

CERTIFICATE OF LIMITED PARTNERSHIP

APR 6 AM 11 25
SECRETARY OF STATE

STATE OF SOUTH DAKOTA)
County of Brown) ss.

WE, THE UNDERSIGNED, desiring to form a limited partnership pursuant to the laws of the State of Idaho, certify as follows:

1. The name of the partnership is BOISE AIRPORT SUPER 8 MOTEL, Limited Partnership.

2. The character of the business of the limited partnership is to acquire, develop and manage one or more motel properties situated in the State of Idaho and other states.

3. The location of the principal place of business of the limited partnership is: Elder Street and Vista Avenue, Boise, Idaho. The registered agent shall be David B. Lincoln, 10th Floor, First Interstate Bank Bldg., Boise, Idaho 83702.

4. The names and places of residence of each partner are:

GENERAL PARTNER

ADDRESS (Registered Agent)

MIDWEST LODGING, INC.

David B. Lincoln
Elam, Burke, Evans, Boyd & Koontz
10th Floor, First Interstate
Bank Building 83702
P. O. Box 1559, Boise 83701

LIMITED PARTNERS

ARNOLD C. TRAVLAND

109 North First Street
Aberdeen, South Dakota 57401

ANN M. TRAVLAND

109 North First Street
Aberdeen, South Dakota 57401

DUANE W. HOFFMAN

R. R. #1, Box 11
Rockham, South Dakota 57470

CEYLON D. HOFFMAN

R. R. #1, Box 11
Rockham, South Dakota 57470

EDWARD P. ANDRIES

907 Squire Lane
Aberdeen, South Dakota 57401

DONALD J. KEENAN

1610 13th Ave. S.E.
Aberdeen, South Dakota 57401

KATHRYN M. KEENAN

1610 13th Ave. S.E.
Aberdeen, South Dakota 57401

DONALD L. NULTEMEIER

564 South Lake Drive
Watertown, South Dakota 57201

DOROTHY P. NULTEMEIER

564 South Lake Drive
Watertown, South Dakota 57201

| <u>Name</u> | <u>Contribution</u> |
|--|---------------------------------------|
| Midwest Lodging Arnold C. Travland | \$20,000.00 (services) \$90,000.00 |
| Ann M. Travland | \$45,000.00 |
| Duane W. and Ceylon D. Hoffman | \$90,000.00 |
| Edward P. Andries | \$45,000.00 |
| Donald J. and Kathryn M. Keenan | \$45,000.00 |
| Donald L. and Dorothy P. Nultemeier | \$45,000.00 |

7. Additional contributions agreed to be made by limited partners: NONE.

8. The contribution of each limited partner shall be returned as follows:

Upon dissolution or termination of the partnership or under the provisions of the laws of the State of Idaho in force at the time this certificate was executed.

9. Each limited partner shall share in the profits and losses in the following percentages:

| <u>Name</u> | <u>Percentage</u> |
|--|-------------------|
| Arnold C. Travland | 22 1/2% |
| Ann M. Travland | 11 1/4% |
| Duane W and Ceylon D. Hoffman | 22 1/2% |
| Edward P. Andries | 11 1/4% |
| Donald J. and Kathryn M. Keenan | 11 1/4% |
| Donald R. and Dorothy P. Nultemeier | 11 1/4% |

10. A limited partner may not substitute an assignee as a limited partner in his place unless agreed to by all of the other limited partners and the general partners, provided, however, that this prohibition shall not extend to a substitution because of the death of a limited partner.

11. Additional limited partners may be admitted to the partnership only with the consent of all general and limited partners.

12. No limited partner shall have priority as to contribution or as to compensation.

13. Upon the dissolution of the general partner, the limited partners have the right to select and substitute a new general partner or partners.

14. A limited partner shall have the right to demand and receive his contribution in cash and property, with the consent of all other partners.

WE, THE UNDERSIGNED, hereby swear that we have read the foregoing "Certificate of Limited Partnership" and the same accurately reflects our agreement to form a limited partnership.

GENERAL PARTNER

MIDWEST LODGING, INC.

By Carl C. Doff
Title Pres.

LIMITED PARTNERS

x Arnold R. Travland
Arnold Travland

x Ann M. Travland
Ann M. Travland

Duane W. Hoffman
Duane W. Hoffman

Ceylon D. Hoffman
Ceylon D. Hoffman

Edward P. Andries
Edward P. Andries

Donald J. Keenan
Donald J. Keenan

Kathryn M. Keenan
Kathryn M. Keenan

Donald L. Nultemeier *my job statement*
Donald L. Nultemeier

Dorothy P. Nultemeier
Dorothy P. Nultemeier

SUBSCRIBED AND SWORN to before me by MIDWEST LODGING, INC.,
this 16TH day of JUNE, 1984.

Jaren Holman
Notary Public for SOUTH DAKOTA
Residing at ABERDEEN, SD
My Commission Expires 9-4-88

SUBSCRIBED AND SWORN to before me by ARNOLD C. TRAVLAND
this 16TH day of JUNE, 1984.

Jaren Holman
Notary Public for SOUTH DAKOTA
Residing at ABERDEEN, SD
My Commission Expires 9-4-88

SUBSCRIBED AND SWORN to before me by ANN M. TRAVLAND
this 16TH day of JUNE, 1984.

Jaren Holman
Notary Public for SOUTH DAKOTA
Residing at ABERDEEN, SD
My Commission Expires 9-4-88

SUBSCRIBED AND SWORN to before me by DUANE W. HOFFMAN
and CEYLON D. HOFFMAN this 17th day of June, 1984.

M. Dico Hausier
Notary Public for South Dakota
Residing at Aberdeen, S.D.
My Commission Expires 8-10-89

SUBSCRIBED AND SWORN to before me by EDWARD P. ANDRIES
this 17th day of June, 1984.

M. Dico Hausier
Notary Public for South Dakota
Residing at Aberdeen, S.D.
My Commission Expires 8-10-89

SUBSCRIBED AND SWORN to before me by DONALD J. KEENAN and
KATHRYN M. KEENAN this 17th day of June, 1984.

M. Dico Hausier
Notary Public for South Dakota
Residing at Aberdeen, S.D.
My Commission Expires 8-10-89

SUBSCRIBED AND SWORN to before me by ~~XXXXXXXXXX~~
~~XXXXXXXXXX~~ DOROTHY P. NULTEMEIER this 22nd day of June, 1984.

M. Dico Hausier
Notary Public for South Dakota
Residing at Aberdeen, S.D.
My Commission Expires 8-10-89