

Nov 30 8 47 AM '84

Dec 14 9 22 AM '84

SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FLAHIFF FAMILY FARMS 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, FLAHIFF FAMILY FARMS 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, improvement, 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 or for others. To accomplish any of the foregoing purposes of its own account or as a nominee, agent or trustee for other individuals, partnerships, corporations or other entities.

3. The Name and Address of Registered Agent . The registered agent of the partnership is Gerald L. Weston, business address is, P. O. Box 640, Caldwell, Idaho, 83606-0640, business office is at 9th and Dearborn Streets, Caldwell, Idaho, 83605; residence is at 1622 Idaho Street, Caldwell, Idaho, 83605.

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4. Names, Addresses and Designations of Partners.

Charles Flahiff, 624 Everett, Caldwell, Idaho, 83605
As a general partner - 10 units
As a limited partner - 85 units

Lucy Flahiff, 624 Everett, Caldwell, Idaho, 83605
As a general partner - 10 units
As a limited partner - 85 units

Leonard Flahiff, 701 N. Indiana, Caldwell, Idaho, 83605
As a general partner - 10 units
As a limited partner - 10 units

Leonard Flahiff, trustee for Erika Flahiff, 701 N. Indiana, Caldwell, Idaho, 83605
As a limited partner - 20 units

Leonard Flahiff, trustee for Bryan Flahiff, 701 N. Indiana, Caldwell, Idaho, 83605
As a limited partner - 20 units

5. Contributions by Partners. Real property located in Canyon County, Idaho, of an agreed value by the partners of \$250,000.00, net of any encumbrance, contributed by Charles Flahiff and Lucy Flahiff, equally.

6. Additional Contributions by Partners. Limited partners are not required to make additional contribution to capital.

7. Transfer of Partnership Interest.

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

(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.

1 9. Priorities Among Limited Partners. No limited partner
has been given the right to priority over any other limited partner
for any purpose whatsoever.

2 10. Dissolution and Termination. The partnership shall
3 terminate upon the retirement, death, insanity, bankruptcy or
4 insolvency of a general partner except as hereinbefore set out in
paragraph 7(b).

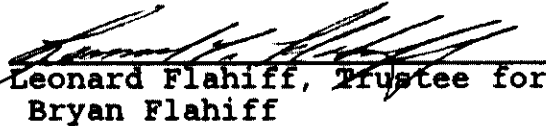
5 11. Right to Receive Property Other Than Cash. No
6 limited partner is given the right to demand and receive property
7 other than cash in return for his contribution, except that, upon
dissolution of the partnership if the general partners deem it in
the best interests of the partnership, they may distribute assets of
the partnership to the partners in kind.

8 IN WITNESS WHEREOF, This Certificate is signed and sworn
9 to this 14th day of November, 1984.

10 
11 Charles Flahiff


Lucy Flahiff

12 
13 Leonard Flahiff


Leonard Flahiff, Trustee for
Bryan Flahiff

14 
15 Leonard Flahiff, Trustee for
Erika Flahiff

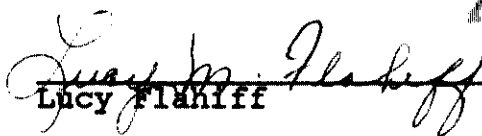
GIGRAY, MILLER, DOWNEN & WESTON
ATTORNEYS AT LAW
57E AND BRANSON STS. - P.O. BOX 646
TULSA, OKLAHOMA 74101-0646
CALDWELL, IDAHO 83308-0646

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

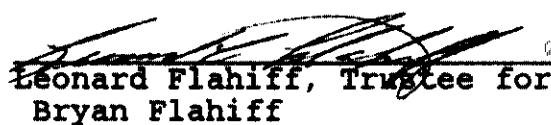
4 CHARLES FLAHIFF, LUCY FLAHIFF, LEONARD FLAHIFF, LEONARD
5 FLAHIFF, AS TRUSTEE FOR BRYAN FLAHIFF and LEONARD FLAHIFF, AS
6 TRUSTEE FOR ERIKA FLAHIFF, each being first duly sworn, under oath,
7 depose and say:

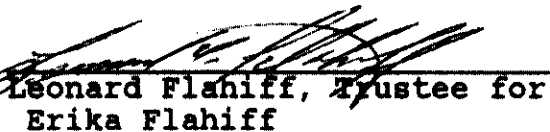
8 That we are the general and limited partners in the above
9 entitled Certificate; that we have read the foregoing Certificate of
10 Limited Partnership, know the contents thereof and believe the
11 statements therein contained to be true and correct.

12 
13 Charles Flahiff

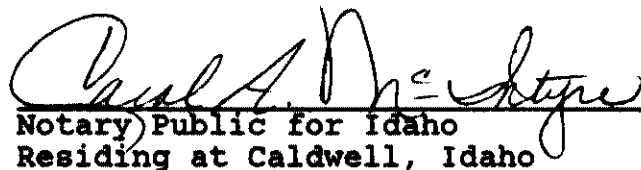
14 
15 Lucy Flahiff

16 
17 Leonard Flahiff

18 
19 Leonard Flahiff, Trustee for
20 Bryan Flahiff

21 
22 Leonard Flahiff, Trustee for
23 Erika Flahiff

24 Subscribed and sworn to before me this 14th day of
November, 1984.


Notary Public for Idaho
Residing at Caldwell, Idaho

GIGRAY, MILLER, DOWNEN & WINSTON
ATTORNEYS AT LAW
578 AND BRADDOCK STS. - P.O. Box 646
CALDWELL, IDAHO 83605-0646