

CERTIFICATE OF LIMITED PARTNERSHIP

-of-

CARSON VALLEY ASSOCIATES, dba

LAKE BUILDERS, dba

PRESTIGE AUTO BROKERS, dba

PINE NUT PRODUCTS

WE, the undersigned, being desirous of forming a limited partnership, pursuant to the Uniform Limited Partnership Act as set forth in the Corporations Code of the State of Nevada, do hereby certify:

1. The name of the firm under which the partnership is to be conducted is CARSON VALLEY ASSOCIATES, dba LAKE BUILDERS, dba PRESTIGE AUTO BROKERS, dba PINE NUT PRODUCTS.

2. The character of the business intended to be transacted by the partnership is as follows: The partnership shall be for the purpose of engaging in the business of general business construction, auto brokerage, and such other related businesses as may be agreed upon by the partners.

3. The location of the principal place of business is to be at 2723 Henning Lane, Minden, Nevada.

4. (a) The name and place of residence of each general partner interested in the partnership are as follows:

<u>Name</u>	<u>Place of Residence</u>
PAUL D. HENNING	2723 Henning Lane, Minden, Douglas County, Nevada
BERTHA E. HENNING	2723 Henning Lane, Minden, Douglas County, Nevada
LEONARD CORNETO	<u>615 CLEARVIEW SO LAKE TAHOE CALIF.</u>

(b) The name and place of residence of each limited partner interested in the partnership are as follows:

<u>Name</u>	<u>Place of Residence</u>
STEVEN C. MYERS and CHRISTINA M. MYERS	<u>1357 SHUTOGD MINDEN, Nev</u>
ROBERT D. HENNING	273 N. 2nd West, Toocle, Utah 84074
SUSAN WAGNER	<u>5033 UTOPIA CT DENVER, Colo.</u>
PAULA ANN HENNING	<u>2723 HENNING LN MINDEN, Nev</u>

5. The partnership shall exist for an indefinite term commencing

on the 1st day of January, 1980.

6. The amount of cash and a description of and the agreed value of the other property contributed by each limited partner are as follows:

<u>Name</u>	<u>Cash</u>	<u>Property Contributed</u>	<u>Value of Other Property</u>
STEVEN C. MYERS and CHRISTINA M. MYERS	\$ 5,000.00	_____	\$ _____
ROBERT D. HENNING	10,000.00	_____	\$ _____
SUSAN WAGNER	4,000.00	_____	\$ _____
PAULA ANN HENNING	10,000.00	_____	\$ _____

7. The limited partners may make such additional contributions to the capital of the partnership as may, from time to time, be agreed on by the general partners and the limited partners.

8. The time agreed on when the contributions of each limited partner is to be returned is as follows: Upon termination of the partnership.

9. The share of the profits or the other compensation by way of income which each limited partner will receive by reason of this contribution, is as follows: STEVEN C. MYERS and CHRISTINA M. MYERS shall receive _____ percent (___%) of the profits of the partnership per annum. ROBERT D. HENNING shall receive _____ percent (___%) of the profits of the partnership per annum. SUSAN WAGNER shall receive _____ percent (___%) of the profits of the partnership per annum. PAULA ANN HENNING shall receive _____ percent (___%) of the profits of the partnership per annum.

10. The right of a limited partner to substitute an assignee as contributor in his place, and the terms and conditions of the substitution, are as follows: Upon the written consent of the partners.


11. The right of the partners to admit additional limited partners is as follows: Upon such terms as may be agreed in writing between all the partners and such new partners.

12. The right of one or more of the limited partners to priority over other limited partners, as to contributions or as to compensation

Bertha E. Henning
BERTHA E. HENNING

STATE OF NEVADA)
: SS
COUNTY OF DOUGLAS)

On this 30 day of January, 1980, before me, the undersigned, a Notary Public in and for the County of Douglas, State of Nevada, duly commissioned and sworn, personally appeared BERTHA E. HENNING, known to me to be the person whose name is subscribed to the within instrument, and who acknowledged to me that she executed the same freely and voluntarily and for the uses and purposes therein mentioned.

 DOROTHY S. GLEDHILL
NOTARY PUBLIC
Carson City
State of Nevada
My Appointment Expires July 11, 1983


Dorothy S. Gledhill
Notary Public

Stephen C. Myers
STEPHEN C. MYERS
STEVEN

Christina M. Myers
CHRISTINA M. MYERS

STATE OF NEVADA)
: SS
COUNTY OF DOUGLAS)

On this 30 day of January, 1980, before me, the undersigned, a Notary Public in and for the County of CARSON CITY, State of NEVADA, duly commissioned and sworn, personally appeared ^{STEVEN} ~~STEPHEN~~ C. MYERS and CHRISTINA M. MYERS, known to me to be the persons whose names are subscribed to the within instrument, and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

 DOROTHY S. GLEDHILL
NOTARY PUBLIC
Carson City
State of Nevada
My Appointment Expires July 11, 1983

Dorothy S. Gledhill
Notary Public

Robert D. Henning
X ROBERT D. HENNING

STATE OF Utah)
 : SS
COUNTY OF Joelle)

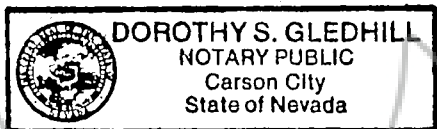
On this 20th day of February, 1980, before me, the undersigned, a Notary Public in and for the County of Joelle, State of Utah, duly commissioned and sworn, personally appeared ROBERT D. HENNING, known to me to be the person whose name is subscribed to the within instrument, and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

H. May Curry **SEAL** 4-12-81
Notary Public

Susan Wagner
SUSAN WAGNER

STATE OF NEVADA)
 : SS
COUNTY OF DOUGLAS)

On this 1 day of February, 1980, before me, the undersigned, a Notary Public in and for the County of Carson City State of Nevada, duly commissioned and sworn, personally appeared SUSAN WAGNER, known to me to be the person whose name is subscribed to the within instrument, and who acknowledged to me that she executed the same freely and voluntarily and for the uses and purposes therein mentioned.



My Appointment Expires July 11, 1983

Dorothy S. Gledhill
Notary Public

Paula Ann Henning
PAULA ANN HENNING

STATE OF NEVADA)
 : SS
COUNTY OF DOUGLAS)

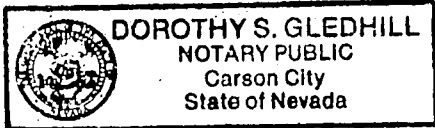
Sheerin, O'Reilly & Walsh On this 1 day of February, 1980, before me, the undersigned,
-5-

Attorneys At Law
Carson City and
Gardnerville, Nevada

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a Notary Public in and for the County of Carson City, State of Nevada, duly commissioned and sworn, personally appeared PAULA ANN HENNING, known to me to be the person whose name is subscribed to the within instrument, and who acknowledged to me that she executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Dorothy S. Gledhill
Notary Public



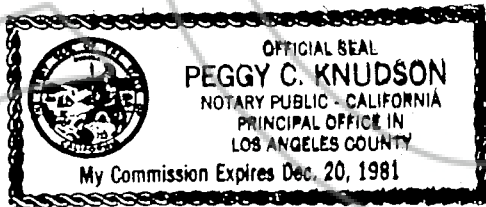
My Appointment Expires July 11, 1983

X Leonard Corneto
LEONARD CORNETO

STATE OF California)
COUNTY OF Los Angeles) : ss

On this 5th day of February, 1980, before me, the undersigned, a Notary Public in and for the County of Los Angeles, State of California, duly commissioned and sworn, personally appeared LEONARD CORNETO, known to me to be the person whose name is subscribed to the within instrument, and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Peggy C. Knudson
Notary Public



My Commission Expires Dec. 20, 1981

When Recorded Mail To:

PAUL D. HENNING
P. O. Box 1209
Minden, Nevada 89423

REQUESTED BY
Paul D. Henning
IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA
J. G. [unclear]
1981 JUN 22 PM 4:20

MARIE A. RADEL
RECORDER
Carol [unclear]
Dep. 57577
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