

JUL 17 4 25 PM '87

SECRETARY OF STATE

FIRST AMENDMENT TO

CERTIFICATE AND AGREEMENT OF

LIMITED PARTNERSHIP OF GREENSIDE ASSOCIATES

THIS AMENDMENT, Made and entered into this 15TH day of August, 1986, by and between JAMES R. TOMLINSON, THOMAS E. DILLON and GERALD C. BAUMAN, as general partners (hereinafter referred to as the "General Partners"), and JACK MOON, GEORGE R. ALLEN, M.D., and DAVID L. MATHESON, M.D., as limited partners (hereinafter referred to as the "Limited Partners"), whose addresses are set forth on the signature page hereof opposite their respective signatures.

1. References in this Agreement to the Certificate and Agreement of the Limited Partnership of Greenside Associates are to that document so styled and executed by the foregoing Limited Partners and James T. Kane and Richard E. Geselle as general partners dated December 31, 1980, which is hereby confirmed, ratified and approved, except as expressly set forth in this Agreement.

2. Thomas E. Dillon, Gerald C. Bauman and James R. Tomlinson are hereby substituted for James T. Kane and Richard E. Geselle as the General Partners of the partnership effective May 7, 1986.

3. The following General Partners shall have the percentage interest in the partnership's income, profits, gains and losses and distributions as set forth below:

General Partner

Percentage


James R. Tomlinson	7.666%
Gerald C. Bauman	7.666%
Thomas E. Dillon	7.666%


4. The partnership's managing General Partner and the resident agent and his address is: James R. Tomlinson, Suite 501, IB&T Center, Boise, Idaho 83701.

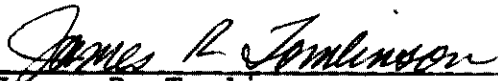
5. The undersigned General Partners, and each of them, agree to be bound by the provisions of the Limited Partnership dated December 31, 1980, the Regulatory Agreement of same date, and all other rules and regulations of the Idaho Housing Agency applicable to the partnership.

6. The undersigned Limited Partners, and each of them, hereby approve the substitution of Thomas E. Dillon, Gerald C. Bauman and James R. Tomlinson as General Partners of the partnership, who shall not be liable for any acts, deeds or omissions of the prior General Partners, James T. Kane and Richard E. Geselle.


GENERAL PARTNERS:

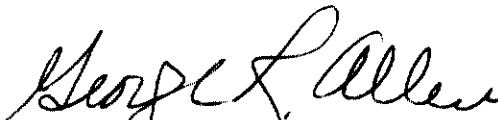

Thomas E. Dillon
Route 9, Box 168A
Caldwell, Idaho 83701



Gerald C. Bauman
910 East Ash
Caldwell, Idaho 83605


James R. Tomlinson
Suite 501, IB&T Center
Boise, Idaho 83701

LIMITED PARTNERS:


Jack Moon
8785 Springhurst Drive
Boise, Idaho 83704


George R. Allen
1324 Fairview Avenue
Caldwell, Idaho 83605


David L. Matheson
West Linden Street
Caldwell, Idaho 83605