

THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF

MERCY HOUSING II LIMITED PARTNERSHIP

STATE OF IDAHO)
) ss.
County of Ada)

JAN 25 2 47 PM '88
SECRETARY OF STATE

The undersigned General Partners of Mercy Housing II Limited Partnership for themselves and as attorney-in-fact for the Limited Partners, desiring to further amend the Certificate of Limited Partnership filed with the Idaho Secretary of State on October 25, 1982 as Filing No. L00172, and the Amendments thereto as filing Nos. L00172-a and L00172-b (collectively the "Certificate"), to acknowledge the withdrawal of a General Partner, hereby certify as follows:

1. The withdrawing General Partner is DBSI Inc.
2. The withdrawal of General Partner DBSI Inc. is effective as of September 21, 1987.

§ Dated, executed and sworn to this 25th day of January, 1987, Boise, Idaho.

DBSI Housing Inc.
(General Partner)

By: Mark A. Ellison
Secretary-Treasurer

DBSI Inc.
(Withdrawing General Partner)



By: Douglas L. Swenson
President

Pursuant to the special power of attorney granted to the General Partners in Article VII of the Articles of Limited Partnership of Mercy Housing II Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of all the Limited Partners as follows: Richard A. Blott, Lee R. Bondurant, John A. Catey, Wayne L. & Teresa W. Coleman, Paul I. Corddry, Eugene C. Dorsey, Bryce C. Gochmour, Peter S. Helming, Gerald D. Herrick, James A. Lilly, Stanley W. Moss, Edward J. Mulick, Gerald G. Overly, Elizabeth Jane Parker, Robert K. Pedersen, W. Brent Robinson, Robert W. & Marcia J. Frazier Rolf, Gerald R. Rudd, Charles B. Strauss, Jr., Wayne L. Thiessen, Donald E. Walker, Troy B. Watkins, Jr., and Margaret N. Watkins.

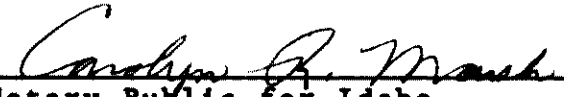
DBSI Housing Inc.


By: Mark A. Ellison
Secretary-Treasurer

STATE OF IDAHO)
) ss
County of Ada)

On this 25th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared MARK A ELLISON, known to me to be the SECRETARY-TREASURER of DBSI HOUSING INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument.

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 Idaho
Residence: Boise, Idaho
My commission expires: Feb. 1, 1994

STATE OF IDAHO)

County of Ada) ss

On this 25th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared DOUGLAS L. SWENSON, known to me to be the PRESIDENT of DBSI INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument as withdrawing General Partner of Mercy Housing II Limited Partnership.

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

Carlyne B. Marsh
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: Feb. 1, 1994

STATE OF IDAHO)

County of Ada) ss

On this 25th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared MARK A. ELLISON, known to me to be the SECRETARY-TREASURER of DBSI HOUSING INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument for and in behalf of all the limited partners by special power of attorney as a General Partner of Mercy Housing II Limited Partnership.

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

Carlyne B. Marsh
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: Feb. 1, 1994