

CERTIFICATE OF LIMITED PARTNERSHIP OF  
DUCK SOUP  
SECRETARY OF STATE

WE, THE UNDERSIGNED, desiring to form a Limited Partnership pursuant to the Uniform Limited Partnership Act as set forth in Idaho Code §53-201, et seq., of this State of Idaho do hereby certify:

1. That the name of the firm under which the Partnership is to be conducted is "DUCK SOUP".
2. The character of the business intended to be transacted by the Partnership shall be the retail sale of children's clothing.
3. The location of the principal place of business shall be at the Boulder Building, 120 Leadville Avenue, Post Office Box 3190, Ketchum, Idaho 83340.
4. The name and place of residence of the General Partner is as follows:

BETTINA FABIANO  
Ketchum, Idaho

The name and place of residence of the Limited Partner is:

MRS. CHARLES D PEET, JR.  
London, England

5. The partnership shall exist for an indefinite period of time commencing , 1982.

6. The amount of cash contributed by the Limited Partner is EIGHT THOUSAND DOLLARS (\$8,000.00).

7. There is no agreement for any additional contribution to be made by the Limited Partner.

8. Until such time as the Partnership is dissolved, there is no time upon which the contribution of the Limited Partner is to be returned.

9. The Limited Partner shall be entitled to receive 33 1/3 percent of the net profits of the Partnership.

10. The Limited Partner shall not be entitled to substitute an assignee as Limited Partner in her place.

11. The right of the General Partner to admit additional Partners shall only be with the consent of the Limited Partner and shall be upon such terms and conditions as mutually agreed between the General Partner and the Limited Partner.

12. Unless additional General Partners are admitted to the Partnership, the Partnership shall dissolve upon the death, retirement or insanity of the General Partner.

13. The Limited Partner shall have no right to receive property other than cash in return for her contribution.

IN WITNESS WHEREOF, the undersigned have executed  
this Certificate this 26<sup>th</sup> day of February, 1982.

Bettina Fabiano

BETTINA FABIANO

General Partner

Larrie L. Peet (Mrs. Charles D Peet, Jr.)

MRS. CHARLES D PEET, JR.

Limited Partner

STATE OF IDAHO )

)

:

ss.

County of Blaine )

On this 26 day of February, 1982,  
before me, the undersigned, a Notary Public in and for said  
State, personally appeared BETTINA FABIANO, known to be the  
person whose name is subscribed to the within and foregoing  
instrument, and acknowledged to me that she executed the  
same for the uses and purposes mentioned therein.

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

Barbara Montgomery  
NOTARY PUBLIC in and for the  
State of Idaho  
residing at Heiley.

Subscribed and sworn to this  
26th day of February 1982

Barbara Montgomery

## Certificate of Acknowledgment of Execution of an Instrument

GREAT BRITAIN AND NORTHERN IRELAND,  
LONDON, ENGLAND,  
EMBASSY OF THE UNITED STATES OF AMERICA.

SS:

I, Robyn E. Hinson Vice Consul  
of the United States of America at London, England  
duly commissioned and qualified, do hereby certify that on this Ninth  
day of February 1982, before me personally appeared Ninth

LARRIE L. PEET (MRS. CHARLES D. PEET JR.)

to me personally known, and known to me to be the individual--described in, whose  
name LS subscribed to, and who executed the annexed instrument, and being  
informed by me of the contents of said instrument. SHC duly acknowledged to me  
that SHA executed the same freely and voluntarily for the uses and purposes therein

In witness whereof I have hereunto set my hand and  
official seal the day and year last above written.

Robyn E. Hinson  
Vice Consul of the United States of America.

NOTE. --Wherever practicable all signatures to a document should be included in one certificate.