

CERTIFICATE OF LIMITED PARTNERSHIP

DEC 28 10 30 AM '90  
SECRETARY OF STATE

OF

EL DORADO MOTOR INN LIMITED PARTNERSHIP

Pursuant to the provisions of the Uniform Limited Partnership Act of the State of Idaho, the undersigned hereto form a limited partnership and do desire to file a Certificate of Limited Partnership and do hereby certify as follows:

(1) The name of the partnership is EL DORADO MOTOR INN LIMITED PARTNERSHIP.

(2) The purpose of the partnership is the acquisition, ownership, development, management, rental, sales and operation of real property.

(3) The principal place of business of the partnership is Idaho Falls, Bonneville County, Idaho, with a mailing address being 1800 North Holmes, P.O. Box 2436, Idaho Falls, Idaho 83403-2436. The name and address of the initial registered agent is: Samuel H. Bennion, 1800 North Holmes, Idaho Falls, Idaho 83401.

(4) The name and place of residence of the general partner interested in the partnership is as follows:

Samuel H. Bennion            1540 S. Woodruff Ave.  
   Idaho Falls, Idaho 83404

The name and place of residence of each limited partner interest in the partnership is as follows:

Samuel H. Bennion            1540 S. Woodruff Ave.  
   Idaho Falls, Idaho 83404

Six-B, Inc.

c/o Mark Bennion  
1800 N. Holmes  
Idaho Falls, Idaho 83401

(6) The term for which the partnership is to exist is from December 11, 1990, and to continue indefinitely until terminated, as provided in the partnership agreement.

(7) The description and agreed value of other property contributed to each limited partner are as follows:

Agreed value of the properties to be contributed is \$2,400,000.00.

Contributed as general partner by Samuel H. Bennion - \$24,000.00.

Contributed as limited partner by Samuel H. Bennion - \$1,368,000.00.

Contributed as limited partner by Six-B, Inc. - \$1,008,000.00.

Description of property:

Parcel 1:

That portion of Lots 5 and 6 in Block 28 of the Phillips Tract, in the City of West Covina, County of Los Angeles, State of California, as per map recorded in Book 9, Pages 3 and 4 of Miscellaneous Records, in the office of the County Recorder of said County, described as follows:

Beginning at the intersection of the Northerly line of the land described in the deed to the State of California recorded on September 14, 1954 as Instrument No. 4056 in Book 45573, Page 288, Official Records, of said County, with a line that is parallel with and distant 42.00 feet Westerly, measured at right angles, from the Easterly line of said Lot 5; thence North 0°14'34" West a distance

of 144.36 feet; thence South 89°45'26" West a distance of 54.00 feet; thence North 0°14'34" West a distance of 156.50 feet; thence South 89°45'26" West a distance of 79.00 feet to a point in a line that is parallel with and distant Westerly 175.00 feet, measured at right angles, from the Easterly line of said Lot 5 and which said point is distant North 0°14'34" West, along said parallel line, 290 feet from said Northerly line of the land described in said deed to the State of California, said parallel line also being the Easterly line of the land described in Parcel I of the deed to Fred W. Uiblein, recorded on December 30, 1957 as Instrument No. 3589 in Book 56330, Page 340, Official Records of said County; thence North 0°14'34" West, along said Easterly line, to the Northeasterly corner of said land of Uiblein; thence North 89°28'19" West along the Northerly line of said land of Uiblein, to the Easterly line of the land described in said deed to the State of California, recorded in Book 45573, Page 288, Official Records of said County; thence Northerly, along said Easterly line, to the Northerly line of said Lot 5; thence Easterly along the Northerly lines of said Lots 5 and 6, to the Easterly line of the Westerly 100 feet of said Lot 6; thence Southerly, along said Easterly line, to the Northerly line of the land described in Parcel I of the deed to the State of California, and registered as Document No. 2977-X on March 1, 1955 in the office of the Registrar of Land Titles; thence Westerly, along said Northerly line and along the Northerly line of the land described in said first mentioned deed to the State of California, to the point of beginning.

Parcel 2:

That portion of Lot 5, Block 28 of the Phillips Tract, in the City of West Covina, County of Los Angeles, State of California, as per map recorded in Book 9, Pages 3 and 4 of Miscellaneous Records, in the office of the County Recorder of said County, described as follows:

Beginning at the Northeasterly corner of said Lot 5; thence along the Northerly line thereof, North 89°28'19" West 372.52 feet to a point that is distant South 89°28'19" East 294.92 feet from the

point of intersection of said Northerly line with the center line of Azusa Avenue, formerly Sierra Street, as shown on map of said Phillips Tract; thence Southerly along a curve concave Westerly and having a radius of 93.00 feet and a radial line bearing South 59°59'54" West, an arc distance of 48.84 feet; thence tangent to said curve, south 0°05'17" West, 169.37 feet; thence South 3°43'34" East, 60.13 feet to the beginning of a curve concave Northeasterly, having a radius of 154.00 feet and the radial line bearing South 89°54'43" East; thence Southeasterly along said curve 227.51 feet to the end thereof, having a radial line bearing North 5°26'31" East; thence South 81°09'13" East, 44.32 feet to a point in a line that is parallel with and distant Westerly 175.00 feet, measured at right angles, from the Easterly line of said Lot 5, said point being the true point of beginning of this description; thence continuing South 81°09'13" East, 15.77 feet to the beginning of a curve concave Northerly, having a radius of 4211.09 feet and the radial line bearing North 4°37'32" East; thence Easterly along said curve 117.72 feet to a point in a line that is parallel with and distant Westerly 42.00 feet, measured at right angles, from the Easterly line of said Lot 5, and a radial line from said point bearing North 3°01'26" East; thence along said last mentioned parallel line, North 0°14'34" West, 144.36 feet; thence South 89°45'26" West, 54.00 feet; thence North 0°14'34" West, 156.50 feet; thence South 89°45'26" West, 79.00 feet to a point in a line that is parallel with and distant Westerly 175.00 feet, measured at right angles from the Easterly line of said Lot 5 and which is distant along said line, North 0°14'34" West, 290.00 feet from the true point of beginning; thence South 0°14'34" East, 290.00 feet to the true point of beginning.

(8) No time is agreed upon with respect to the return of any contributions made by any of the limited partners.

(9) The share of profits, or other compensation by way of income which each limited partner shall receive, by reason of their contribution, is as follows:

Samuel H. Bennion            58%  
Six-B, Inc.                    42%

(10) A limited partner shall have rights of assignment and the right to substitute limited partners, as provided by the law.

(11) Additional limited partners may be admitted to the partnership, provided, however, that partners possessing an aggregate interest of more than 66-2/3% of the capital of the partnership consent to such admission.

(12) No right is given to any limited partner to priority over other limited partners, as to return of contributions or extra compensation by way of income.

(13) On the death, retirement or incapacity of the general partner, the business may be continued by a substitute general partner.

(14) No right is given to a limited partner to demand and receive property, other than cash, in return for their contribution.

WHEREFORE, the partners of EL DORADO MOTOR INN LIMITED PARTNERSHIP executed this Certificate of Limited Partnership on this 18th day of December, 1990.

EL DORADO MOTOR INN LIMITED  
PARTNERSHIP

BY: Samuel H. Bennion  
Samuel H. Bennion  
General Partner

STATE OF IDAHO                    )  
  ) ss.  
County of Bonneville            )

On this 18<sup>th</sup> day of December, 1990, before me the undersigned, a Notary Public for Idaho, personally appeared Samuel H. Bennion, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same as General Partner of EL DORADO MOTOR INN LIMITED PARTNERSHIP

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

Angela Peterson  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My Commission Expires: 1-11-94

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