



**Department of State.**

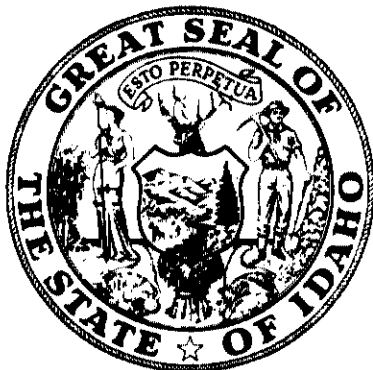
**CERTIFICATE OF REGISTRATION  
OF**

**WEST COAST PROPERTIES VII, A LIMITED PARTNERSHIP**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **WEST COAST PROPERTIES VII, A LIMITED PARTNERSHIP** for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to **WEST COAST PROPERTIES VII, A LIMITED PARTNERSHIP** to transact business in this State under the name **WEST COAST PROPERTIES VII, A LIMITED PARTNERSHIP** and attach hereto a duplicate original of the Application for Registration.

Dated **October 13, 1982**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

**RECEIVED**  
**APPLICATION FOR REGISTRATION OF  
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is WEST COAST PROPERTIES VII
2. The name which it shall use in Idaho is WEST COAST PROPERTIES VII,  
A LIMITED PARTNERSHIP
3. It is organized under the laws of CALIFORNIA
4. The date of its formation is AUG. 11, 1982
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 4010 MORRISON AVE, SUITE 105, SAN JOSE, CA  
95117
6. The name and street address of its proposed registered agent in Idaho are MARY BROCKWAY, 9912 MARIGOLD, BOISE, ID 83704
7. The general character of the business it proposes to transact in Idaho is:  
INVEST IN IMPROVED REAL ESTATE
8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

8. (Continued)

Name	General or Limited	Address

9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

Dated Oct. 13, 19 82  
By Dennis G. Brockway  
A General Partner

STATE OF Idaho )  
 ) ss:  
COUNTY OF Ada )

I, Marilyn A. Johnson, a notary public, do hereby certify that on this  
13th day of October, 19 82, personally appeared  
before me Dennis G. Brockway, who being by me first duly sworn,  
declared that he is a general partner of WEST COAST PROPERTIES VII, A LIMITED PARTNERSHIP

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Marilyn A. Johnson  
Notary Public

RECEIVED

RECORDING REQUESTED BY:  
WEST COAST PROPERTIES, VII  
When Recorded, Return to:  
WEST COAST PROPERTIES VII  
C/O Dennis Brockway  
4010 Moorpark Avenue #105  
San Jose, California 95117

REC. FEE	8
MICRO	1
LIEN NOT	
SMPP	

FILED FOR RECORD  
AT REQUEST OF  
*West Coast Properties*  
AUG 11 12 25 PM '82  
OFFICIAL RECORDS  
SANTA CLARA COUNTY  
GEORGE A. MANN  
REGISTRAR RECORDER

For Recordors Use

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WEST COAST PROPERTIES VII  
A California Limited Partnership

This Certificate of Limited Partnership is prepared and recorded pursuant to the Uniform Limited Partnership Act as set forth in the Corporations Code of the State of California.

1. The name of the Partnership is West Coast Properties VII.

2. The character of the business of the Partnership is to purchase, own, maintain, and sell real property.

3. The location of the principal place of business is Santa Clara County, California.

4. The name and place of residence of the General Partner and the name and place of residence of each Limited Partner interested in the Partnership is as set forth at Exhibit "A" attached hereto and incorporated herein as though fully set forth.

5. The term of this Partnership shall commence on the filing of this Certificate of Limited Partnership and shall continue for a period of ten (10) years unless earlier dissolved under the terms and conditions of the Partnership Agreement or by operation of Law.

6. The amount of cash contributed by each Limited Partner is set forth in Exhibit "A" attached hereto.

7. Class A and Class B Limited Partners have been admitted to the Partnership, details of which are set forth in Article 8 of the Agreement of Limited Partnership of West Coast Properties VII on file in the office of the Partnership at 4010 Moorpark Avenue, Suite 105, San Jose, California 95117.

8. The contributions of Limited Partners shall be returned on the sale of all or substantially all of the Partnership property, or upon dissolution of the Partnership.

9. The profits of the Partnership are to be allocated to the Partners, in the proportion to each Partner's interest as set forth in Article 8 of the

Agreement of Limited Partnership of WEST COAST PROPERTIES VII on file in the office of the Partnership at 4010 Moorpark Avenue, Suite 105, San Jose, California 95117.

10. A Limited Partner does not have the right to substitute a new Limited Partner or assign his interest in the Partnership without first offering said interest to the Partnership and all of the Partners under the terms and conditions stated in the Partnership Agreement.

11. One (1) additional Class "A" Limited Partner and one (1) additional Class "B" Limited Partner may be admitted to the Partnership by December 31, 1982, at the sole discretion of the General Partner.

12. No right is given any Limited Partner to priority over other Limited Partners as to return of contributions or as to compensation by way of income, except as provided in Paragraph 7 above.

13. Limited Partners have the right to continue the Partnership business on the removal, retirement, or legal incapacity of the General Partner by means of the election of a new General Partner.

14. No right is given a Limited Partner to demand and receive property other than cash in return for his contribution.

15. The Limited Partners have no power to control the Partnership affairs or to vote on any matters except that the Limited Partners have the power to vote on:

- A. Removal of the General Partner and the election of a new General Partner;
- B. Continuation of the business at the death, insanity, removal, retirement, or legal incapacity of the General Partner;
- C. Dissolution of the Partnership; or
- D. Sale or refinancing of all or

STATE OF CALIFORNIA,

County of SANTA CLARA

On this 11th day of August

before me, Hildegard Marion Berry

, a Notary Public in and for the

County of Santa Clara, State of California,  
duly commissioned and sworn, personally appeared Dennis G. Brockway

general limited  
known to me to be one of the partners of the partnership that executed the within instrument,  
and acknowledged to me that such partnership executed the same.

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



Hildegard Marion Berry  
Notary Public in and for the

County of

State of California.

EXHIBIT "A"  
WEST COAST PROPERTIES VII

<u>NAME OF LIMITED OR GENERAL OR PARTNER</u>	<u>ADDRESS</u>	<u>CAPITAL CONTRIBUTION</u>	<u>CLASS OF UNITS</u>	<u>% OF INTEREST</u>
<u>GENERAL PARTNER:</u>				
Dennis G. Brockway	4010 Moorpark Ave	4,000	A	2.67
	Suite 105			
	San Jose, CA 95117	7,500	B	5.00
<u>LIMITED PARTNERS:</u>				
Richard H. & Ruth E. Jacobsen Family Trust Dated 1-15-70	966 Laurel Glen Dr. Palo Alto, CA 94304	15,000	B	10.00
Malmar Associates	753 Second St. San Rafael, CA 94901	7,500	B	5.00
Glass & Sash Employees Retirement Fund	753 Second St. San Rafael, CA 94901	15,000	A	10.00
Lewis H. and Patricia A. Fast	14130 Sobey Meadows Ct. Saratoga, CA 95070	15,000	B	10.00
Elmer Lee Gates	4014 Bucknall Rd. Campbell, CA 95008	15,000	B	10.00
Intl. Central Bank Trust Corp., TTEE FBO Rial W. Cummings ADP #02347-0002	Box A El Toro, CA 92630	30,000	A	20.00
Bank of the West TTEE Wool & Richardson Keogh Plan FBO Donald B. Richardson, Jr.	P.O. Box 1121 San Jose, CA 95108	26,000	A	17.33
The Kuechler Living Trust Dated 5-19-80 Robert P. & Judith J. Kuechler, Co- Trustees	19722 Braemar Dr. Saratoga, CA 95070	15,000	B	10.00

EXHIBIT "B"

WEST COAST PROPERTIES VII

NAME OF LIMITED OR  
GENERAL PARTNER

SIGNATURE OF ATTORNEY-IN-FACT

GENERAL PARTNER

Dennis G. Brockway

Dennis G. Brockway  
Richard H. & Ruth E. Jacobsen  
Family Trust dated 1-15-70 by  
Dennis G. Brockway, attorney-in-  
fact.

LIMITED PARTNERS:

Richard H. and Ruth  
E. Jacobsen Family  
Trust Dated 1-15-70

Malmar Associates by Dennis  
G. Brockway, their attorney in  
fact.

Malmar Associates

Glass & Sash  
Employees Retirement  
Fund

Glass & Sash Employees Retirement  
Fund by Dennis G. Brockway, its  
attorney in fact

Lewis H. and Patricia  
A. Fast

Lewis H. & Patricia Fast, as  
joint tenants by Dennis G.  
Brockway, their attorney in fact

Elmer Lee Gates

Elmer Lee Gates, by Dennis G.  
Brockway, his attorney in fact

Intl. Central Bank  
Trust Corp., TTEE  
FBO Rial W. Cummings  
ADP #02347-0002

Intl Central Bank Trust Corp  
TTEE FBO Rial W. Cummings  
ADP #02347-0002 by Dennis G.  
Brockway, attorney in fact.

Bank of the West  
TTEE Wool & Richardson  
Keogh Plan FBO  
Donald B. Richardson, Jr.

Bank of the West TTEE Wool and  
Richardson Keogh Plan FBO  
Donald B. Richardson, Jr. by  
Dennis G. Brockway, attorney in fact.

The Kuechler Living  
Trust Dated 5-19-80  
Robert P. & Judith  
J. Kuechler, Co- Trustees

The Kuechler Living Trust dated  
5-19-80 Robert P. & Judith  
Kuechler, Co-Trustees by Dennis G.  
Brockway, their attorney in fact

STATE OF CALIFORNIA     )  
COUNTY OF SANTA CLARA    )

On this 11th day of August, 1982, before me, Hildegard Marion Berry, a Notary Public in and for said County and State, personally appeared DENNIS G. BROCKWAY, known to me to be the person whose name is subscribed to the within instrument as the Attorney-in-fact of DENNIS G. BROCKWAY, RICHARD H. & RUTH E. JACOBSEN FAMILY TRUST dated 1-15-70, MALMAR ASSOCIATES, GLASS and SASH EMPLOYEES RETIREMENT FUND, LEWIS H. AND PATRICIA A. FAST, ELMER LEE GATES, INTL. CENTRAL BANK AND TRUST CORP. TTEE FBO RIAL W. CUMMINGS, ADP # 02347-0002, BANK OF THE WEST TTEE WOOL and RICHARDSON, KEOGH PLAN FBO DONALD B. RICHARDSON, JR., and THE KUECHLER LIVING TRUST dated 5-19-80, ROBERT P. & JUDITH J. KUECHLER, Co-Trustees, the General Partner and Limited Partners of the Partnership that executed the within instrument and acknowledged to me that he subscribed the names of DENNIS G. BROCKWAY, RICHARD H. & RUTH E. JACOBSEN FAMILY TRUST dated 1-15-70, MALMAR ASSOCIATES, GLASS and SASH EMPLOYEES RETIREMENT FUND, LEWIS H. AND PATRICIA A. FAST, ELMER LEE GATES, INTL. CENTRAL BANK AND TRUST CORP. TTEE FBO RIAL W. CUMMINGS, ADP # 02347-0002, BANK OF THE WEST TTEE WOOL and RICHARDSON, KEOGH PLAN FBO DONALD B. RICHARDSON, JR., and THE KUECHLER LIVING TRUST dated 5-19-80, ROBERT P. & JUDITH J. KUECHLER, Co-Trustees, thereto as General and Limited Partners of WEST COAST PROPERTIES VII, the Limited Partnership and his own name as Attorney-in-fact and further acknowledged to me that such Partnership executed the same.



*Hildegard Marion Berry*  
Hildegard Marion Berry