

CERTIFICATE OF LIMITED PARTNERSHIP

Notice is hereby given pursuant to §53-208, Idaho Code, that a limited partnership was formed August 10, 1984, under the name of Lucky Inns Limited Partnership, which limited partnership was formed for the purpose of holding, operating, improving and otherwise managing the property commonly known as the Sandpoint Inn, located at 7360 Highway 95 South, Sandpoint Idaho.

The name and address of the registered agent for service of process required to be maintained by §53-204, Idaho Code, is Irwin R. Abell, 7360 Highway 95 South, Sandpoint, Idaho 83864.

The name and business address of each partner is as follows:

General Partners: Irwin R. Abell
Rita M. Abell
7360 Highway 95 South
Sandpoint, ID 83864

Limited Partners: Patrick G. Johnston
Lois A. Johnston
Jalan Kayu
P.O. Box 66
Singapore 9180

Prior to the formation of this limited partnership, the Sandpoint Inn property was owned by limited partners. They have contributed such property to the limited partnership and they have made no other contributions. Their equity in such property is stated to be \$128,039.29. The general partners have contributed no cash to limited partnership; instead, they have assumed all accrued and continuing liabilities with regard to the Sandpoint Inn property. Debts against the real property are stated to be \$128,039.29. Further, general partners will be responsible for operation and expansion of the Sandpoint Inn property.

The limited partners are under no obligation to make additional contributions.

The limited partners have the right to have their interests sold along with that of the general partners, subject to certain minimum and mandatory provisions as contained in the partnership agreement. They do not have the right to permit an assignee of an interest in the limited partnership to become a limited partner.

Provisions regarding termination of the partnership are as contained in the Idaho Limited Partnership Act and no partner has the right to receive a distribution of property instead of cash.

Partners do not have the right to a return of all or any part of their contribution, except by mutual consent.

The partnership shall dissolve in the event of retirement, death or insanity of the general partner, Irwin R. Abell.

CERTIFICATE OF LIMITED PARTNERSHIP--1

TERRY L. JENSEN
CHARLTON MILLS
LAWYERS
517 NORTH 4th AVE.
SANDPOINT, ID 83864
(208) 263-8538

DATED this 24th day of August, 1984.

LIMITED PARTNERS:

Patrick G. Johnston
Patrick G. Johnston

BY: Charles

Charlton Mills,
Attorney in Fact

Lois A. Johnston
Lois A. Johnston

BY: Charles

Charlton Mills,
Attorney in Fact

GENERAL PARTNERS:

Irwin R. Abell
Irwin R. Abell

Rita M. Abell
Rita M. Abell

STATE OF IDAHO)

County of Bonner)

ss.

On this 24th day of September, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared CHARLTON MILLS, known to me to be the person whose name is subscribed to the within instrument as the attorney in fact of PATRICK G. JOHNSTON, and acknowledged to me that he subscribed the name of PATRICK G. JOHNSTON thereto as principal, and his own name as attorney in fact.

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

Quaida M. Remming
Notary Public - Idaho
Residing at Sandpoint

STATE OF IDAHO)

County of Bonner)

ss.

On this 24th day of September, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared CHARLTON MILLS, known to me to be the person whose name is subscribed to the within instrument as the attorney in fact of LOIS A. JOHNSTON, and acknowledged to me that he subscribed the name of LOIS A. JOHNSTON thereto as principal, and his own name as attorney in fact.

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

Quaida M. Remming
Notary Public - Idaho
Residing at Sandpoint

STATE OF IDAHO

County of Bonner

ss.

On this *24th* day of *September*, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared IRWIN R. ABELL and RITA M. ABELL, husband and wife, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that 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.

Quita M. Remmick
Notary Public - Idaho
Residing at Sandpoint