



Department of State.

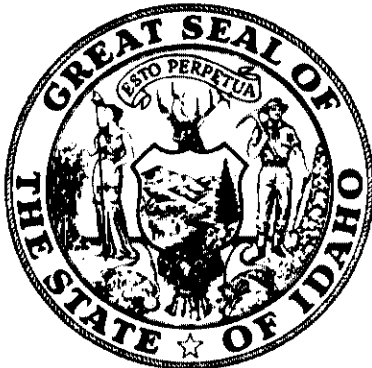
**CERTIFICATE OF REGISTRATION
OF**

315 CAPITOL ASSOCIATES, LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of 315 CAPITOL ASSOCIATES, LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to 315 CAPITOL ASSOCIATES, LIMITED PARTNERSHIP to transact business in this State under the name 315 CAPITOL ASSOCIATES, LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated *January 14, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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~~CERTIFICATE OF LIMITED PARTNERSHIP~~

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SECRETARY OF STATE SECRETARY OF STATE

THIS CERTIFICATE OF LIMITED PARTNERSHIP, with respect to the Limited Partnership 315 CAPITOL ASSOCIATES, is executed in accordance with the requirements of S53-202, Idaho Code.

1. The name under which the Partnership is and shall be conducted is: 315 CAPITOL ASSOCIATES, A Limited Partnership
2. The character of the business which may be transacted by the Partnership is to purchase, acquire, own, hold, develop, lease (either as lessor or as lessee), subdivide, sell or otherwise dispose of real property and improvements and interests therein wherever located, and to perform all acts and do all things necessary or convenient thereof.
3. The location of the principal place of business of the Partnership is at Bosie, in the County of Ada, State of Idaho.
4. The name and place of residence of the General Partner is:

Name

Residence

ROGER W. WOOD

3227 Morris Hill Road
Boise, Idaho 83706

RONALD M.S. PARK

2845 Mesa Verde Drive East
Suite 8
Costa Mesa, California 92626

The registered agent for this partnership shall be Roger W. Wood at the address shown above.

The name and place of residence of each Limited Partner is:

<u>Name</u>	<u>Residence</u>
S.H. Lee	Upland, California
Harry J. & Betty R. Matzek	Boise, Idaho
Lloyd H. Cabot	Newport Beach, California
Mrs. Clifford Masters	Los Angeles, California
Russell Johnson	Los Angeles, California
Ronald Park	Newport Beach, California

The term "Partner", as used herein, may be used interchangeably to refer to either the General Partner or any Limited Partners.

5. The Partnership shall be dissolved by:

- (a) The withdrawal, retirement, death, insanity or bankruptcy of the General Partner.
- (b) After December 31, 1992, upon request by any Partner.
- (c) All of the Partners mutually agree to dissolve the Partnership.

The death, insanity, bankruptcy or withdrawal of a Limited Partner shall not of itself dissolve the Partnership.

The term for which the Partnership shall exist shall be the period of time until the Partnership is dissolved as provided in this paragraph.

6. The amount of cash and other property agreed to be contributed by each Limited Partner to the Partnership is:

<u>Partner</u>	<u>Contribution</u>
S.H. Lee	\$10,000
Harry J. & Betty R. Matzek	\$10,000
Lloyd H. Cabot	\$10,000
Mrs. Clifford Masters	\$10,000
Russell Johnson	\$10,000
Ronald Park	\$10,000
Ronald Park	\$10,000

The contributions of the General Partners shall be work, effort and expertise.

7. No Limited Partner shall be liable for any other contribution to the Partnership except as provided in Paragraph 6 above.

8. Until such time as all contributions by the Limited Partners to the Partnership shall be returned to the Limited Partners the distributable cash of the Partnership shall be distributed solely to the Limited Partners and the remainder shall be distributed to all Partners, General and Limited, in accordance with the percentage that each shares in the net profits of the Partnership.

9. The share of net profits or the other net compensation by way of income to which each Limited Partner shall be entitled (based upon the entire net profits and net income of the Partnership as being 100 units) is:

<u>Limited Partners</u>	<u>Share of Net Profits (in Units)*</u>
S.H. Lee	8.23
Harry J. & Betty R. Matzek	8.23
Lloyd H. Cabot	8.23
Mrs. Clifford Masters	8.23
Russell Johnson	8.23
Ronald Park	8.23
Ronald Park	8.23

* Based on \$85,000 total capitalization. Partners share will increase if not fully subscribed.

13. In the event of the death, insanity, bankruptcy, or withdrawal of the General Partner, the Partnership shall be dissolved.

14. At such time and under circumstances entitling a Limited Partner to the return of his contribution to the capital of the Partnership, the Limited Partner may not demand that he receive property other than cash in return for that contribution of capital.

EXECUTED this 9th day of August, 1982.

GENERAL PARTNER:

Roger W. Wood
ROGER W. WOOD

Ronald M.S. Park
RONALD M.S. PARK

LIMITED PARTNERS:

STATE OF IDAHO)
County of ADA) ss.

On this 14th day of SEPT, 1982, before me, a Notary Public in and for said State, personally appeared ROGER W. WOOD, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Myron J. Whitaker
Notary Public for IDAHO
Residing at BOISE

Name (typed or Printed)

(This area for official notarial seal)