

RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

OF

GIVENS FAMILY CO., LTD.

Dec 30 10 33 AM '93

STATE

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

1. That a Certificate of Limited Partnership was duly recorded with the Ada County Recorder on October 20, 1976, as Instrument #7641319.

2. The name of the limited partnership is Givens Family Co., Ltd.

3. The character of the business of the partnership is as follows: Farming and ranching.

4. The location of the business is Star, Ada County, Idaho.

5. The name and address of the registered agent is Orin Givens, Route 1, Star, Idaho 83669.

6. The names and addresses of the general and limited partners are as follows:

General Partners:

Orin Givens
Route 1, Box 82
Star, Idaho 83669

Genevieve Givens
Route 1, Box 82
Star, Idaho 83669

Limited Partners

Steve Givens
Route 1, Box 81
Star, Idaho 83669

Nadine Givens
Route 1, Box 81
Star, Idaho 83669

Larry Givens
3190 Hall Drive
Eagle, Idaho 83616

Kay Cherry
1524 Meridian St.
Meridian, Idaho 83642

Guy Givens
Route 1, Box 81A
Star, Idaho 83669

7. The partnership percentage interests among the general and limited partners are as follows, to wit:

<u>NAME</u>	<u>CONTRIBUTED PROPERTY</u>	<u>AGREED VALUE</u>	<u>PERCENTAGE INTEREST</u>
<u>General Partners</u>			
Orin and Genevieve Givens, husband and wife,	See Exhibit "A"	\$101,933.00	42.5%
<u>Limited Partner</u>			
Steve and Nadine Givens, husband and wife,	See Exhibit "A"	\$ 76,817.00	32.0%
Larry Givens	See Exhibit "A"	\$ 20,417.00	8.5%
Kay Givens	See Exhibit "A"	\$ 20,417.00	8.5%
Guy Givens	See Exhibit "A"	\$ 20,417.00	8.5%

8. The limited partner is not required to make any additional contributions to the partnership.

9. No additional general partner or limited partner shall be admitted to the partnership without the consent of two-thirds of the voting power of the partnership.

10. Upon termination of the partnership, a proper accounting shall be made and a partner's distribution account shall be credited or charged with his share of partnership's gross receipts and expenditures from the date of the last previous accounting to the date of termination. The remaining general partner or partners shall have the full power and authority to sell, assign and encumber any or all of the partnership assets. All cash shall be distributed in the following order of priority:

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a. To those creditors, in the order of priority as provided by law, except those to limited partners on account of their contributions, and to general partners;

c. To those limited partners in respect to their share of the profits and other compensation by way of income on their contributions;

d. To those limited partners in respect to the capital of their contributions;

e. To those general partners other than for capital and profits;


f. To those general partners in respect to profits;

g. To those general partners in respect to capital.

11. The partnership shall commence on June 28, 1976, and shall continue until terminated as provided in the Givens Family Co., Ltd. limited partnership agreement, dated June 28, 1976.

12. Pursuant to paragraph XVIII, entitled "Power of Attorney", of the Givens Family Co., Ltd. limited partnership agreement, dated June 28, 1976, each limited partner has given each general partner the power to execute this Certificate of Limited Partnership.

IN WITNESS WHEREOF, this Certificate is signed and sworn to this 28th day of December, 1983.



Orin Givens

SUBSCRIBED AND SWORN to before me this 28th day of December, 1983.

(SEAL)



Notary Public for Idaho

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**ORINS GIVENS LIMITED PARTNERSHIP
Assets Contributed to Partnership**

	<u>Basis</u>	<u>Fair Market Value</u>
<u>Orin & Genevieve Givens</u>		
1) Real Property at Star, Idaho:		
Land	\$ 10,500	\$ 36,300
Residence	14,000	18,150
Shop	7,500	14,400
Shed	1,500	2,600
House		9,000
2) Fifty Percent (50%) Ownership in Orin Givens, Inc. (an Idaho Corporation)	48,500	52,150
3) Thirty Three and One-Third Percent (33 1/3%) Ownership in Campus Manor Apartments (A California Partnership)	20,450	45,000
4) Nine and One-Half Percent (9 1/2%) Ownership in Villa Verge Apartments (A California Partnership)	<u>381</u>	<u>6,000</u>
Total Orin & Genevieve Givens	\$ <u>102,831</u>	\$ <u>183,600</u>
<u>Steven & Nadine Givens</u>		
1) Real Property at Star, Idaho:		
Residence	\$ 30,000	\$ 45,000
House	<u>8,000</u>	<u>11,400</u>
Total Steven & Nadine Givens	\$ <u>38,000</u>	\$ <u>56,400</u>
Total Assets	\$ <u>140,831</u>	\$ <u>240,000</u>