

RECORDED at the request of  
and to be returned to:

Philip R. Bates, Esq.  
Adams, Levin, Kehoe, Bosso, Sachs  
& Bates, A Professional Corporation  
323 Church Street  
Santa Cruz, CA 95060

M463145C

RECORDED AT THE REQUEST OF  
FOUNDERS TITLE CO.  
FEB 10 1984  
2:07pm  
RICHARD W. BEEBE, Recorder  
SANTA CRUZ COUNTY, Official Records

RE	MI	SM	OP
8	1		

**CERTIFICATE OF LIMITED PARTNERSHIP**

We, the undersigned, having formed a partnership pursuant to the Uniform Limited Partnership Act, as enacted in California, certify that:

1. The name of the partnership is WATSONVILLE 85, LTD., a Limited Partnership.
2. The purpose of the partnership is to acquire, improve, and maintain real property.
3. The principal place of business of the partnership is 710 River Street, Santa Cruz, California 95060.
4. The names and addresses of the General Partners are: Everett L. Meisser, Jr., 710 River Street, Santa Cruz, California 95060; Gary Reece, 700 River Street, Santa Cruz, California 95060; Richard A. DaPont, 700 River Street, Santa Cruz, California 95060; and Wayne Shaffer, 118-B Union Street, Santa Cruz, California 95060.
5. The names and addresses of the Limited Partners and their initial investments are:

Everett L. Meisser, Jr. 710 River Street Santa Cruz, CA 95060	\$ 75,000.00
Wayne Shaffer 118-B Union Street Santa Cruz, CA 95060	\$ 75,000.00
Brett MacKinnon and Tamara MacKinnon 113 Arroyo Del Mar Court Aptos, CA 95003	\$ 75,000.00
John Gimelli 140 Canepa Court Scotts Valley, CA 95066	\$ 75,000.00

Limited Partners may be assessed up to one-third (1/3) of their initial contributions.

6. The term for which the partnership is to exist is five (5) years.
7. No Limited Partner is required to make additional contributions to the capital of the partnership except as set forth above.
8. There is no time set for the return of the contributions to the Limited Partners.
9. The share of the distributions which each Limited Partner shall receive by reason of his contributions is his proportionate share of 75% thereof.
10. On the death of a Limited Partner, his personal representatives and ultimately his beneficiaries shall become substituted Limited Partners. A Limited Partner may gift his interest to his spouse, lineal ancestors, and lineal descendants.
11. This Certificate may be amended in accordance with "aragraph 15 525.5 of the California Corporations Code.
12. On the death of a General Partner, the Limited Partners shall elect a successor, and the partnership shall continue.
13. The Limited Partners may, by vote, remove a General Partner and replace a removed or deceased General Partner. Voting is in proportion to contributed capital.

DATED: October 12, 1983.

GENERAL PARTNERS:

Everett L. Meisser, Jr.  
Everett L. Meisser, Jr.

Gary Reece  
Gary Reece

Richard A. DaPont  
Richard A. DaPont

Wayne Shaffer  
Wayne Shaffer

DATED: October 12, 1983.

LIMITED PARTNERS:

Everett L. Meisser, Jr.  
Everett L. Meisser, Jr.

Wayne Shaffer  
Wayne Shaffer

Brett MacKinnon  
Brett MacKinnon

John Gimelli  
John Gimelli

By: Everett L. Meisser, Jr.  
Everett L. Meisser, Jr.,

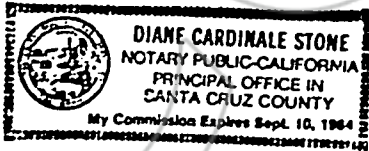
By: Everett L. Meisser, Jr.  
Everett L. Meisser, Jr.  
HIS ATTORNEY IN FACT

Tamara MacKinnon  
Tamara MacKinnon

STATE OF CALIFORNIA    )  
  ) ss.  
COUNTY OF SANTA CRUZ )

On this 15th day of December in the year one thousand nine hundred and three, before me, Diane Cardinale Stone, a Notary Public, State of California, duly commissioned and sworn, personally appeared EVERETT L. MEISSER, JR., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Diane Cardinale Stone  
Notary Public, State of California

(Seal)

STATE OF CALIFORNIA  
COUNTY OF SANTA CRUZ

On this 9TH day of FEBRUARY in the year 1984, before me

L.L. DE PEDRO, a Notary Public, State of California, duly commissioned and sworn, personally appeared BRETT MACKINNON AND TAMARA MACKINNON

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person S whose name S subscribed to the within instrument, and acknowledged to me that They executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the CITY OF CAPITOLA County of SANTA CRUZ on the date set forth above in this certificate.

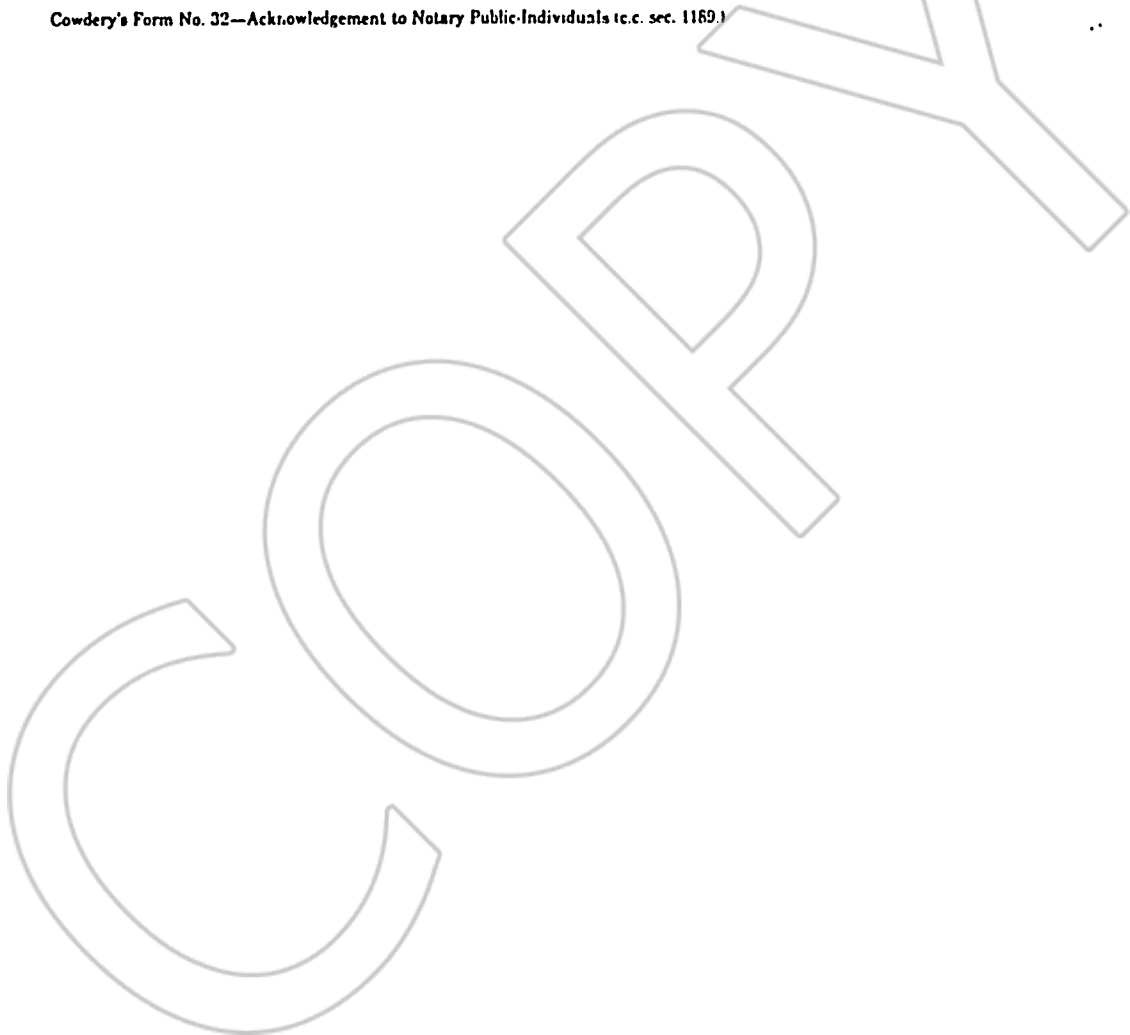
[Signature]  
Notary Public, State of California

My commission expires 3-20-87



This document is only a general form which may be present for use in simple transactions and in no way shall it be intended to act as a substitute for the advice of an attorney. The publisher does not make any warranty, either express or implied as to the legal validity of any provision or the suitability of these forms in any specific transaction.

Cowdery's Form No. 32—Acknowledgement to Notary Public-Individuals (c.c. sec. 1169.1)



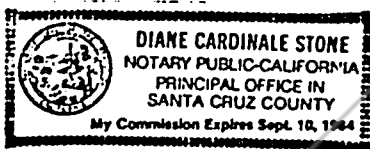
212319

BOOK 1089 PAGE 304

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SANTA CRUZ )

On this 15th day of December in the year one thousand nine hundred and three, before me, Diane Cardinale Stone, a Notary Public, State of California, duly commissioned and sworn, personally appeared GARY REECE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



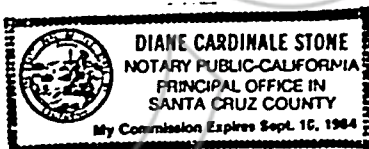
*Diane Cardinale Stone*  
Notary Public, State of California

(Seal)

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SANTA CRUZ )

On this 15th day of December in the year one thousand nine hundred and three, before me, Diane Cardinale Stone, a Notary Public, State of California, duly commissioned and sworn, personally appeared RICHARD A. DaPONT, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



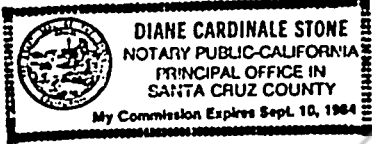
*Diane Cardinale Stone*  
Notary Public, State of California

(Seal)

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SANTA CRUZ )

On this 15th day of December in the year one thousand nine hundred and three, before me, Diane Cardinale Stone, a Notary Public, State of California, duly commissioned and sworn, personally appeared WAYNE SHAFPER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



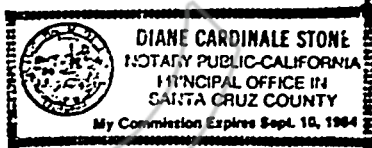
Diane Cardinale Stone  
Notary Public, State of California

(Seal)

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SANTA CRUZ )

On this 15th day of December in the year one thousand nine hundred and eighty-three, before me, Diane Cardinale Stone, a Notary Public, State of California, duly commissioned and sworn, personally appeared EVERETT L. MEISSER, JR. personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument as the Attorney in Fact of BRETT MacKINNON and JOHN GIMELLI, and acknowledged to me that he subscribed the names above listed thereto as principal and his own name as Attorney in Fact.

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



Diane Cardinale Stone  
Notary Public, State of California

(Seal)

COPY

SEAD

THIS IS TO CERTIFY THAT, IF BEARING THE SEAL OF COUNTY RECORDER OF SANTA CRUZ COUNTY, CALIFORNIA, THIS IS A CORRECT COPY OF DOCUMENT FILED/RECORDED IN THE RECORDS OF SANTA CRUZ COUNTY, CALIFORNIA.  
RICHARD W. BEDAL, RECORDER

BY Jimmie L. Anderson DEPUTY

DATE SEP 25 1989

REQUESTED BY  
WESTERN TITLE COMPANY, INC.

IN OFFICIAL RECORDS OF  
DOUGLAS CO., NEVADA

'89 OCT -3 P12:41

SUZANNE BEAUDREAU  
RECORDER

212319

\$ 11.00 PAID K1 ✓ DEPUTY  
BOOK 1089 PAGE 307