

CERTIFICATE OF LIMITED PARTNERSHIP

We, the undersigned, desiring to form a Partnership pursuant to the Uniformed Limited Partnership Act as enacted in California, certify that:

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1. The name of the Partnership is
Land Use Investments - Geothermal

2. The purpose of the Partnership is to engage in the general business of acquiring and holding for investment purposes 640 acres of land in Harney County, Oregon and 40 acres of land in Eureka County, Nevada.

3. The principal place of business of the Partnership is in care of Real Property Systems, Inc., 15720 Ventura Blvd., #304, Encino, California.

4. The name and place of residence of each general partner is:

Real Property Systems, Inc.
15720 Ventura Blvd. #304
Encino, California 91436

George S. Whiteman & Associates
4258 Kling Street
Burbank, California 91505

The name and place of residence of each limited partner is:

Veanne Otto
1133 22nd. Street #5
Santa Monica, California 90403

Jacques E. & Yvonne E. Natteau
2388 Castilian Drive
Los Angeles, California 90068

Roger W. Meyer
3958 Van Noord
Studio City, California 91604

Tayback, Inc.
Vic Tayback, President
300 Cumberland Road
Glendale, California 91202

Donald N. & Carol A. Barbour
3966 Alcove Ave.
Studio City, California 91604

RECORDED IN OFFICIAL RECORDS
OF LOS ANGELES COUNTY, CALIF.
27 Min. Post 1 P.M. NOV 20 1979
Registrar-Recorder

Edmond F. Charette, Jr.
8664 Falmouth Ave.
Playa Del Rey, California 90291

Peter P. & Dorine Pruce
19120 Nordhoff
Northridge, California 91324

Michael George
204 So. Rossmore
Los Angeles, California 90004

George A. Olsen, Jr.
5152 Gloria Ave.
Encino, California 91436

5. The term for which the partnership is to exist shall commence as of September 28, 1979 and shall continue until September 28, 1989, unless sooner terminated.

6. The amount of cash contributed by each general partner and each limited partner is as follows:

George S. Whiteman & Associates	\$ 5000.00
Real Property Systems, Inc.	\$ 5000.00
Veanne Otto	\$ 9,000.00
Jacques E. & Yvonne E. Natteau	\$ 9,000.00
Roger W. Meyer	\$ 9,000.00
Tayback, Inc. Vic Tayback, President	\$18,000.00
Donald N. & Carol A. Barbour	\$18,000.00
Edmond F. Charette, Jr.	\$ 4,500.00
Peter P. & Dorine Pruce	\$13,500.00
Michael George	\$ 4,500.00
George A. Olsen, Jr.	\$ 4,500.00

No property other than cash has been contributed by any limited partner.

7. No limited partner has agreed to make any additional contributions and no limited partner shall be personally liable for any contribution beyond the amount of his initial contribution. The general partners may from time to time, however, request that additional contributions be made by the limited partners and the interest of any limited partner may be reduced or sold by reason of his failure to contribute the amounts requested by the general partners.

8. No time has been agreed upon when the contribution of each limited partner is to be returned.

9. The share of the profits of the partnership which each general partner and each limited partner shall receive by reason of his contribution is as follows:

George S. Whiteman & Associates	5 %
Real Property Systems, Inc.	5 %
Veanne Otto	9 %
Jacques E. & Yvonne E. Natteau	9 %
Roger W. Meyer	9 %
Tayback, Inc. Vic Tayback, President	18 %
Donald N. & Carol A. Barbour	18 %
Edmond F. Charette, Jr.	4.5 %
Peter P. & Dorine Pruce	13.5 %
Michael George	4.5 %
George A. Olsen, Jr.	4.5 %

10. A limited partner has the right to substitute and assign any of his partnership interest as a contributor on the following terms and conditions:

(A) Any limited partner desiring to transfer his interest in the limited partnership shall give notice thereof to the partnership specifying the price and terms upon which he proposes to offer his interest and the name of the proposed offeree. The consideration for such transfer shall not include any property other than cash. For a period of thirty days after the notice from the partner wishing to transfer his interest, such partner may not sell his interest except to the limited partners or the partnership. During the first twenty-one days of such thirty-day period, the remaining limited partners shall have the right to purchase such interest upon the price, terms and conditions set forth in the notice, and, should such right not be exercised by the limited partners, then the partnership shall succeed to such right for the remaining nine days of such thirty-day period.

79-1309725

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If neither the limited partners nor the partnership exercise their right to purchase the entire interest of the limited partner wishing to transfer his interest, said limited partner may, within ninety days after the expiration of the thirty-day period hereinabove described, sell his interest in the partnership to the person named in the notice, but in no event for a price less than or upon terms more favorable than those stated in such notice. In the event that the partnership interest is not sold during such ninety-day period, it must again be offered to the limited partners and to the partnership in accordance with the provisions hereof before it may be sold to any third person. The assignee or transferee of an interest in the partnership pursuant to this sub-paragraph shall be entitled to become a substituted limited partner on condition that he accepts and agrees in writing to all of the terms and provisions of the Limited Partnership Agreement and pays all reasonable expenses connected with the transfer including, without limitation, preparing, filing and publishing any amendment to the Certificate of Limited Partnership to effectuate such substitution, including reasonable attorneys fees.

(B) In those circumstances not governed by the provisions of sub-paragraph (A) of this paragraph 10, a personal representative of transferee of a limited partner shall have the right to become a substitute limited partner upon the condition that a personal representative or transferee in writing accepts and agrees to all the terms and provisions of the Limited Partnership Agreement and pays all reasonable expenses connected with the transfer including, without limitation, preparing, filing and publishing any amendment to the Certificate of Limited Partnership to effectuate such substitution, including reasonable attorneys fees.

11. This Certificate may be amended in accordance with Section 15525.5 of the California Corporations Code.

Executed on September 28, 1979, at Los Angeles, California.

REAL PROPERTY SYSTEMS, INC.

By Donald N. Barbour
Donald N. Barbour President

GENERAL PARTNERS **79-1309725**

GEORGE S. WHITEMAN & ASSOCIATES.

By George S. Whiteman
George S. Whiteman, President

LIMITED PARTNER

Tayback, Inc.

79-1309725

By Vic Tayback
Vic Tayback, President

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

79-1309725

On this 31st day of October, 1979, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared Vic Tayback

known to me to be the _____ President, ///
known to me to be the _____ Secretary of the corporation that executed the within instrument,
and known to me to be the persons who executed the within instrument on behalf of the corporation therein
named, and acknowledged to me that such corporation executed the same, pursuant to its laws, or a resolu-
tion of its Board of Directors.

WITNESS my hand and official seal.
Signature: Michael Provenzano
MICHAEL J. PROVENZANO
Name (Typed or Printed)



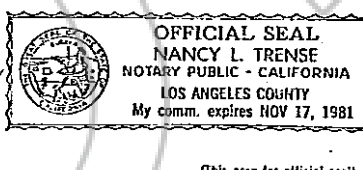
STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

79-1309725

On this 15th day of November, 1979, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared
George S. Whiteman

known to me to be the _____ President, XX
~~XXXXXXXXXXXX~~ _____ ~~XXXXXX~~ of the corporation that executed the within instrument,
and known to me to be the persons who executed the within instrument on behalf of the corporation therein
named, and acknowledged to me that such corporation executed the same, pursuant to its laws, or a resolu-
tion of its Board of Directors.

WITNESS my hand and official seal.
Signature: Nancy L. Trense
NANCY L. TRENSE
Name (Typed or Printed)



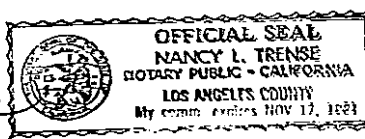
STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

79-1309725

On this 15th day of November, 1979, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared
Donald N. Barbour

known to me to be the _____ President, XX
~~XXXXXXXXXXXX~~ _____ ~~XXXXXX~~ of the corporation that executed the within instrument,
and known to me to be the persons who executed the within instrument on behalf of the corporation therein
named, and acknowledged to me that such corporation executed the same, pursuant to its laws, or a resolu-
tion of its Board of Directors.

WITNESS my hand and official seal.
Signature: Nancy L. Trense
NANCY L. TRENSE
Name (Typed or Printed)



OTHER LIMITED PARTNERS

By Veanne Otto By Donald N. Barbour - Her Attorney In Fact
Veanne Otto By Donald N. Barbour,
Her Attorney In Fact

By Jacques E. Natteau By Donald N. Barbour
Yvonne E. Natteau Their Attorney In Fact
Jacques E. and Yvonne E. Natteau
By Donald N. Barbour, Their
Attorney In Fact

By Roger W. Meyer By Donald N. Barbour - His Attorney In Fact
Roger W. Meyer By Donald N.
Barbour, His Attorney In Fact

By Edmond F. Charette, Jr. By Donald N. Barbour - His Attorney In Fact
Edmond F. Charette, Jr. By Donald
N. Barbour, His Attorney In Fact

By Peter P. Pruce By Donald N. Barbour -
Dorina Pruce Their Attorney In Fact
Peter P. and Dorina Pruce By
Donald N. Barbour, Their Attorney
In Fact

By Michael George By Donald N. Barbour - His Attorney In Fact
Michael George By Donald N.
Barbour, His Attorney In Fact

By George A. Olsen By Donald N. Barbour - His Attorney In Fact
George A. Olsen By Donald N.
Barbour, His Attorney In Fact

By Donald N. Barbour -
Carol A. Barbour
Donald N. Barbour and Carol A.
Barbour

79-1309725

On this 15th day of November, 19 79, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared

Donald N. Barbour

Known to me to be the person whose name is subscribed to the within instrument,
as the Attorney in fact of Veanne Otto
and acknowledged to me that he subscribed the name of her
thereto as principal and his own name as Attorney in fact.
WITNESS my hand and official seal.

Signature

NANCY L. TRENSE
Name (Typed or Printed)



OFFICIAL SEAL
NANCY L. TRENSE
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires NOV 17, 1981
(This area for official seal)

On this 15th day of November, 19 79, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared

Donald N. Barbour

Known to me to be the person whose name is subscribed to the within instrument,
as the Attorney in fact of Jacques E. Natteau and Yvonne E. Natteau
and acknowledged to me that he subscribed the name s of them
thereto as principal and his own name as Attorney in fact.
WITNESS my hand and official seal.

Signature

NANCY L. TRENSE
Name (Typed or Printed)



OFFICIAL SEAL
NANCY L. TRENSE
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires NOV 17, 1981
(This area for official seal)

On this 15th day of November, 19 79, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared

Donald N. Barbour

Known to me to be the person whose name is subscribed to the within instrument,
as the Attorney in fact of Roger W. Meyer
and acknowledged to me that he subscribed the name of his
thereto as principal and own name as Attorney in fact.
WITNESS my hand and official seal.

Signature

NANCY L. TRENSE
Name (Typed or Printed)



OFFICIAL SEAL
NANCY L. TRENSE
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires NOV 17, 1981
(This area for official seal)

On this 15th day of November, 19 79, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared

Donald N. Barbour

Known to me to be the person whose name is subscribed to the within instrument,
as the Attorney in fact of Edmond F. Charette, Jr.
and acknowledged to me that he subscribed the name of his
thereto as principal and his own name as Attorney in fact.
WITNESS my hand and official seal.

Signature

NANCY L. TRENSE
Name (Typed or Printed)



OFFICIAL SEAL
NANCY L. TRENSE
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires NOV 17, 1981
(This area for official seal)

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

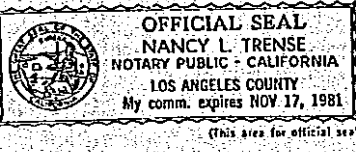
On this 15th day of November, 19 79, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared

Donald N. Barbour

Known to me to be the person whose name is subscribed to the within instrument,
as the Attorney in fact of Peter P. & Dorine Puce
and acknowledged to me that he subscribed the name s of them
thereto as principal and his own name as Attorney in fact.

WITNESS my hand and official seal.

Signature: Nancy L. Trensse
NANCY L. TRENSE
Name (Typed or Printed)



STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

79-1309725

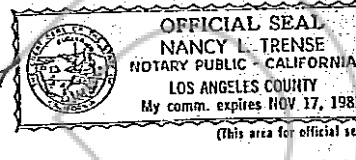
On this 15th day of November, 19 79, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared

Donald N. Barbour

Known to me to be the person whose name is subscribed to the within instrument,
as the Attorney in fact of Michael George
and acknowledged to me that he subscribed the name s of his
thereto as principal and his own name as Attorney in fact.

WITNESS my hand and official seal.

Signature: Nancy L. Trensse
NANCY L. TRENSE
Name (Typed or Printed)



STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

79-1309725

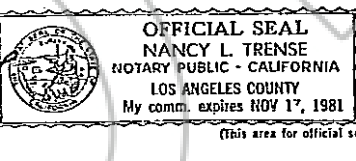
On this 15th day of November, 19 79, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared

Donald N. Barbour

Known to me to be the person whose name is subscribed to the within instrument,
as the Attorney in fact of George A. Olsen, Jr.
and acknowledged to me that he subscribed the name s of his
thereto as principal and his own name as Attorney in fact.

WITNESS my hand and official seal.

Signature: Nancy L. Trensse
NANCY L. TRENSE
Name (Typed or Printed)



TO 447 C
(Individual)

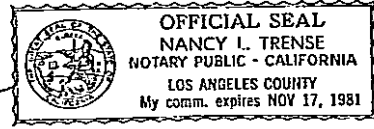
STATE OF CALIFORNIA }
COUNTY OF Los Angeles } SS.

79-1309725

On November 15, 1979 before me, the undersigned, a Notary Public in and for said
State, personally appeared Donald N. Barbour
and Carol A. Barbour

_____, known to me
to be the personS whose nameS are subscribed
to the within instrument and acknowledged that they
executed the same.

WITNESS my hand and official seal.
Signature: Nancy L. Trensse
NANCY L. TRENSE
Name (Typed or Printed)



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(This area for official notarial seal)

RECORDED AT THE REQUEST OF Pioneer Land Title of Nevada
on January 23 19 80 at 45 miles past 10 A.M. in
Book 78 of OFFICIAL RECORDS, page 350-357 RECORDS OF
EUREKA COUNTY, NEVADA. WILLIS A. DePAOLI Recorder
File No. 72291 Fee \$ 10.00

72291

STAPLE HERE

ACKNOWLEDGEMENT - ATTORNEY IN FACT

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ACKNOWLEDGEMENT - ATTORNEY IN FACT

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