

CERTIFICATE OF LIMITED PARTNERSHIP

PRO-TECH TRUCK WASH, LIMITED PARTNERSHIP

94 OCT 22 AM 11  
We, the undersigned, desire to form a limited partnership pursuant to the Idaho Limited Partnership Act and do hereby certify in accordance with the provisions of Idaho Code Section 53-208 that:

1. The name of the limited partnership is Pro-tech Truck Wash, Limited Partnership.

2. The general character of the business of the partnership shall be constructing, holding, and operating a car and truck wash in Boise, Idaho.

3. The name and address of the registered agent for service of process is

MTBB Service Co.  
300 First Security Bank Bldg.  
9th & Idaho  
Boise, Idaho 83701

4. The names and business addresses of the general and limited partners are set forth on Exhibit A attached hereto.

5. The capital contributions and value thereof are set forth opposite the contributing partner's name as shown on Exhibit A.

6. Other than the capital contributions shown on Exhibit A, no additional contributions have been agreed to be made by any partner.

7. The general partner may not transfer or assign its partnership interest. A limited partner may transfer or assign his or her partnership interest to a third party if the limited partner follows the requirements of the partnership agreement which provide that:

7.1 The limited partner must first offer the partnership interest to all other partners in equal shares upon the same price and terms offered to or by a bona fide prospective purchaser;

7.2 If all of the general and limited partners do not purchase the offered interest within 30 days, the limited partner must offer his or her interest for an additional 30 days to any general or limited partners who, during the first 30 days, indicated a desire to purchase the offered interest, and those who expressed an interest may increase their participation and purchase the offered interest in equal shares;

7.3 If, at the end of the second 30 days, the interest is not purchased by the general or limited partners, the limited partner may sell the offered interest to a third party if all the general and limited partners consent to the admission of the new limited partner, the selling limited partner complies with the appropriate state and federal security laws, and the terms of purchase do not change.

8. A limited partner is not allowed to voluntarily withdraw from the partnership unless the partner assigns his partnership interest in accordance with the limited partnership agreement or unless all the partners unanimously agree to terminate the partnership or the partnership becomes dissolved.

9. Limited partners and the general partner may receive distributions of property, including cash, from the limited partnership as follows:

9.1 Within 75 days after the end of each quarter of the fiscal year, cash will be distributed to the general and limited partners in proportion to their respective shares as set forth in Exhibit A, an amount equal to the partnership's net profit for that fiscal quarter less a reasonable reserve for current operating requirements, emergencies, and unforeseeable capital requirements.

10. The contribution of each partner shall be returned upon termination and dissolution of the partnership to the extent assets are available for distribution after payment of the partnership's debts and liabilities.

11. The following events will cause the partnership to be dissolved and its affairs wound up: death or disability of John D. Grant, sale of all or substantially all of the partnership assets, bankruptcy or insolvency of the general partner, written consent of all the partners, the occurrence of such other events or the taking of such other action pursuant to the Idaho Limited Partnership Act.

12. The general partner shall have the right but not the obligation to purchase all of the limited partners interests during the tenth year of the partnership. If the general partner does not exercise the option, the partnership shall continue until dissolution.

13. The partnership shall terminate upon the withdrawal of the general partner.

IN WITNESS WHEREOF, the undersigned have executed this certificate the date set forth below.

DATED this 10 day of July, 1984.

GENERAL PARTNER

John D. Grant  
John D. Grant

LIMITED PARTNERS

John M. Hunt  
Arnold Blum, Inc.  
By Ronald Blum, PRES.  
Sid Barker, Mrs.

Doreen G. Bailey

Jay W. Bligh

Robert C. Fyke, Peter B. Fyke  
LIVING TRUST DATED 5/24/73

Richard Fyke, Carolyn B. Fyke

Ronan S. Goson, Kristine W. Goson  
by Ronan Goson

STATE OF Colorado )  
County of Denver ) ss.

On this 10th day of July, 1984,  
before me, a notary public in and for said county and state,  
personally appeared JOHN D. GRANT, known to me to be the person  
whose name is subscribed to the within instrument as General  
Partner, and acknowledged to me that he executed the same.

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

Linda Hoffmann  
NOTARY PUBLIC for Denver, Colorado  
Residing at 10144 E. Jewell, Denver, Colorado  
My commission expires September 9, 1984.

STATE OF Colorado )  
County of Denver ) ss.

On this 10<sup>th</sup> day of July, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared John M. Hunt, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that s/he executed the same.

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

Linda Hoffmann  
Notary Public for Denver, Colorado  
Residing at 10144 E. Jewell, Denver, Co  
My Commission expires September 9, 1984

STATE OF Colorado )  
County of Denver ) ss.

On this 10<sup>th</sup> day of July, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Ronald B. Egloff, President, Ronald B. Egloff, Inc., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that s/he executed the same.

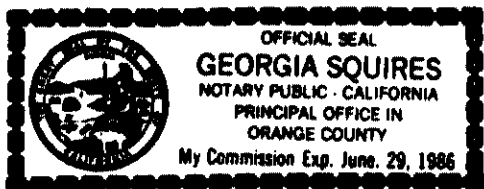
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Linda Hoffmann  
Notary Public for Denver, Colorado  
Residing at 10144 E. Jewell, Denver, Colo  
My commission expires September 9, 1984

STATE OF Calif. )  
County of Orange ) ss.

On this 1st day of August, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert C. Eybe & Ruth B. Eybe, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that ~~they~~ they executed the same.

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

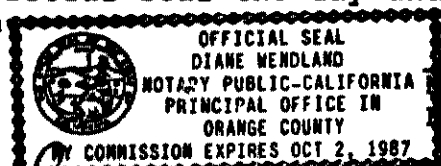


Georgia Squires  
Notary Public for Orange County  
Residing at 234 S. Grand Ave.  
Anaheim, CA 92804

STATE OF Calif )  
County of Orange ) ss.

On this 2 day of August, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard C. Fike & Carolyn B. Fike, known to me to be the persons whose names ~~are~~ subscribed to the within instrument, and acknowledged to me that ~~s/he~~ <sup>they</sup> executed the same.

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



Diane Wendland  
Notary Public for Orange County  
Residing at Huntington Beach, CA

STATE OF Idaho )  
County of Ada ) ss.

On this 6<sup>th</sup> day of August, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert S. Hozac, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that s/he executed the same.

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

Cecilia S. Jones  
Notary Public for Idaho  
Residing at Boise

STATE OF Idaho )  
County of Ada ) ss.

On this 22<sup>nd</sup> day of June, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Donald F. Fackel, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that s/he executed the same.

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

Diane Wendland  
Notary Public for Idaho  
Residing at Boise

STATE OF Idaho )  
County of Ada ) ss.

On this 17<sup>th</sup> day of August 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared Sid J. Gaskin M.D., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that s/he executed the same.

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

Bella V. Gaskin  
Notary Public for Idaho  
Residing at Boise, Idaho

STATE OF CALIFORNIA )  
County of ORANGE ) ss.

On this 22<sup>nd</sup> day of AUGUST, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared JAY W. BLIGH, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that s/he executed the same.

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



Terry G. Johnson  
Notary Public for Union Bank - California  
Residing at Fullerton, CA  
expires - 7-11-86

STATE OF \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that s/he executed the same.

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 \_\_\_\_\_  
Residing at \_\_\_\_\_

# E X H I B I T A

94 NOV Contribution\*  
Cash Value No of Units

General Partner  
John Grant

Address  
1601 S. Federal  
Denver, CO 80219

SEC. 20, PAR. 10  
STATE

4

## Limited Partners

Donald J. Farley

1718 Shaw Mountain Rd.  
Boise, Idaho 83702

20,000

4

Jay W. Bligh

11043 Forest Place  
Santa Fe Springs, CA  
90670

20,000

4

Orthopedic & Fracture  
Clinic Pension Fund  
by Sidney Jay Garber

206 E. Elm  
Caldwell, ID 83605

10,000

2

Robert C. and Ruth B.  
Fyke Living Trust  
dated May 22, 1973

500 City Parkway West  
S-105 - Orange, CA 92668

20,000

4

Robert S. and Kristine  
H. Hosac

2820 E. Ustick Rd.  
Meridian, ID 83642

10,000

2

Ronald B. Egloff, Inc.

8091 S. Niagara Way  
Englewood, CO 80112

10,000

2

John M. Hunt

29 Viking Drive  
Englewood, CO 80110

20,000

4

Richard C. and  
Carolyn B. Fyke

500 City Parkway West  
S-105 - Orange, CA 92668 10,000

2

\*Percentage ownership is based upon the following formula:

$$\frac{\text{Number of Units Owned}}{\text{Total Number of Units}} \times 100 = \text{Percentage of Ownership}$$