

SEVENTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
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 OF SEC. OF STATE
 LEISURE VILLAGE LIMITED PARTNERSHIP AM 8 54
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STATE OF IDAHO)
)
) ss.
 County of Ada)

The undersigned General Partners of Leisure Village 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 October 13, 1983 as Filing No. L00469 and all amendments thereto, (collectively the "Certificate") to acknowledge the assignment of one limited partnership unit, hereby certify as follows:

1. The ownership of one limited partnership unit has been transferred from Wilbur D. Vincent to The Wilbur D. and Carol J. Vincent Trust, WestOne Trust, Trustee.
2. Wilbur D. Vincent has withdrawn as a Limited Partner.
3. The Wilbur D. and Carol J. Vincent Trust has been admitted as a Limited Partner.
4. The Certificate, as above described, is hereby further amended to reflect the current names, current addresses and total contributions of all of the General Partners and Limited Partners of the Partnership as follows:

| <u>Name</u> | <u>Address</u> | <u>Contribution</u> |
|--|--|---------------------|
| Tomlinson Realty Investment (General Partner) | P. O. Box 108 Boise, ID 83701 | \$ 0 |
| DBSI Housing Inc. (General Partner) | 1070 N. Curtis Rd., Suite 270 Boise, ID 83706 | \$ 0 |
| Dr. S. Hugh Atchley | 2900 Leisure Drive Boise, ID 83704 | \$ 26,500 |
| John H. & Sylvia E. Baldwin | 1818 N. 29th Street Boise, ID 83702 | \$ 53,000 |
| Mr. Richard A. Blott | 2524 Wendell Avenue Louisville, KY 40205 | \$ 53,000 |
| Mr. Lee R. Bondurant | P.O. Box 3481 Sunriver, OR 97707 | \$ 26,500 |

| | | |
|----------------------------------|---|------------|
| Dr. Paul Calvin Collins | 206 East Elm Caldwell, ID 83605 | \$ 53,000 |
| Dr. Joseph G. Daines, Jr. | 3122 Edson Terrace Boise, ID 83705 | \$ 53,000 |
| Dr. Hugh E. Eddy | 211 E. Oak Street Caldwell, ID 83605 | \$ 26,500 |
| Dr. William B. Goodman | 240 S. 18th St. Pocatello, ID 83201 | \$ 106,000 |
| Mr. Peter S. Helming | 2037 White Pine Lane Boise, ID 83706 | \$ 53,000 |
| Dr. Peter A. Langhus | 2003 North Beach Boise, ID 83706 | \$ 26,500 |
| Mr. Thomas D. McIntyre | 828 E. Pennsylvania Drive Boise, ID 83706 | \$ 26,500 |
| Dr. Edward J. Mulick | 4001 Delmonte Drive Boise, ID 83704 | \$ 53,000 |
| Dr. Gerald G. Overly | 5179 Fifeshire Boise, ID 83704 | \$ 53,000 |
| Mr. Larry Parberry | 5926 East Jamison Place Englewood, CO 80112-2475 | \$ 26,500 |
| Mr. D. Grant Peacock | 2120 One Mellon Bank Center Pittsburgh, PA 15219 | \$ 53,000 |
| Mr. W. B. Quisenberry | P.O. Box 40 Vale, OR 97918 | \$ 106,000 |
| Mr. Robert S. Richards | 309 E. Highland View Dr. Boise, ID 83702 | \$ 53,000 |
| J. Keith and Bobbie S. Robertson | 10094 Bannor Hill Circle Sandy, UT 84092 | \$ 26,500 |
| Dr. James W. Smith | 1024 Parkhill Drive Boise, ID 83702 | \$ 53,000 |
| Dr. Thomas D. Tilden | 1070 N. Curtis Rd., Suite 150 Boise, ID 83706 | \$ 26,500 |
| Dr. John B. Tweeten | 2929 Mtn. Shadow Road Boise, ID 83702 | \$ 53,000 |

The Wilbur D. and Carol J.
Vincent Trust

P.O. Box 7928
Boise, Idaho 83707

\$53,000

Dated, executed and sworn to this 31 day of December, 1990,
Boise, Idaho.

DBSI Housing Inc.
(General Partner)


By: Charles E. Hassard
Vice President -
Partnership Operations

Pursuant to the special power of attorney granted to the General Partners in Article XVIII of the Articles of Limited Partnership of Leisure Village Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of all the Limited Partners as follows: S. Hugh Atchley, Lee R. Bondurant, Paul Calvin Collins, Joseph G. Daines, Jr., Hugh E. Eddy, William B. Goodman, Peter S. Helming, Peter A. Langhus, Thomas D. McIntyre, Edward J. Mulick, Gerald G. Overly, Larry Parberry, D. Grant Peacock, W.B. Quisenberry, Robert S. Richards, J. Keith and Bobbie S. Robertson, James W. Smith, Thomas D. Tilden, John B. Tweeten, Wilbur D. Vincent, Richard A. Blott, John H. & Sylvia E. Baldwin, and The Wilbur D. and Carol J. Vincent Trust.

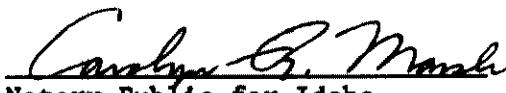
DBSI Housing Inc.


By: Charles E. Hassard
Vice President -
Partnership Operations

STATE OF IDAHO)
)
) ss
County of Ada)

On this 31 day of December, 1990, before me, the undersigned,
a Notary Public in and for said State, personally and individually appeared
CHARLES E. HASSARD, known to me to be the VICE PRESIDENT - PARTNERSHIP
OPERATIONS 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.

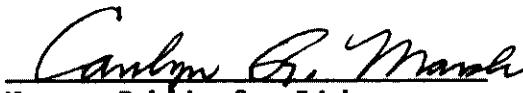


Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: Feb. 1 1994

STATE OF IDAHO)
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County of Ada)

On this 31 day of December, 1990, before me, the undersigned,
a Notary Public in and for said State, personally and individually appeared
CHARLES E. HASSARD, known to me to be the VICE PRESIDENT - PARTNERSHIP
OPERATIONS 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
Leisure Village 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.



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