

8151462

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ZERO DEFECTS COMPANY

JAN 6 9 32 AM '84

SECRETARY OF STATE

We, the undersigned, desiring to form a limited partnership pursuant to the Uniform Limited Partnership Act as set forth in 53-201 et. seq. of the Idaho code, do hereby certify:

1. The name of the firm under which the partnership is to be conducted is ZERO DEFECTS COMPANY.
2. The character of the business intended to be transacted by the partnership shall be as follows: designing, manufacturing, and analyzing electronic hardware systems and components and any and all other lawful enterprises as may from time to time be engaged in at the discretion of the general partner.
3. The location of the principal place of business shall be at 611 E. 44th Street #4, Boise, Idaho.
4. The name and place of residence of each general partner interested in the partnership are as follows: Larry Hyatt of 9350 Ustick, Boise, Idaho.

The name and place of residence of each limited partner in the partnership are as follows: The Allen Family Trust, Fred C. Allen and Helen S. Allen, trustees, of 11575 Green Valley Road, Sebastopol, California.

5. The Partnership shall exist for an indefinite period commencing January 1, 1981.
6. The limited partner shall contribute \$14,000 to the capital of the partnership.

STATE OF IDAHO, COUNTY OF ADA, ss.

Filed for record at the request of

Zero Defects Company

20 Min. past 11 o'clock a M. this 7 day of Dec 19 81

JOHN BASTIDA, Recorder


By *Wanda L. Kasper* Deputy

1800 fee


7. The limited partners may make such additional contributions to the capital of the partnership as may from time to time be agreed upon by all the partners.
8. Upon dissolution and liquidation of the limited partnership, the limited partner's balance in its capital account shall be paid in a lump sum, or if the general partner elects to continue the business, the balance shall be paid in equal monthly installments together with prime rate interest on the unpaid balance over a period not to exceed five years.
9. The limited partner shall receive credit to its capital account or distributions of cash as deemed appropriate by the general partner in the amount of fourteen percent (14%) of the profits or losses of the partnership after payment of all business expenses including an agreed salary for the general partner.
10. The limited partner has no right to substitute an assignee as limited partner in his place.
11. The general partner may admit new limited partners as he deems appropriate except that the terms of admission and the resulting vested rights must be acceptable to all parties. The terms of the agreement admitting the new limited partner shall be deemed an amendment to the limited partnership agreement.
12. No limited partner shall have priorities over any other limited partner.
13. The death, retirement or insanity of the general partner dissolves and terminates this limited partnership.

14. The limited partner has no right to demand and receive property other than cash in return for his contribution.


In witness whereof the undersigned have executed this certificate as follows:


Larry Hyatt, General Partner

Dec 7, 81
Date


Fred C. Allen, Trustee
the Allen Family Trust,
Limited Partner

Nov. 27, 1981
Date


Helen S. Allen, Trustee
the Allen Family Trust
Limited Partner

Nov. 27, 1981
Date

State of Idaho
County of Ada

On this 7th day of December, 1981 before me,
the undersigned Notary Public in and for the said State, person-
ally appeared Larry Hyatt, known to me to be the person whose name
is subscribed to the within instrument, 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.

Notary Public For: State of Idaho County of Ada

Residing at: Boise Idaho.

State of California
County of Sonoma

On this 27th day of November, 1981, before me,
the undersigned Notary Public in and for the said State, person-
ally appeared Fred C. Allen and Helen S. Allen known to me to be
the persons whose name are subscribed to the within instrument as
trustees, and acknowledged to me that they executed the same as
such trustees.

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: _____

