

FEB 18 3 56 PM '88  
AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP  
OF SECRETARY OF STATE

WARM SPRINGS WOODS, A DEVELOPMENT,  
A LIMITED PARTNERSHIP

1. The name of the limited partnership is Warm Springs Woods, A Development, A Limited Partnership.

2. The original Certificate of Limited Partnership of Warm Springs Woods, A Development, A Limited Partnership, was filed with the Secretary of State for the State of Idaho on the 10th day of February, 1988.

3. The original Certificate of Limited Partnership of Warm Springs Woods, A Development, A Limited Partnership, is hereby amended in the following particulars:

A. The name of the registered agent for service of process is Adelaide McLeod, whose address is 1403 W. Franklin, Boise, Idaho 83702.

B. Adelaide McLeod, a married woman, whose address is 1403 W. Franklin, Boise, Idaho 83702, is hereby admitted as a General Partner in Warm Springs Woods, A Development, A Limited Partnership.

C. Simpson Builders, Inc., of 4813 Outlook Avenue, Boise, Idaho 83703, hereby withdraws as a General Partner in Warm Springs Woods, A Development, A Limited Partnership.

D. Adelaide McLeod is substituted as a General Partner in Warm Springs Woods, A Development, A Limited Partnership, in place of Simpson Builders, Inc.

E. Warm Springs Woods, A Development, A Limited Partnership, shall continue as a limited partnership pursuant to Idaho Code Section 53-244(3).

F. Adelaide McLeod has purchased the general partnership interests of Simpson Builders, Inc. and is hereby substituted as General Partner in Warm Springs Woods, A Development, A Limited Partnership, in the place of Simpson Builders, Inc., and Adelaide McLeod's contributions to capital and right, title and interest in and to the subject matter of Warm Springs Woods, A Development, A Limited Partnership, shall hereinafter be the same as those formerly of Simpson Builders, Inc. under and pursuant to the terms and conditions of the original Certificate of Limited Partnership of Warm Springs Woods, A Development, A Limited Partnership, filed on the 10th day of February, 1988.

G. The name "Adelaide McLeod" is substituted for the name "Simpson Builders, Inc." in each place where reference is made to Simpson Builders, Inc. in the original Certificate of Limited Partnership of Warm Springs Woods, A Development, A Limited Partnership.

H. Paragraph 11 of the original Certificate of Limited Partnership of Warm Springs Woods, A Development, A Limited Partnership, is amended to read as follows:

Warm Springs Woods is to be dissolved upon the first of any of the following events: (1) the resignation, withdrawal, removal or retirement of the general partner, or the death or insanity of Adelaide McLeod; (2) the vote to dissolve by the limited partners owning a

majority of the partnership interests and delivery of written notice of such vote to the general partner after June 6, 1989; (3) the expiration of the term of Warm Springs on June 8, 2035; (4) the sale, transfer or other irrevocable disposition of all of the property of Warm Springs; or (5) all of the projects in which Warm Springs has an interest, direct or indirect, shall cease the active conduct of business.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Certificate of Limited Partnership of Warm Springs Woods, A Development, A Limited Partnership, as of this 18th day of February, 1988.

SIMPSON BUILDERS, INC.,  
withdrawing General Partner

By

Marvin Simpson  
Marvin Simpson, President

Adelaide McLeod  
Adelaide McLeod, an individual,  
substituted General Partner

IREDALE FAMILY TRUST

By

Richard Iredale  
Richard Iredale

By

Lois Iredale  
Lois Iredale

MCLEOD REALTY, INC.

By

Adelaide McLeod  
Adelaide McLeod, President

MCLEOD REALTY PROFIT SHARING PLAN

By

Adelaide McLeod  
Adelaide McLeod, Trustee

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

On this 29th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared MARVIN SIMPSON, known or identified to me to be the president of SIMPSON BUILDERS, INC., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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.

Diana J. Gustafson  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My commission expires: 4-27-91

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

On this 29th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared ADELAIDE McLEOD, an individual, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she 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.

Diana J. Gustafson  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My commission expires: 4-27-91

STATE OF CALIFORNIA )  
 ) ss.  
County of RIVERSIDE )

On this First day of February, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared RICHARD IREDALE, known or identified to me to be the person whose name is subscribed to the within instrument as Trustee for IREDALE FAMILY TRUST, and acknowledged to me that he executed the same as such Trustee for IREDALE FAMILY TRUST.

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



*Mary M. Freestone*  
\_\_\_\_\_  
NOTARY PUBLIC for California  
Residing at: Palm Desert  
My commission expires: 3/28/90

STATE OF CALIFORNIA )  
 ) ss.  
County of RIVERSIDE )

On this First day of February, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared LOIS IREDALE, known or identified to me to be the person whose name is subscribed to the within instrument as Trustee for IREDALE FAMILY TRUST, and acknowledged to me that she executed the same as such Trustee for IREDALE FAMILY TRUST.

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



*Mary M. Freestone*  
\_\_\_\_\_  
NOTARY PUBLIC for California  
Residing at: Palm Desert  
My commission expires: 3/28/90

STATE OF IDAHO       )  
                              )  
County of Ada        ) ss.

On this 29th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared ADELAIDE McLEOD, known or identified to me to be the president of McLEOD REALTY, INC., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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.

Sharon J. Gustafson  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My commission expires: 4-27-91

STATE OF IDAHO       )  
                              )  
County of Ada        ) ss.

On this 29th day of January, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared ADELAIDE McLEOD, known or identified to me to be the person whose name is subscribed to the within instrument as Trustee for McLEOD REALTY PROFIT SHARING PLAN, and acknowledged to me that she executed the same as such Trustee for McLEOD REALTY PROFIT SHARING PLAN.

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

Sharon J. Gustafson  
NOTARY PUBLIC for Idaho  
Residing at Boise, Idaho  
My commission expires: 4-27-91