

RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
COOK WESTSIDE FARMS

STATE OF IDAHO)
) ss.
County of Bonneville)

We, the undersigned, desiring to set forth the Certificate of Limited Partnership of Cook Westside Farms as it exists on this date do hereby certify to the Secretary of State of the State of Idaho that the following sets forth the Certificate of Limited Partnership of Cook Westside Farms as of the date hereof and that the Restated Certificate of Limited Partnership supersedes the original Certificate of Limited Partnership and all amendments thereto.

1. The name of the partnership is Cook Westside Farms.
2. The general nature of the partnership business is to own and operate farming and agricultural properties and related businesses, together with all related machinery and equipment of every name, nature and type, as well as engage in all other lawful business activities.
3. The principal place of business of the partnership is in Bonneville County, Idaho.
4. The names and addresses of each general and limited partner are as follows:

GENERAL PARTNERS

Kenneth G. Cook and
Verla Cook (community
property)

Allan M. Cook

PLACE OF BUSINESS

1481 South Woodruff
Idaho Falls, Idaho 83401

2861 Mill
Idaho Falls, Idaho 83402

LIMITED PARTNERS

Kenneth G. Cook and
Verla Cook (community
property)

Kenneth Leon Cook

Janeal C. Jensen

Allan M. Cook

Linda J. Cook

Carol Cook

Janet Robinson

PLACE OF BUSINESS

1481 South Woodruff
Idaho Falls, Idaho 83401

2460 East 2300 North
Logan, Utah 84321

Route 5, Box 137
Blackfoot, Idaho 83221

2861 Mill
Idaho Falls, Idaho 83402

585 Davidson Drive
Idaho Falls, Idaho 83401

1481 South Woodruff
Idaho Falls, Idaho 83401

33 East 600 North
Orem, Utah 84057

5. The term of the partnership commenced on the 29th day of December, 1976, and shall continue indefinitely until terminated in the manner provided in the Articles of Partnership.

6. A description of the existing capital ownership of each partner is as follows:

<u>General Partners</u>	<u>Units</u>	<u>Percent of Interest</u>	<u>Capital Amount</u>	<u>Description of Capital</u>
Kenneth G. Cook and Verla Cook (community property)	990	9.9%	\$ 79,200	A partial interest in real property
Allan M. Cook	10	.1%	\$ 600	A partial interest in real property
TOTAL	1000	10%	\$ 79,800	

<u>Limited Partners</u>	<u>Units</u>	<u>Percent of Interest</u>	<u>Capital Amount</u>	<u>Description of Capital</u>
Kenneth G. Cook and Verla Cook (community property)	5780	57.8%	\$462,400	A partial interest in real property
Kenneth Leon Cook	300	3.0%	\$ 18,000	A partial interest in real property
Janeal C. Jensen	520	5.2%	\$ 31,200	A partial interest in real property
Allan M. Cook	900	9.0%	\$ 54,000	A partial interest in real property
Linda J. Cook	580	5.8%	\$ 34,800	A partial interest in real property
Carol Cook	580	5.8%	\$ 34,800	A partial interest in real property
Janet Robinson	<u>340</u>	<u>3.4%</u>	\$ 20,400	A partial interest in real property
TOTAL	9000	90%	\$655,600	

7. The net profits and net losses of the partnership shall be divided among all partners with 40% of the net profit going to the limited partners.

8. There is no agreement concerning the making of additional contributions by any limited partner, nor is there any agreement concerning the time when the contribution of any limited partner is to be returned.

9. A limited partner may substitute his spouse, children, issue, siblings, or any member of his family, or a trust, corporation, or legal entity created primarily for the benefit of such persons, without the consent or approval of the partners. Any other substitution of a limited partner requires the consent of a majority of the general partners.

10. Additional limited partners may be admitted only upon the consent of a majority of the general partners.

11. There are no priorities between the limited partners as to contributions or as to compensation by way of income.

12. In the event of the death or retirement of any general or limited partner, the partnership shall be dissolved, but the remaining partners shall have the right to continue the partnership business by purchasing the deceased or retiring partner's interest in the partnership at a value to be determined by appraisal to be made by three appraisers.

13. The original Certificate of Limited Partnership was filed in the records of Bonneville County, Idaho, on the 30th day of December, 1976.

DATED this 15 day of December, 1983.

GENERAL PARTNERS

Kenneth G. Cook
Kenneth G. Cook

Verla Cook
Verla Cook

Allan M. Cook
Allan M. Cook

LIMITED PARTNERS

Janeal C. Jensen
Janeal C. Jensen

By Kenneth G. Cook
Kenneth G. Cook P/A

Allan M. Cook
Allan M. Cook

Linda J. Cook
Linda J. Cook

By Kenneth G. Cook
Kenneth G. Cook P/A

Carol Cook
Carol Cook

By Kenneth G. Cook
Kenneth G. Cook P/A

Verla Cook
Verla Cook

Kenneth Leon Cook
Kenneth Leon Cook

By Kenneth G. Cook
Kenneth G. Cook P/A

Janet Robinson
Janet Robinson

By Kenneth G. Cook
Kenneth G. Cook P/A

SUBSCRIBED and sworn to before me this 15 day of
December, 1983, by KENNETH G. COOK and VERLA COOK, husband and
wife.

(Seal)

Michael D. Crisp
Notary Public for Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: Life

SUBSCRIBED and sworn to before me this 15 day of
December, 1983, by ALLAN M. COOK.

(Seal)

Michael D. Crisp
Notary Public for Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: Life

SUBSCRIBED and sworn to before me this 15 day of
December, 1983, by KENNETH G. COOK, not individually, but as
attorney in fact for KENNETH LEON COOK, JANEAL C. JENSEN, LINDA
J. COOK and CAROL COOK.

(Seal)

Michael D. Crisp
Notary Public for Idaho
Residing at: Idaho Falls, Idaho
My Commission Expires: Life