FILED NO. 402
BOOK 30 PAGE 388
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RECORDER
MADISON COUNTY, IOWA

6 pgs
Fee 12.50

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a Limited Partnership under the laws of the State of Iowa, do hereby make and sign the following Certificate for that purpose.

1. The name of the Partnership is "CBC ASSOCIATES."

2. The character of the business is the acquisition, leasing and management of real estate and agricultural operations.

3. The location of the principal place of business is 4325 California Drive, Des Moines, Iowa.

4. (A) The name and place of residence of the General Partner is as follows:

Name	Place of Residence
DEAN R. GREWELL, JR.	4325 California Drive Des Moines, Iowa

(B) The name and place of residence of each Limited Partner is set forth on Exhibit A attached.

5. The term for which the Partnership is to exist is the period from and including November 23, 1973, through December 31, 2023, after which the Partnership shall be dissolved.

6. No Limited Partner contributed property other than cash. The amount of cash which has been contributed by each Limited Partner is the amount set forth as "Initial" cash contribution opposite his respective name on Exhibit A attached.

7. The Limited Partners have agreed to make additional cash contributions in the respective amounts set forth on Exhibit A as "Agreed" cash contribution on or before February 22, 1974; in addition, the Limited Partners have also

agreed to make further additional cash contributions in amounts not to exceed 40% of the total of their respective "Initial and Agreed" cash contribution, as shown on Exhibit A, as and when required by the General Partner.

8. After the commencement of the leasing of the equipment to be acquired by the Partnership there will be distributions to each Limited Partner annually during the remaining term of the Partnership from the net cash receipts of the Partnership, which distributions may include, in whole or in part, contributions made by him. No other time has been agreed upon when the contribution of each Limited Partner is to be returned, except upon termination of the Partnership.

9. Each Limited Partner shall share in the profits or the other compensation by way of income which such Limited Partner shall receive by reason of his contributions, in the amount set forth in terms of a percentage opposite his respective name on Exhibit A attached.

10. A Limited Partner shall have the right to substitute his assignee as contributor in his place only on the written approval of the General Partner.

11. No additional Limited Partners may be admitted to the Partnership without the consent of all the Partners.

12. No right is given to one or more of the Limited Partners to priority over other Limited Partners, as to contributions or as to compensation by way of income.

13. The Partnership shall be terminated and dissolved on the death of the General Partner.

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

Each of the undersigned parties being duly sworn deposes and states that the statements contained in the foregoing Certificate are true and correct as each verily believe.

IN WITNESS WHEREOF we have hereunto set our hands as of the 23rd day of November , 1973.

Dean R. Grewell Jr.
DEAN R. GREWELL, JR.

General Partner

Harvey M Weidenfeld
HARVEY M. WEIDENFELD

WILLIAM A. COBBS, JR.

J. Wayne Miller
J. WAYNE MILLER

James A. Autry
JAMES A. AUTRY

Dorothy G Kalins
DOROTHY G. KALINS

Limited Partners

STATE OF IOWA)
: ss
COUNTY OF POLK)

On this 23rd day of November, 1973, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared DEAN R. GREWELL, JR., to me known to be the identical person named in and who executed the within and foregoing instrument and acknowledged that he executed the same as his voluntary act and deed.



Debra A Fowler
, Notary Public in and for said State.

DEBRA A. FOWLER
NOTARY PUBLIC, State of Iowa
My Commission Expires Sept. 30, 1977

STATE OF IOWA)
: ss
COUNTY OF POLK)

On this 23rd day of November, 1973, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared JAMES A. AUTRY, to me known to be the identical person named in and who executed the within and foregoing instrument and acknowledged that he executed the same as his voluntary act and deed.



Debra A Fowler
, Notary Public in and for said State.

DEBRA A. FOWLER
NOTARY PUBLIC, State of Iowa
My Commission Expires Sept. 30, 1977

STATE OF IOWA)
: ss
COUNTY OF POLK)

On this 23rd day of November, 1973, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared DOROTHY G. KALINS, to me known to be the identical person named in and who executed the within and foregoing instrument and acknowledged that he executed the same as his voluntary act and deed.



Debra A Fowler
, Notary Public in and for said State.

DEBRA A. FOWLER
NOTARY PUBLIC, State of Iowa
My Commission Expires Sept. 30, 1977

STATE OF FLORIDA)
: ss
COUNTY OF DADE)

On this 28th day of December, A.D. 1973, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared HARVEY M. WEIDENFELD, to me known to be the identical person named in and who executed the within and foregoing instrument and acknowledged that he executed the same as his voluntary act and deed.

NOTARY PUBLIC, STATE of FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 18, 1974
BONDED THROUGH FRED W. DIESTELHORST

Barbara Jean Kilbride, Notary Public in and for said State.

STATE OF FLORIDA)
: ss
COUNTY OF DADE)

On this 28th day of December, A.D. 1973, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared WILLIAM A. COBBS, JR., to me known to be the identical person named in and who executed the within and foregoing instrument and acknowledged that he executed the same as his voluntary act and deed.

NOTARY PUBLIC, STATE of FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 18, 1974
BONDED THROUGH FRED W. DIESTELHORST

Barbara Jean Kilbride, Notary Public in and for said State.

STATE OF FLORIDA)
: ss
COUNTY OF DADE)

On this 28th day of December, A.D. 1973, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared T. WAYNE MILLER, to me known to be the identical person named in and who executed the within and foregoing instrument and acknowledged that he executed the same as his voluntary act and deed.

NOTARY PUBLIC, STATE of FLORIDA at LARGE
MY COMMISSION EXPIRES OCT. 18, 1974
BONDED THROUGH FRED W. DIESTELHORST

Barbara Jean Kilbride, Notary Public in and for said State.

EXHIBIT A

Name and Residence	Cash Contribution Initial	Cash Contribution Agreed	Percentage Share of Profits
Harvey M. Weidenfeld 614 Dupont Plaza Center Miami, Florida	$2000	$10,000	16 2/3%
William A. Cobbs, Jr. 614 Dupont Plaza Center Miami, Florida	2000	10,000	16 2/3%
A. Wayne Miller 614 Dupont Plaza Center Miami, Florida	2000	10,000	16 2/3%
James A. Autry VanMeter, Iowa	420	2,080	3 1/2%
Dorothy G. Kalins VanMeter, Iowa	420	2,080	3 1/2%