



LP-1225

MLP- RA, CDG, COM, CAM
RO

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
FOR
HEARTLAND WEST VALLEY COMMERCIAL LIMITED PARTNERS

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP FOR HEARTLAND WEST VALLEY COMMERCIAL LIMITED PARTNERS, a Minnesota limited partnership (the "Partnership") is made effective as of the date filed with the Minnesota Secretary of State.

RECITALS

A. West Valley Management Corporation, a Utah corporation, Ruth M. Johnson, John A. Erickson, H. William Walter, and William F. Munson (collectively, the "Partners") entered into that certain Amended and Restated Limited Partnership Agreement and Amended and Restated Certificate of Limited Partnership for the Partnership dated September 30, 1988 and filed of record with the Minnesota Secretary of State.

B. The Partners entered into that certain First Amendment to Amended and Restated Limited Partnership Agreement and Amended and Restated Certificate of Limited Partnership Agreement for the Partnership dated November 1, 1994 and filed of record with the Minnesota Secretary of State.

C. The current partners of the Partnership have consented to the amendment of the Certificate of Limited Partnership for the Partnership as follows:

NOW, THEREFORE, WEST VALLEY MANAGEMENT CORPORATION, a Utah corporation, as sole general partner of the Partnership, hereby states and certifies the following for the purpose of complying with the provisions of 321.0201 of the Minnesota Statutes:

1. Name. The name of the Partnership, which is a limited partnership, is HEARTLAND WEST VALLEY COMMERCIAL LIMITED PARTNERS, A MINNESOTA LIMITED PARTNERSHIP.

2. Registered Agent. ^{street mailing} The name and address of the agent for service of process for the Partnership is as follows:

Corporation Service Company
380 Jackson Street, Suite 700
St. Paul, MN 55101
Registered Agent's signature:

Ann R. Shilling
Ann R. Shilling, Assistant VP

3. Address. The street and mailing address of the initial designated office of the Partnership is as follows:

358 South Rio Grande, Suite 250
Salt Lake City, UT 84101

10868150
12/29/2009 10:45 AM \$25.00
Book - 9792 Pg - 3301-3308
GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
COALITION TITLE
2200 PARK AVE BLDG C100
PARK CITY UT 84060
BY: BRR, DEPUTY - WI 8 P.

4. General Partner. ^{street & mailing} The name and business address of the sole general partner of the Partnership is as follows:

WEST VALLEY MANAGEMENT CORPORATION, a Utah corporation
358 South Rio Grande Suite 250
Salt Lake City, UT 84101
Attn: Michael L. Nielsen, President

IN WITNESS WHEREOF, I, the undersigned, certify that the foregoing is true and accurate and that I have the authority to sign this document, and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this reservation under oath.

GENERAL PARTNER:

WEST VALLEY MANAGEMENT
CORPORATION, a Utah corporation

By: Michael L. Nielsen
MICHAEL L. NIELSEN, PRESIDENT

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 15 2008

Mark Ritchie
Secretary of State

JS

LP-1225

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CN CLS



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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**HEARTLAND WEST VALLEY COMMERCIAL LIMITED PARTNERS
(nka HEARTLAND WEST VALLEY COMMERCIAL LIMITED PARTNERS, LLLP)**

The undersigned, being all of the general partners of Heartland West Valley Commercial Limited Partners, in order to amend and restate the Amended and Restated Certificate of Limited Partnership for Heartland West Valley Commercial Limited Partners filed with the Minnesota Secretary of State on April 15, 2008, hereby execute this Amended and Restated Certificate of Limited Partnership:

1. The name of the limited partnership is Heartland West Valley Commercial Limited Partners, LLLP.
2. The street and mailing address of the office of the limited partnership is as follows:
6031 Bowen Daniel Drive
Suite #105
Tampa, FL 33616
3. The name and the street and mailing address of the agent for service of process are as follows:
Corporation Service Company
380 Jackson Street, Suite 700
St. Paul, MN 55101
4. The name and the street and mailing address of the General Partner are as follows:
Keyhole Land Management Company, LLC
6031 Bowen Daniel Drive
Suite #105
Tampa, FL 33616
5. Keyhole Land Management Company, LLC has been admitted as a General Partner, and West Valley Management Corporation has dissociated as a General Partner.
6. The limited partnership is a limited liability limited partnership.
7. The limited partnership shall have perpetual existence.

[Signatures follow on next page]

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Certificate of Limited Partnership as of November 19, 2008.

West Valley Management Corporation

By: Michael J. Nielsen

Its: President

(Dissociated General Partner)

Keyhole Land Management Company, LLC,
General Partner

By: _____

Its: _____

IN WITNESS WHEREOF, the undersigned have executed this Amended and Restated Certificate of Limited Partnership as of November 19, 2008.

West Valley Management Corporation

By: _____
Its: _____
(dissociated General Partner)

Keyhole Land Management Company, LLC,
General Partner

By: [Signature]
Its: MANAGING MEMBER

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 08 2009

[Signature]
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 2.21.09

Mark Ritchie

Secretary of State



By Neil J. [Signature]

EXHIBIT A

Order Number: 19853

LEGAL DESCRIPTION

(PARCEL 1)

A PART OF THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 1 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY:

BEGINNING AT A POINT ON THE EAST LINE OF MARKET STREET BEING 592.00 FEET SOUTH 89°53'20" WEST ALONG THE SECTION LINE AND 273.95 FEET SOUTH 0°00'20" WEST FROM THE NORTHEAST CORNER OF SAID NORTHWEST QUARTER OF SECTION 33; RUNNING THENCE NORTH 89°53'20" EAST 541.97 FEET; THENCE SOUTH 0°00'44" EAST 46.05 FEET; THENCE NORTH 89°53'20" EAST 17.00 FEET TO THE WEST LINE OF 2700 WEST STREET, SAID WEST LINE BEING 33.00 FEET WESTERLY OF AND PARALLEL TO THE EAST LINE OF SAID NORTHWEST QUARTER OF SECTION 33; THENCE SOUTH 0°00'44" WEST 181.25 FEET ALONG SAID WEST LINE; THENCE SOUTH 89°53'20" WEST 260.00 FEET; THENCE NORTH 0°00'44" EAST 25.30 FEET; THENCE SOUTH 89°53'20" WEST 276.24 FEET TO THE EAST LINE OF MARKET STREET AT A POINT IN A CURVE IN WHICH THE RADIUS POINT BEARS NORTH 72°03'36" EAST; THENCE ALONG THE EASTERLY LINE OF MARKET STREET AS FOLLOWS: NORTHWESTERLY ALONG THE ARC OF A 466.66 FOOT RADIUS CURVE TO THE RIGHT 146.16 FEET (LONG CHORD BEARS NORTH 8°58'02" WEST 145.57 FEET, CENTRAL ANGLE EQUALS 17°56'44") AND NORTH 0°00'20" EAST 58.17 FEET TO THE POINT OF BEGINNING.

(Tax Serial No. 15-33-129-027-0000)

(PARCEL 2)

A PART OF THE NORTHWEST QUARTER OF SECTION 33, TOWNSHIP 1 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY:

BEGINNING AT A POINT ON THE WEST LINE OF 2700 WEST STREET BEING 501.25 FEET SOUTH 0°00'44" WEST ALONG THE EAST LINE OF SAID NORTHWEST QUARTER AND 33.00 FEET SOUTH 89°53'20" WEST FROM THE NORTHEAST CORNER OF SAID NORTHWEST QUARTER OF SECTION 33; RUNNING THENCE SOUTH 0°00'44" WEST 51.845 FEET; THENCE SOUTH 89°56'30" WEST 167.00 FEET; THENCE SOUTH 0°00'44" WEST 52.58 FEET; THENCE SOUTH 89°56'30" WEST 201.91 FEET; THENCE SOUTH 0°00'44" WEST 113.92 FEET; THENCE SOUTH 89°56'30" WEST 130.00 FEET TO THE EAST LINE OF MARKET STREET; THENCE ALONG THE EASTERLY LINE OF MARKET STREET AS FOLLOWS: NORTH 0°00'20" EAST 46.88 FEET; NORTHWESTERLY ALONG THE ARC OF A 526.66 FOOT RADIUS CURVE TO THE

LEFT 183.99 FEET (LONG CHORD BEARS NORTH 10°00'10" WEST 183.06 FEET, CENTRAL ANGLE EQUALS 20°01'00") AND NORTHWESTERLY ALONG THE ARC OF 466.66 FOOT RADIUS CURVE TO THE RIGHT 16.87 FEET (LONG CHORD BEARS NORTH 18°58'32" WEST 16.87 FEET, CENTRAL ANGLE EQUALS 2°04'16"); THENCE LEAVING SAID EASTERLY LINE NORTH 89°53'20" EAST 276.24 FEET; THENCE SOUTH 0°00'44" WEST 25.30 FEET; THENCE NORTH 89°53'20" EAST 260.00 FEET TO THE POINT OF BEGINNING.

(Tax Serial No. 15-33-129-028-0000)

Addresses:

(Parcel 1) 3550 South Constitution Boulevard, West Valley City, UT 84119

(Parcel 2) 3560 South Constitution Boulevard, West Valley City, UT 84119