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CERTIFICATE OF LIMITED PARTNERSHIP
OF

SECRETARY OF
STATE

IDAHO MOTELS EAST LTD., an Idaho Limited Partnership

WE, the undersigned, desiring to form a limited partnership pursuant to Chapter 2 of Title 53 of the Idaho Code, do hereby certify:

1. The name of the limited partnership is IDAHO MOTELS EAST LTD., an Idaho Limited Partnership.

2. The general character of its business is the operation of motels, hotels, restaurants and real estate development.

3. The name and address of the registered agent for service of process required to be maintained by Section 53-204, of the Idaho Code, is Dee L. Bowen, 18 East Main, Post Office Box 75, Middleton, Idaho 83644.

4. The name and the business address of each general partner of the partnership are as follows:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Dee L. Bowen	18 East Main Post Office Box 75 Middleton, Idaho 83644
Judy A. Bowen	18 East Main Post Office Box 75 Middleton, Idaho 83644
John A. Garrett	18 East Main Post Office Box 75 Middleton, Idaho 83644
Gail Garrett	18 East Main Post Office Box 75 Middleton, Idaho 83644

The name and business address of each limited partner of the partnership are as follows:

NAME

ADDRESS

Alva L. Garrett (a married
man dealing with his sole
and separate property)

18 East Main
Post Office Box 75
Middleton, Idaho 83644

5. No contributions have been made to the partnership.

6. The following contributions with their value as indicated shall be made on or before April 20, 1984, by each partner:

a. Dee L. Bowen and Judy A. Bowen, husband and wife, shall contribute the real property described on Exhibit A of this agreement, which real property is valued at \$60,000.00. In addition, Dee L. Bowen and Judy A. Bowen, husband and wife, shall contribute the sum of \$12,500.00 for a total contribution of \$72,500.00.

b. John A. Garrett and Gail Garrett, husband and wife, shall contribute the real property described as Exhibit B of this agreement, which property is valued at \$60,000.00. In addition, John A. Garrett and Gail Garrett, husband and wife, shall contribute the sum of \$12,500.00 for a total contribution of \$72,500.00.

c. Alva L. Garrett, a married man, dealing with his sole and separate property, shall contribute the real property described in Exhibit C, but shall receive back as part of a real estate transaction, the real property described in Exhibit D. The net value of partner Alva L. Garrett's contribution is \$72,500.00.

7. A limited partner shall not assign or transfer all or any part of his partnership interest in the partnership without first offering to sell or assign his interest in the partnership to the general partners for its appraised value, or upon the terms and conditions and for the amount offered by

any bona fide purchaser. If the general partners after receiving such offer fail to act within sixty (60) days of the receipt of the offer, said limited partner is authorized to sell or assign his interest in the limited partnership to whomsoever he chooses, so long as the purchase price is not less nor the terms of sale better than as offered to the general partners.

8. A partner may terminate his membership in the limited partnership if all of the partners agree or if the partnership is dissolved. On termination of the interest of a partner, there shall be payable to that partner, or his estate, as the case may be, a sum which shall not be less than the capital account of the partner as shown on the books at the time of the termination, including profits or losses from the last closing of the books of the partnership to the date of the termination, when the interest in profits and losses terminated. The amount payable shall be an obligation payable only out of partnership assets, and at the option of the partnership, may be paid within fifteen (15) years after the termination of the interest in equal annual payments together with interest on said amount at the rate of 10% per annum on the unpaid balance.

9. Each partner shall receive one-third of the net profits of the partnership after a sufficient reserve has been accumulated as determined by the general partners.

10. The general partners may elect to return all or a part of each partner's contribution. Except as so decided, by the general partners, no partner has a right to receive a return of his contribution except as otherwise provided for herein.

11. Upon the death of all of the general partners or upon the agreement of all of the general partners, the limited partnership shall be dissolved and its affairs wound up. No other event shall cause dissolution of the partnership.

12. In the event that one or more but not all of the general partners withdraws from the partnership or one or more but not all of the general partners dies, the remaining general partner or partners shall have the right to continue the business.

DATED this 17th day of APRIL, 1984.

Dee L. Bowen
DEE L. BOWEN

Judy A. Bowen
JUDY A. BOWEN

John A. Garrett
JOHN A. GARRETT

Gail Garrett
GAIL GARRETT

Alva L. Garrett
ALVA L. GARRETT

EXHIBIT A

In Canyon County, Idaho:

This parcel is a portion of the NW1/4SE1/4, SW1/4SE1/4, NE1/4SW1/4, SE1/4SW1/4 of Section 17, Township 5 North, Range 3 West of the Boise Meridian and is more particularly described as follows:

Commencing at the Southwest corner of said Section 17; thence S. 89°56'50" E. along the Southerly boundary of said Section 17, a distance of 1726.19 feet to the TRUE POINT OF BEGINNING; thence N. 3°19'37" East, a distance of 2580.18 feet; thence S. 65°49'55" E. (formerly N. 65°30'55" W.), a distance of 529.37 feet; thence S. 4°45'55" E. (formerly N. 4°26'55" W.), a distance of 154.90 feet; thence S. 8°30'45" W. (formerly N. 8°49'45" E.), a distance of 500.768 feet; thence S. 32°36'05" E. (formerly N. 32°17'05" W.), a distance of 131.58 feet; thence S. 54°29'35" E. (formerly S. 54°10'35" W.), a distance of 134.87 feet; thence S. 74°35'35" E. (formerly N. 74°15'35" W.), a distance of 183.17 feet; thence S. 10°05'45" E. (formerly N. 9°46'45" W.) a distance of 211.04 feet; thence N. 89°56'05" W. (formerly S. 89°10'04" E.), a distance of 358.01 feet; thence South 11°25'55" West (formerly N. 12°01'56" E.), a distance of 173.64 feet; thence S. 69°32'55" W. (formerly N. 70°18'56" E.), a distance of 78.95 feet; thence S. 17°15'35" W. (formerly N. 18°01'36" E.), a distance of 125.12 feet; thence S. 22°24'13" E. (formerly N. 21°38'24" W.), a distance of 243.12 feet; thence S. 31°47'35" W. (formerly N. 32°33'36" E.), a distance of 226.77 feet; thence S. 27°16'25" E. (formerly N. 26°30'24" W.), a distance of 181.30 feet; thence S. 0°47'35" W. (formerly N. 0°00'36" E.), a distance of 134.83 feet; thence S. 63°58'35" W. (formerly N. 64°44'36" E.), a distance of 129.90 feet; thence S. 0°07'15" W. (formerly N. 0°53'16" W.), a distance of 176.90 feet to a point on the South boundary of said Section 17; thence N. 89°56'50" W. along the South boundary of said Section 17, a distance of 400.00 feet to the TRUE POINT OF BEGINNING. This parcel contains 30 acres and includes irrigation rights.

EXHIBIT B

Parcel 3:

Lot 10, Block 1, Payette River Ranchettes,
Boise County, Idaho.

Parcel 4:

Lot 3, Block 1, Garrett Subdivision, Valley
County, Idaho.

Parcel 5:

Lot 4, Block 2 Garrett Subdivision, Valley
County, Idaho.

EXHIBIT C

S1/2NW1/4; SW1/4, and W1/2SE1/4 in Section 10; W1/2NE1/4 in Section 15; and that part of the SE1/4 and the NE1/4 in Section 9, lying South and East of County Road as presently constructed, known as Willow Creek Road. All in Township 5 North, Range 1 West of the Boise Meridian, Ada County, Idaho.

EXCEPTING THEREFROM a certain parcel of land containing approximately 20 acres, more or less, lying in the SE1/4 of Section 9, and ALSO EXCEPTING THEREFROM a certain parcel of land containing approximately 18 acres, more or less, lying in the NE1/4 of Section 9.

EXHIBIT D

All that portion of Lot 2, Block 12, South End Addition to the City of Rexburg, Madison County, Idaho, Southeasterly of the Oregon Shortline Railroad.

Commencing at a point that is 108 feet South of the Northeast Corner of Lot 1, Block 12 of the South End Addition to the City of Rexburg, as per the recorded plat thereof, and running thence South 90 feet; thence West 330 feet; thence North 198 feet; thence East 181.5 feet; thence South 108 feet; thence East 148.5 feet, to the point of beginning. Except railroad right of way.

Commencing at the SE corner of Lot 1, Block 12 of the South End Addition to the City of Rexburg, Madison County, Idaho, as per the recorded plat thereof, and running thence North 99 feet, thence West 330 feet, thence South 99 feet, thence East 330 feet to the point of beginning.