

RECEIVED
SEC. OF STATE
85 DEC 16 11 9 24

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE CHOCOLATE MOOSE I, A LIMITED PARTNERSHIP

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 limited partnership is The Chocolate Moose I, a Limited Partnership;

2. The general character of its business and the purpose for which the partnership is to carry on is the restaurant and food service business;

3. The name and address of the registered agent for service is Mary Jones, Giacobbi Square, Post Office Box 4162, Ketchum, Idaho 83340;

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

Mary Jones, General Partner
Post Office Box 8003
Ketchum, Idaho 83340

Eve Jones, Limited Partner
140 S. Norton Avenue
Los Angeles, California 90004

5. The contribution of the General and Limited Partners is as follows:

Eve Jones \$10,000

Mary Jones \$ 2,500

6. No Limited Partner shall be obligated to make any additional contributions, and in the event that the General

any additional contributions, and in the event that the General Partner makes additional capital contributions, said additional contributions shall increase the General Partner's interest proportionally;

7. Neither the Limited or General Partner may assign their interest in the partnership, except to a family member of a corporation, the majority interest of which is owned by a family member;

8. No agreement exists for the termination of the Limited Partnership, nor for a method of determining the distribution, nor the terms and conditions of termination and distribution of partnership assets;

9. A Partner may receive distributions of capital in the form of cash only at such time where funds in excess of reasonable business needs are available;

10. There exists no right of a Partner to receive nor of a General Partner to make any distribution to a partner which includes a return of all or any part of the Partner's contribution except by unanimous agreement of all partners;

11. The Limited Partnership may be dissolved and its affairs wound up only upon the unanimous approval of all partners, or by operation of law or statute pursuant to Title 53, Chapter 2, Idaho Code;

12. There exists no right to continue the business in the event of withdrawal of a General Partner, however, the General Partner may consent and on the approval of all partners a new general partner may be appointed.

9th 02

DATED this 9th day of December, 1985.

Mary Jones
Mary Jones, General Partner

Eve Jones
Eve Jones, Limited Partner

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 13th day of December, 1985, before me a Notary Public for the State of Idaho, personally appeared MARY JONES, known to me to be the person whose name is subscribed to the within instrument, and she duly acknowledged to me that she executed the same.

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

[Signature]
Notary Public for Idaho
Residing at:

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 9th day of December, 1985, before me a Notary Public for the State of California, personally appeared EVE JONES, known to me to be the person whose name is subscribed to the within instrument, and she duly acknowledged to me that she executed the same.

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

Sam Santell
Notary Public for California
Residing at: 107 N. Fairmont Bl
LA, CA 90004
Commission expires:
11/24/87

