

CERTIFICATE OF LIMITED PARTNERSHIP  
OF

FRITZ EVERGREEN LIMITED PARTNERSHIP

I.

The name of the limited partnership shall be FRITZ EVERGREEN LIMITED PARTNERSHIP.

II.

The purpose for which the partnership is formed is to engage in the operation of a True Value Hardware store enterprise and to engage in any other lawful act or activity for which a limited partnership may be organized under the Idaho Limited Partnership Act.

III.

The location and post office address of the registered agent for service of process required to be maintained by Idaho Code §53-204 is MICHAEL J. FRITZ whose address is E. 421 Idaho Street, Rathdrum, Idaho 83858.

IV.

The names and post office addresses of each General Partner are:

<u>N A M E</u>	<u>A D D R E S S</u>
MICHAEL J. FRITZ	E. 421 Idaho Street Rathdrum, ID 83858
KATHY L. FRITZ	E. 421 Idaho Street Rathdrum, ID 83858

The name and post office address of the Limited Partner is:

<u>N A M E</u>	<u>A D D R E S S</u>
EVERGREEN DISPOSAL, INC.	1970 Whalebone Drive Kalispell, MT 59901

V.

The amount of cash contributed by each partner is as follows:

<u>GENERAL PARTNER:</u>	<u>CONTRIBUTION:</u>
MICHAEL J./KATHY L. FRITZ	\$110,000.00
<u>LIMITED PARTNER:</u>	<u>CONTRIBUTION:</u>
EVERGREEN DISPOSAL, INC.	\$ 70,000.00

VI.

The contribution of the Limited Partner is to be returned to such partner upon demand pursuant to the terms of a Limited Partnership Agreement. No such contribution shall be returned if the assets of the partnership shall exceed its liabilities.

VIII.

The share of the profits or other income which the partners shall be entitled to receive is as follows:

MICHAEL J./KATHY L. FRITZ	62%
EVERGREEN DISPOSAL, INC.	38%


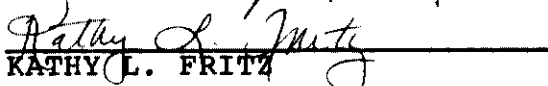
IX.

Upon the death or retirement of the General Partners, the partnership shall be dissolved.

X.

Upon the death or retirement of a Limited Partner, the partnership shall not terminate and the heirs of the deceased Limited Partners, shall have the right to withdraw the deceased's Partner's contribution of capital pursuant to Paragraph VII above, or remain as Limited Partners in the partnership.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8<sup>th</sup> day of September, 1986.

  
 MICHAEL J. FRITZ  
  
 KATHY L. FRITZ

EVERGREEN DISPOSAL, INC.

BY: Charles Kelly President  
CHARLES KELLY, President

STATE OF IDAHO )

ss.

County of Kootenai )

On this 8<sup>th</sup> day of September, 1986, before me, Christi A. Jones, a Notary Public for the State of Idaho, personally appeared MICHAEL J. FRITZ and KATHY L. FRITZ, husband and wife, known or identified to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Christi A. Jones  
Notary Public for Idaho  
Residing in: Spirit Lake, ID

STATE OF MONTANA )

ss.

County of Flathead )

On this 12 day of September, 1986, before me, James M. Kuntz a Notary Public for the State of Montana, personally appeared CHARLES KELLY, known or identified to me to be the President of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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

James M. Kuntz  
Notary Public for Montana  
Residing in: Kalispell  
My Comm. Expires 6/20/87