

RECEIVED

After recording return to:  
FIRST AMERICAN TITLE COMPANY  
Attn: Jan

'82 FEB 16 PM 3 35

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CERTIFICATE OF LIMITED PARTNERSHIP  
STATE OF IDAHO  
OF  
STATE

GANN-F.C.I., LTD.

STATE OF IDAHO )  
: ss.  
County of Blaine)

THE UNDERSIGNED, having formed a Limited Partnership under the Uniform Limited Partnership Act of the State of Idaho, hereby make the following certificate effective the 7th day of August, 1981.

1. The name of the Partnership is GANN-F.C.I., LTD.
2. The character of the Partnership is to hold, operate, manage, sell and otherwise deal in real and personal property.
3. The location of the principal place of business is as follows:

210 Leadville  
Ketchum, Idaho 83340

4. The names and addresses of the partners, both general and limited as respectively designated below, are as follows:

General Partners:

R. Wayne Gann                      1880 Santa Barbara Street  
San Luis Obispo, CA. 93401

Kathleen Kerr Gann                1880 Santa Barbara Street  
San Luis Obispo, CA. 93401

Limited Partner:

First City Investments, Inc.  
777 Hornby Street  
Vancouver, British Columbia V6Z 1S4

Walt Rodney Gann

P.O. Box 183 (220 Aspen Drive)  
(address)  
Ketchum, Idaho 83340

STATE OF IDAHO, ) ss.  
COUNTY OF BLAINE, )  
I HEREBY CERTIFY THAT THIS INSTRUMENT WAS FILED FOR RECORD IN MY OFFICE AT THE REQUEST OF  
FIRST AMERICAN TITLE CO.  
AT 9:35 O'CLOCK A.M.  
A.D. 1982  
RECORDED IN BOOK \_\_\_\_\_ ON PAGE \_\_\_\_\_  
OF \_\_\_\_\_  
MARIE IVE  
EX-OFFICIO RECORDER  
COUNTY

No. 923542

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COMPARSED 0 INDEXED 2nd PARTY 0

5. The Partnership is to continue until December 31, 2025, unless terminated earlier by the Partners or in accordance with the Agreement of Limited Partnership.

6. The amount of cash contributed by the Limited Partners is as follows:

|                        |                           |
|------------------------|---------------------------|
| First City Investments | \$ <u>40<sup>00</sup></u> |
| Walt Rodney Gann       | \$ <u>5<sup>00</sup></u>  |

7. There are no additional capital contributions required of the Limited Partners at any time during the term of the Limited Partnership, except to the extent required by Idaho Code, Section 53-217(4).

8. The contribution of the Limited Partners is to be returned upon the dissolution of the Partnership.

9. The Limited Partners rights to receive a share of the income, gains, losses, deductions and credits of the Limited Partnership by reason of its contribution is as follows:

|                              |           |
|------------------------------|-----------|
| First City Investments, Inc. | ----- 40% |
| Walt Rodney Gann             | ----- 5%  |

10. First City Investments, Inc. does have the right to substitute an assignee as contributor in its place, or to otherwise pledge, hypothecate or collaterally assign its interest, as follows:

First City Investments, Inc. is entitled to assign, sell or otherwise transfer and convey its interest, or a part thereof, to an entity or entities controlled by First City Investments and provided,

further, that it is entitled to mortgage, pledge, or assign for security purposes its interest in the Partnership, provided that such mortgagee, pledgee, or assignee shall not be entitled to interfere in the management or administration of the partnership business or affairs or be entitled to require any information or account of partnership transactions, or to inspect the partnership books, and shall only be entitled to receive in accordance with its contract the profits to which the First Limited Partner would otherwise be entitled. "Controlled" for the purposes of this paragraph shall mean owning or the right to vote more than fifty (50) percent of the (1) legal or equitable interest of such entity or (2) the voting power of such entity.

11. The Partners are not given the right to admit additional Limited Partners without the consent of all Partners.

12. First City Investments, Inc., has the right to receive its share of compensation by way of income and distributions prior to Walt Rodney Gann.

13. The remaining General Partners are given the right to continue the business upon the death, retirement of or insanity of a General Partner other than R. Wayne Gann.

14. The Limited Partner does not have the right to demand property other than cash in return for its contribution, but upon dissolution assets may be distributed in kind.

IN WITNESS WHEREOF, the undersigned Partners have executed this Certificate this 7th day of August, 1981.

**GENERAL PARTNERS:**

R. Wayne Moore

R. WALTER GANN

R. WALTER GANN  
*Kathleen Kerr Gann*  
KATHLEEN KERR GANN

**LIMITED PARTNERS:**

**FIRST CITY INVESTMENTS, INC.**

By DAAL  
Its David Alderdice

Its David Alderdice

*Walt Rodney Gann*  
WALT RODNEY GANN

STATE OF IDAHO )  
 : ss.  
County of Blaine)

On this 14th day of August, 1981, before me, the undersigned, a notary public in and for said State, personally appeared ~~R. WALLER GANN and ROBERT L. GANN~~ R. WALLER GANN and ROBERT L. GANN, known to me to be the general partners of GANN-F.C.I., LTD., a limited partnership, who acknowledged to me that they executed the within and foregoing instrument ~~for and~~ on behalf of said Partnership and in said Partnership's name.

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

Jan Durrell  
NOTARY PUBLIC FOR IDAHO  
Residing at Harley

NOTARY PUBLIC FOR IDAHO  
Residing at *Hailey*

I CERTIFY that on the 19 day of JANUARY, 1982,  
at VANCOUVER, British Columbia,

DAVID ALDERDICE

who is personally known to me, appeared before me and acknowledged to me that he is the authorized signatory of FIRST CITY INVESTMENTS, INC. and that he is the person who subscribed his name and affixed the seal of the corporation to the instrument, that he was authorized to subscribe his name and affix the seal to it, and that the corporation existed at the date the instrument was executed by the corporation.

IN TESTIMONY of which I set my hand

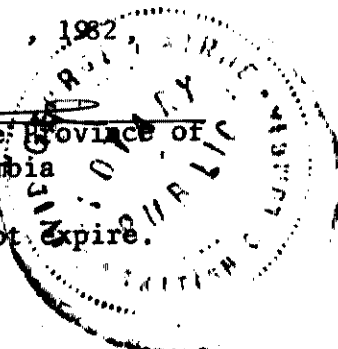
at VANCOUVER, B.C.

this 19

day of JANUARY, 1982

Notary Public for the Province of  
British Columbia

My commission does not expire.



STATE OF IDAHO )  
: ss.  
County of Blaine)

On this 11th day of August, 1981, before me, the undersigned a notary public in and for said State, personally appeared WALT RODNEY GANN, known to me to be a limited partner of GANN-F.C.I., LTD., a limited partnership, who acknowledged to me that he executed the within and foregoing instrument for and on behalf of said Partnership and in said Partnership's name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed

STATE OF ~~CALIFORNIA~~ IDAHO

COUNTY OF BLAINE

On August 11, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared Gerald C. Weaver

known to me to be the person whose name is subscribed to the within instrument as the Attorney in Fact of

Kathleen Kerr Gann one of the general partners of Gann - F.C.I., Ltd., a limited partnership

and acknowledged that he he subscribed the name of

Kathleen Kerr Gann one of the general partners of Gann - F.C.I., Ltd., a limited partnership

thereto as principal, and his

own name as Attorney in Fact.

WITNESS my hand and official seal.

Signature JAN BURRELL


Name (Typed or Printed)

(This area for official notarial seal)

STATE OF IDAHO       )  
                          )   ss.  
County of Ada        )


I, JOYCE L. DICK, a Notary Public, do hereby certify that on this 11th day of January, 1982, personally appeared before me R. WAYNE GANN and GERALD C. WEAVER, Attorney-in-Fact for KATHLEEN KERR GANN, and WALT RODNEY GANN, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document and that the statements therein contained are true and correct.

(SEAL)

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Life

PROVINCE OF BRITISH COLUMBIA )  
 ) ss.  
County of VANCOUVER )

I, DAVID NAIRNE, a Notary Public, do hereby certify that on this 19th day of January, 1982, personally appeared before me DAVID ALDERDICE, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as authorized signatory for FIRST CITY INVESTMENTS, INC., and that the statements therein contained are true and correct.

  
Notary Public for ~~Island~~ BRITISH COLUMBIA  
Residing at VANCOUVER  
My commission does not expire.

(SEAL)