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ARVADA CO

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
DENVER GOLD FOOTBALL TEAM, LTD.
a Colorado Limited Partnership**

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KNOW ALL MEN BY THESE PRESENTS that DENVER GOLD FOOTBALL CLUB, INC., a Colorado Corporation, as General Partner and RONALD M. BLANDING, WILLIAM ROTH, MICHAEL BLANDING, LINDA BLANDING, PAUL A. BLANDING and DARCY SONDAG and DAVE SONDAG as Joint Tenants, as Limited Partners, desiring to associate themselves as a Limited Partnership under and by virtue of the laws of the State of Colorado, specifically the Colorado Uniform Limited Partnership Act of 1981, do hereby make, subscribe, and swear to this Certificate of Limited Partnership in writing under the provisions of the Colorado Uniform Limited Partnership Act of 1981, as follows:

1. The name of the Limited Partnership shall be DENVER GOLD FOOTBALL TEAM, LTD., a Colorado Limited Partnership.

2. The general character of the business of the Limited Partnership shall consist of the ownership and operation of a professional football team for profit.

3. The address of the registered office of the Partnership is 4890 Carr Street, Arvada, Colorado 80002 and the name and address of the agent for service of process is Ronald M. Blanding, 4890 Carr Street, Arvada, Colorado 80002.

4. The name and mailing address of each Partner at the time of such Partner's original admission to the Partnership is as follows:

- A. General Partners: Denver Gold Football Club, Inc.,
A Colorado Corporation,
4890 Carr Street
Arvada, Colorado 80002
- B. Limited Partners:
 - Ronald M. Blanding
4890 Carr Street
Arvada, Colorado 80002
 - Michael Blanding
5280 Vivian Street
Arvada, Colorado 80002
 - William Roth
5280 Vivian Street
Arvada, Colorado 80002
 - Linda Blanding
5280 Vivian Street
Arvada, Colorado 80002

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Darcy Sondag
5280 Vivian Street
Arvada, Colorado 80002

Paul A. Blanding
5280 Vivian Street
Arvada, Colorado 80002

Dave Sondag
5280 Vivian Street
Arvada, Colorado 80002

5. The amount of cash and the description and statement of the agreed value of other property or services contributed by each Partner and which each Partner has agreed to contribute in the future is as follows:

A. General Partners. All right, title and interest in an Agreement dated June 16, 1982 between Denver Gold Football Club, Inc. and Miller Enterprises, Inc. with an agreed value of \$45.00.

B. Limited Partners. \$725.00 in cash by Ronald M. Blanding, \$50.00 in cash by Michael Blanding, Linda Blanding and Paul A. Blanding, \$30.00 in cash by William Roth, and \$25.00 in cash by Darcy Sondag and Dave Sondag.

6. None of the Limited Partners are required to contribute additional amounts to the capital of the Partnership except Ronald M. Blanding shall upon notice from the General Partner, make additional contributions to meet the needs of the Partnership business, not to exceed \$1,000,000.00.

7. No Limited Partner shall have any power to grant the right to become a Limited Partner to an Assignee of any part or all of his Partnership interest, except that a Limited Partner may transfer all or any part of his Limited Partnership interest to any "related person" (as defined in the Agreement of Limited Partnership), or to a person or persons other than a "related person" if such Limited Partner complies with the first option requirements as are more fully set forth in the Agreement of Limited Partnership.

8. No Limited Partner may terminate his membership in the Limited Partnership at any time or upon any event. A General Partner may terminate his interest in the Limited Partnership by giving written notice to the other Partners.

9. No Partner has the right to demand and receive distributions of property, other than cash, from the Limited Partnership. However, in the event of the liquidation of the Partnership, a Partner may have the right to receive distributions in cash or in kind as determined by the General Partner.

10. No Partner has any right to receive, nor does the General Partner have any right to distribute to a Partner, amounts which include a return of all or any part of the Partner's contribution.

11. The following events constitute the events upon the happening of which the Limited Partnership is to be dissolved and its affairs wound up. The earliest to occur of the following:

(a) An event of withdrawal of a General Partner hereof, as defined in 1973 C.R.S. § 7-62-402, as amended, unless at the time there is at least one other General Partner and such remaining General Partner elects, within sixty (60) days after said event of withdrawal, to continue the business of the Partnership, or if there is no remaining General Partner, the Partnership is not dissolved and is not required to be wound up by reason of any event of withdrawal if, within ninety (90) days after the withdrawal, all Partners agree in writing to continue the business of the Limited Partnership and to the appointment of one or more additional General Partners if necessary or desired. Said agreement to continue and the appointment of one or more additional General Partners shall be by unanimous consent of the Partners;

(b) The thirtieth (30th) anniversary of the date contained in the caption of this instrument;

(c) Written consent of all Partners; or

(d) Entry of Decree of Judicial Dissolution under 1973 C.R.S. § 7-62-802, as amended.

12. No other matters are desired to be included herein.

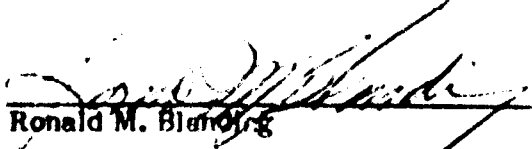
IN WITNESS WHEREOF, we have hereunto set our hands and seal this 22 day of July, 1982.

"GENERAL PARTNERS"

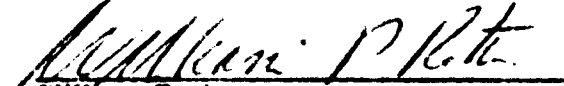
DENVER GOLD FOOTBALL CLUB, INC.
A Colorado Corporation


By: 

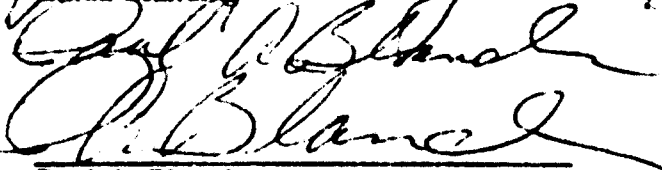

"LIMITED PARTNERS"



Ronald M. Blanding

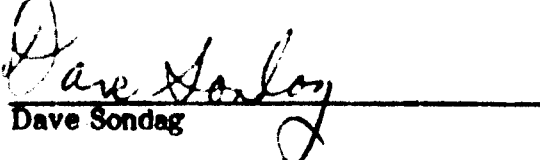

Michael Blanding


William Roth


Linda Blanding

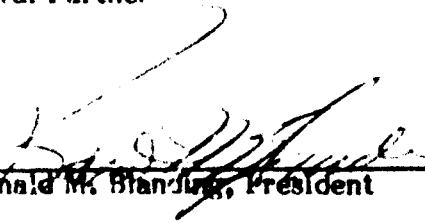
 A.K.A.

Paul A. Blanding


Darcy Sondag


Dave Sondag

I, Ronald M. Blanding, President of the General Partner of Denver Gold Football Team, Ltd. sign my name to this Certificate of Limited Partnership, and being first duly sworn, do hereby declare to the undersigned authority that I affirm under the penalties of perjury that the facts stated herein are true.

Denver Gold Football Club, Inc.,
General Partner

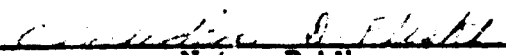
By: 
Ronald M. Blanding, President

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Subscribed, sworn to and acknowledged before me on this _____ day of _____, 198____, by _____ on behalf of Denver Gold Football Club, Inc., a Colorado Corporation as General Partner of Denver Gold*Ltd., a Colorado Limited Partnership.

*Football Team,

WITNESS my hand and official seal.


Notary Public

Business Address:

4000 Cass St
Denver, CO 80202

My Commission Expires:

3-12-86

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Subscribed, sworn to and acknowledged before me on this 27th day of July, 1982, by Ronald M. Blanding, as Limited Partner of Denver Gold*Ltd., a Colorado Limited Partnership.

*Football Team,
WITNESS my hand and official seal.

[Signature]
Notary Public

Business Address:
[Address]

My Commission Expires:
[Date]

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Subscribed, sworn to and acknowledged before me on this 27th day of July, 1982, by Michael Blanding, as Limited Partner of Denver Gold*Ltd., a Colorado Limited Partnership.

*Football Team,
WITNESS my hand and official seal.

[Signature]
Notary Public

Business Address:
[Address]

My Commission Expires:
[Date]

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Subscribed, sworn to and acknowledged before me on this 10/11 day
of July, 1982, by Darcy Sondag, as Limited Partner of Denver
Gold*Ltd., a Colorado Limited Partnership.

*Football Team,

WITNESS my hand and official seal.

Christine J. White
Notary Public

Business Address:

490 Cass St
Denver, Colorado

My Commission Expires:

3/23

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Subscribed, sworn to and acknowledged before me on this 10/11 day
of July, 1982, by Paul A. Blanding, as Limited Partner of
Denver Gold*Ltd., a Colorado Limited Partnership.

*Football Team,

WITNESS my hand and official seal.

Christine J. White
Notary Public

Business Address:

490 Cass St
Denver, Colorado

My Commission Expires:

3/23

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Subscribed, sworn to and acknowledged before me on this 11th day
of July, 1982, by Dave Sondag, as Limited Partner of Denver
Gold*Ltd., a Colorado Limited Partnership.
*Football Team,

WITNESS my hand and official seal.

Donald D. Hill
Notary Public

Business Address:

4822 1/2 St
Denver, Colorado

My Commission Expires:

3/22/86