

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SECRETARY OF STATE
GATEWAY LIMITED PARTNERSHIP

AUG 5 3 47 AM '05

I.

The name of the limited partnership shall be GATEWAY LIMITED PARTNERSHIP.

II.

limited partnership

The purpose for which the ~~corporation~~ is formed is to engage in the operation of a bar/restaurant/marina and sales and service relating thereto 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 ZULMA CARLSON whose address is 1701 Lookout Drive, Coeur d'Alene, Idaho, 83814.

IV.

The names and post office addresses of each partner:

<u>N A M E</u>	<u>A D D R E S S</u>
GENERAL PARTNER: ZULMA CARLSON	1701 Lookout Drive Coeur d'Alene, ID. 83814
LIMITED PARTNER: LEE STERNBERG	12060 Sherwood Court Hayden Lake, ID. 83835
LIMITED PARTNER: CRAIG STERNBERG	12060 Sherwood Court Hayden Lake, ID. 83835

V.

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

GENERAL PARTNER:

ZULMA CARLSON

CONTRIBUTION:

\$30,000.00

LIMITED PARTNERS:

LEE STERNBERG

\$ 3,000.00

CRAIG STERNBERG

3,000.00

VI.

The LIMITED PARTNERS shall not be able to assign any part of their partnership interest to a third person pursuant to the terms of the Partnership Agreement.

VII.

The contribution of each LIMITED PARTNER is to be returned to such partner upon six (6) month written request upon the GENERAL PARTNER. The return of the LIMITED PARTNER's return shall only be the amount that was originally contributed by the LIMITED PARTNER. No such contribution shall be returned if the debts 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:

ZULMA CARLSON

85%

LEE STERNBERG

7 1/2%

CRAIG STERNBERG

7 1/2%

IX.

Upon the death or retirement of the GENERAL PARTNER, 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 11 day of July, 1985.

Zulma Carlson
ZULMA CARLSON
GENERAL PARTNER

Lee Sternberg
LEE STERNBERG
LIMITED PARTNER

Craig Sternberg
CRAIG STERNBERG
LIMITED PARTNER

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 11th day of July, 1985, before me,
Margaret R. Hebert, a Notary Public in and for the State
of Idaho, personally appeared before me, ZULMA CARLSON,
known or identified to me to be the person whose name is
subscribed to the foregoing instrument and acknowledged to me
that she executed the same.

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

Margaret R. Hebert
NOTARY PUBLIC FOR IDAHO
RESIDING AT CDA

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 11 day of July, 1985, before me,
Teron Carter, a Notary Public in and for the State
of Idaho, personally appeared before me, LEE STERNBERG,
known or identified to me to be the person whose name is
subscribed to the foregoing instrument and acknowledged to me
that he executed the same.

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

Teresa Carter
NOTARY PUBLIC FOR IDAHO
RESIDING AT CDA

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 11 day of July, 1985, before me,
Teresa Carter, a Notary Public in and for the State
of Idaho, personally appeared before me, CRAIG STERNBERG,
known or identified to me to be the person whose name is
subscribed to the foregoing instrument and acknowledged to me
that he executed the same.

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

Teresa Carter
NOTARY PUBLIC FOR IDAHO
RESIDING AT CDA