

THIRD AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

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IDAHO FARMS, A LIMITED PARTNERSHIP

SECRETARY OF STATE  
SECRETARY OF STATE

The undersigned, being first duly sworn, desirous of forming a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Idaho, Hereby certify;

1. The name of the partnership is Idaho Farms, A Limited Partnership, LTD.
2. The partnership intends to improve, lease and operate and hold for investment purposes farm land in Canyon County, Idaho, and to engage in or perform any and all other acts or activities customary in connection with or incident to the foregoing.
3. The principal place of business shall be 921-7th Street South, Nampa, Idaho 83651, until changed by the designation of the General Partners.
4. The names of each of the Limited Partners are set forth on Exhibit "B", which is attached hereto.
5. The effective date of this partnership and of this certificate is June 11, 1984. The partnership shall continue unless sooner terminated as provided in the Articles of Limited Partnership for a term of 15 years from the effective date of the partnership.
6. The amount of cash and the description of the agree value of the other property contributed by each Limited Partner is set forth in Exhibit "B".
7. The Limited Partners are not required to contribute any additional capital to the Limited Partnership.
8. There is no time agreed upon when the contribution of each Limited Partner is to be returned.
9. The share of profits or other compensation which each Limited Partner shall receive by reason of his contribution is set forth in Exhibit "B".
10. This recordation corrects a clerical error in the Second Amended Certificate of Limited Partnership.

11. A Limited Partner does not have the right to substitute an assignee as contributor, in his place except upon the consent of the General Partners, and then only upon such conditions as the General Partners shall determine.

12. The General Partners may issue additional units of Limited Partnership until 1000 units have been sold after which no additional units of Limited Partnership may be sold except for the sole purpose of meeting debt service, taxes or preserving partnership property.

13. No Limited Partner has priority over any other Limited Partners as to contributions or as to compensation by way of income.

14. The remaining General Partner or Partners may continue the business of the partnership upon the death, retirement or insanity of a General Partner.

15. No Limited Partner has the right to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, The undersigned have executed this Certificate the 17<sup>th</sup> day of June, 1984.

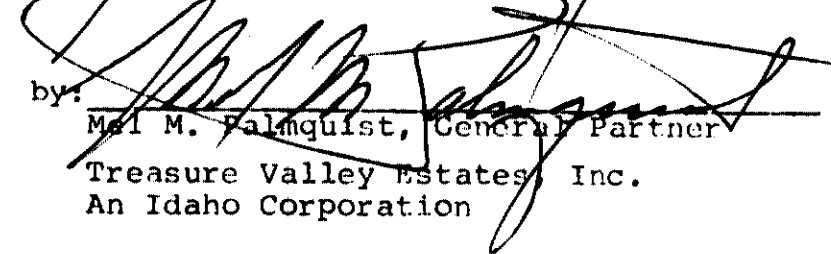
GENERAL PARTNERS:

IDAHO FARMS, A LIMITED PARTNERSHIP, LTD  
An Idaho Limited Partnership.

by:

  
~~Mel M. Palmquist, General Partner~~

by:

  
~~Mel M. Palmquist, General Partner~~

Treasure Valley Estates, Inc.  
An Idaho Corporation

LIMITED PARTNERS: Carter Noland, George W. Koss, Della Mae Koss, Charles T. Lenton, Jr., Billy J. Jones, Helen C. Jones, Roger Tabb, Carol Tabb, Harold Poole, Gertrude Poole, Jim Herrick, Charlotte Herrick, Robert Craven, Melvin Bell, Johnny Wardsworth, Gilbert A. Gonzales, Kristina Gonzales, Timothy Patrick, Tom J. Berntson, Alice R. Berntson, Darrell Tallman, Robert H. Mikkelson, Gail M. Mikkelson, Charles W. Bowles, Jean F. Bowles, Joe Tanner, Tom McKenzie and June McKenzie.

By:   
Mel M. Palmquist, General Partner

State of Idaho        )  
                          )        ss.  
County of Canyon    )

Subscribed and sworn to before the undersigned Notary Public on the 11<sup>th</sup> day of June, 1984, individually and and as attorney in fact.

WITNESS my hand and official seal.

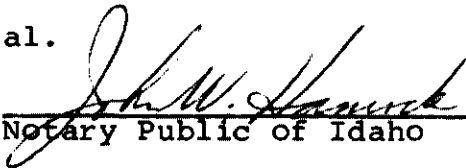
  
Notary Public of Idaho

EXHIBIT "B"

<u>PARTNER</u>	<u>CONTRIBUTION</u>	<u>UNITS</u>	<u>PERCENTAGE</u>
Carter Noland	12,500.00	25	3.14
George W. Koss & Della Mae Koss	25,000.00	50	6.27
Charles T. Lenton, Jr.	50,000.00	100	12.54
Billy J. Jones & Helen C. Jones	12,500.00	25	3.14
Roger Tabb & Carol Tabb	12,500.00	25	3.14
Harold Poole & Gertrude Poole	25,000.00	50	6.27
Jim Herrick & Charlotte Herrick	12,500.00	25	3.14
Robert Craven	12,500.00	25	3.14
Melvin Bell	25,000.00	50	6.27
Johnny Wordsworth	25,000.00	50	6.27
Gilbert A Gonzales & Kristina Gonzales	13,500.00	27	3.38
Timothy Patrick	13,500.00	27	3.38
Tom J. Berntson & Alice R. Berntson	7,000.00	14	1.76
Darrell Tallman	13,500.00	27	3.39
Robert H. Mikkelson & Gail M. Mikkelson	12,500.00	25	3.14
Carles W. Bowles & Jean F. Bowles	6,500.00	13	1.63
Tom McKenzie & June McKenzie	10,000.00	20	2.50
Joe Tanner	10,000.00	20	2.50