

FIFTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

DEC 29 11 18 AM '88

MERCY HOUSING I LIMITED PARTNERSHIP SECRETARY OF STATE

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

The undersigned General Partner of Mercy Housing I 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 February 5, 1982 as Filing No. L00012 and all amendments thereto, (collectively the "Certificate") to acknowledge the change in ownership of one limited partnership unit, hereby certify as follows:

1. The ownership of one limited partnership unit has been changed from Richard A. Blott to Richard A. Blott and Ann B. Oldfather.
2. The changes enumerated in this Amendment became effective as of November 10, 1988.

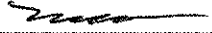
Dated, executed and sworn to this 29<sup>th</sup> day of Dec., 1988, Boise, Idaho.

DBSI Housing Inc.  
(General Partner)

\_\_\_\_\_  
By: Mark A. Ellison  
Secretary-Treasurer

Pursuant to the special power of attorney granted to the General Partners in Article VII of the Articles of Limited Partnership of Mercy Housing I Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of all the Limited Partners as follows: Fredric W. Birkeland, Richard A. Blott and Ann B. Oldfather, Lee R. Bondurant, Wayne Coleman, Paul I. Corddry, James D. & Diane M. Foote, Nicholas C. Gagliardi, Ralph M. Gagliardi, Marc M. Iseri, Carter A. Martin, Harold G. McGee, Lynn McGlothlin, Edward J. Mulick, Elizabeth Jane Parker, Charles Robertson, James W. Smith, Allison C. Sedgwick, and Ray M. Thorpe.

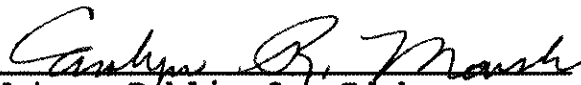
DBSI Housing Inc.

  
By: Mark A. Ellison  
Secretary-Treasurer

STATE OF IDAHO       )  
                              ) ss  
County of Ada        )

On this 29<sup>th</sup> day of Dec., 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 )  
 ) ss  
County of Ada )

DEC 29 11 18 AM '88  
SECRETARY OF STATE

On this 29<sup>th</sup> day of Dec., 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 I 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.

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