear that the above certificate is
true to the best of his knowledge and belief.



Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
) ss.
County of Ada)

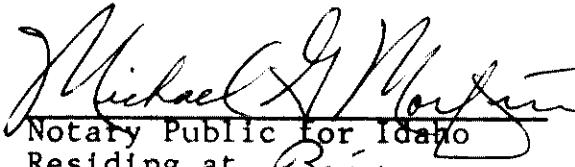
Personally appeared before me this 15 day of July,
1982, DAVID S. SHURTEFF, who first being duly sworn on oath,
did subscribe his name and swear that the above certificate is
true to the best of his knowledge and belief.



Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
) ss.
County of Ada)

Personally appeared before me this 20 day of July,
1982, HAROLD E. THOMAS, who first being duly sworn on oath, did
subscribe his name and swear that the above certificate is true
to the best of his knowledge and belief.



Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
) ss.
County of Ada)

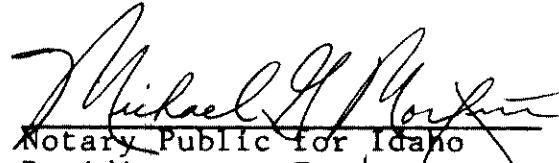
Personally appeared before me this 15 day of July,
1982, RONALD THURBER, who first being duly sworn on oath, did
subscribe his name and swear that the above certificate is true
to the best of his knowledge and belief.



Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
) ss.
County of Ada)

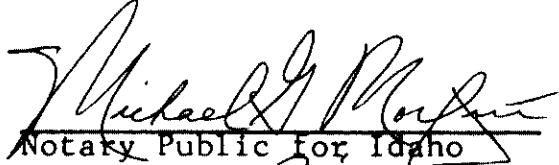
Personally appeared before me this 15 day of July,
1982, JERROLD R. WHITE, who first being duly sworn on oath, did
subscribe his name and swear that the above certificate is
true to the best of his knowledge and belief.



Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
) ss.
County of Ada)

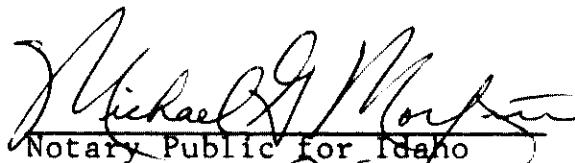
Personally appeared before me this 15 day of July,
1982, GARY L. MORGAN, Personal Representative for the ~~ESTATE OF~~
LEE T. MORGAN, who first being duly sworn on oath, did subscribe
his name and swear that the above certificate is true to the
best of his knowledge and belief.



Notary Public for Idaho
Residing at Boise

STATE OF IDAHO)
) ss.
County of Ada)

Personally appeared before me this 20 day of July,
1982, WILLIAM BRIGGS, as a partner of ~~CENTURY DEVELOPMENT~~
COMPANY, who first being duly sworn on oath, did subscribe his
name and swear that the above certificate is true to the best of
his knowledge and belief.



Notary Public for Idaho
Residing at Boise