

CERTIFICATE OF LIMITED PARTNERSHIP
UNDER UNIFORM LIMITED PARTNERSHIP ACT

OF

FIRESIDE RESTAURANT AND LOUNGE

We, the undersigned, desiring to form a limited partnership pursuant to the Uniform Limited Partnership Act as set forth in Chapter 2, Title 53, of the Idaho Code, do hereby certify:

1. The name of the firm under which the partnership is to be conducted is Fireside Restaurant and Lounge.

2. The character of the business intended to be transacted by the partnership shall be as follows: to engage in the dispensing of food and alcoholic beverages, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

3. The location of the principal place of business shall be at 109 West Main, Jerome, Idaho.

4. The name and place of residence of the general partner interest in the partnership is as follows:

Name	Place of Residence
David M. Kelley	Route 2 (P. O. Box 170) Jerome, Idaho 83338

The name and place of residence of the limited partners interested in the partnership are as follows:

Name	Place of Residence
Kenneth Ladane Barr and Dorothy Faye Barr, husband and wife	Route 3 Jerome, Idaho 83338

5. The partnership shall have a perpetual existence, and shall commence on October 10, 1980.

6. The amount of cash contributed by the limited partners is \$1.00.

7. The limited partners may make such additional contribu-

OFFICES
MARY,
HOCK
AND
ALZER
ME. IDAHO

1 tions to the capital of the partnership as may from time to time be
2 agreed by all the partners.

3 8. The limited partners' contribution shall not be return-
4 ed except by dissolution of the partnership pursuant to Chapter 2,
5 Title 53, of the Idaho Code.

9. The share of the profits or other compensation by way of income that each limited partner shall receive by reason of his contribution is as follows: general partner shall receive seventy-five percent (75%) of the profits of the partnership, and limited partners shall receive twenty-five percent (25%) of the profits of the partnership.

11 10. The limited partners shall not have the right to
12 substitute an assignee as limited partner in his place, or in any
13 other way transfer, assign, sell or convey his interest in the part-
nership.

11. The partners shall have the right to admit additional limited partners upon the mutual written agreement of the partners.

12. The right of the remaining limited partners to continue the business on the death, retirement, or incapacity of a general partner is as follows: none.

19 13. The right of a limited partner to demand and receive
20 property other than cash in return for his contribution is as follows:
none.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 4 day of October, 1980.

David M. Kelley

Kenneth Ladane Barr
Kenneth Ladane Barr

Dorothy Faye Barr
Dorothy Faye Barr

W OFFICERS
HART,
STROCK
AND
KALIFF
ONE ISLAND

[illegible]

1 STATE OF IDAHO)
2 County of Jerome) ss.

3 On this 4 day of October, 1980, before me the under-
4 signed, a Notary Public in and for Idaho, personally appeared DAVID
5 M. KELLEY known to me to be the person whose name is subscribed to
6 the within instrument and acknowledged to me that executed the same.
7 IN WITNESS WHEREOF I have subscribed my name and set my
8 official seal on the date first above written.

9 J. Williams
10 Notary Public for Idaho
11 Residing at:

12 STATE OF IDAHO)
13 County of Jerome) ss.

14 On this 4 day of October, 1980, before me the under-
15 signed, a Notary Public in and for Idaho, personally appeared
16 KENNETH LADANE BARR and DOROTHY FAYE BARR, husband and wife, known
17 to me to be the persons whose names are subscribed to the within
18 instrument and acknowledged to me that they executed the same.
19 IN WITNESS WHEREOF I have subscribed my name and set my
20 official seal on the date first above written.

21 J. Williams
22 Notary Public for Idaho
23 Residing at:

24 STATE OF IDAHO) ss.
25 County of Jerome)
26 I hereby certify this foregoing to be a full, true and
27 correct copy of the original on file or of record in
28 this office.

29 Barbara Thompson
30 Ex-Officio Auditor and Recorder
31 (Deputy) Clerk

32 OFFICE
33 TART
34 HENCK
35 ALLEN
36 NOV 1980

37 252827
38 RECORDED
39 OCT 15 4 15 PM '80
40 JORDAN
41 CLERK
42