

APR 14 10 21 AM '89

SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, being desirous of forming a limited partnership in pursuance of the statutes of the state of Idaho authorizing their formation under I.C. 53-201-267 do hereby make and severally sign the following certificate, in duplicate original for that purpose:

1. The name under which the partnership is to be conducted is Entree Express Limited Partnership.

2. The character of the business is delivery of restaurant food, and other business which relates or is incidental thereto, including delivery of beverages.

3. The principal place of business of the partnership is to be located at Boise, Idaho.

4. The names of the general partners and a registered agent are:

Andy Poulson, registered agent and general partner, whose business address is 1817 N. 28th, Boise, Idaho.

Kurt Meis, remaining general partner, whose business address is 1817 N. 28th, Boise, Idaho.

5. The term for which the partnership is to exist is indefinitely, commencing April 13, 1989.

6. The amount of cash and a description and the agreed value of other property contributed by each limited partner are:

Name of
Limited Partner

Cash
Contribution

<u>Andy Poulson</u>	Andy Poulson 1817 N. 28, Boise, ID 83703	<u>5000.00</u>
<u>Louise C. Hancy</u>	Louise C. Hancy 3121 Crescent Rim Dr. Boise, ID 83706	<u>5000.00</u>
<u>Joe Murray</u>	Joe Murray 1059 El Par, Boise, ID 83702	<u>5000.00</u>
<u>Kurt Meis</u>	Kurt Meis 1817 N. 28, Boise, ID 83703	<u>5000.00</u>

7. Additional contributions, if any, agreed to be made by each limited partner and the times at which or events on the happening of which they will be made will be based upon written agreement of all the limited partners.

8. The time when the contribution of each limited partner is to be returned is as follows:

Payment in the first quarter upon which profit is made.

9. The shares of the profits: see Article XII.

10. Each limited partner may substitute an assignee as a contributor and substitute limited partner in his place.

11. The partners may admit additional limited partners.

12. Division of profits: the limited partners will receive 100% of all distributable profits until they have received 200% of their original investment. After that date, limited partners percentage of distributable cash will be reduced to 80% for a

period of one year. The percentage of distributable profits will then decrease to 40% for the life of the partnership.

13. 12 months after 200 percent has been paid of the initial capital contribution of the limited partners, the general partners, in addition to their salaries, shall receive 20 percent of the net profits. Twelve months after the limited partners' capital contribution has been repaid 200 percent, the general partners shall then receive 60 percent of the net profits of the partnership.

14. The general partners together are to furnish 40 hours of labor and services each week in promoting and managing Entree Express Limited Partnership. The general partners together contribution shall be valued at \$24,000.00 for one year in labor and service, plus any net profits from the partnership profits.

15. If any general partner dies or withdraws the partnership shall continue, subject to the right of the estate of a dead partner or the withdrawing partner to receive his share, as set forth in the partnership agreement.

IN WITNESS WHEREOF we have hereunto set our hands and seal this 13 day of April, 1989.

Andy Paulson
GENERAL PARTNER

Kurt Neri
GENERAL PARTNER

Samuel Henry / Joseph Murray
LIMITED PARTNER

Andy Paulson
LIMITED PARTNER

Samuel Murray
LIMITED PARTNER

Kurt Neri
LIMITED PARTNER

LIMITED PARTNER

LIMITED PARTNER

LIMITED PARTNER

Witnesses:

STATE OF IDAHO)
)
County of Canyon) ss.

On this ____ day of February, 1989, before me, a notary public of the State of Idaho, in and for the County of Canyon, personally appeared ANDY POULSON and KURT MEIS, known to me, and being duly sworn according to law, each for himself, acknowledged to me that they executed the foregoing certificate as general partners, and depose and say that they are the general partners named in the foregoing certificate and that the facts therein stated are true and correct.

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

NOTARY PUBLIC FOR IDAHO
Residing in Nampa
My Commission Expires _____

*SEAL