

SEP 12 2 34 PM '85  
SECRETARY OF STATE

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SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP  
SECRETARY OF  
OF

MADISON PARK LIMITED PARTNERSHIP

STATE OF IDAHO )  
 ) ss.  
County of Ada )

The undersigned General Partners for themselves and as attorney-in-fact for the Limited Partners herein described, desiring to amend the Certificate of Limited Partnership filed with the Idaho Secretary of State July 26, 1983 as Filing No. L00401 and the Amendment to Certificate of Limited Partnership filed with the Idaho Secretary of State October 12, 1983 as Filing No. L00401-a (collectively the "Certificate") to acknowledge the addition of a General Partner and a Limited Partner and to reflect the current addresses of the General Partners and Limited Partners, hereby certify as follows:


1. The name of the limited partnership is Madison Park Limited Partnership.
2. The General Partner being added is DBSI Housing Inc., effective as of November 18, 1985.
3. The additional Limited Partner is Margaret N. Watkins, effective as of October 4, 1985.
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>Place of Residence or Business</u>	<u>Contribution</u>
DBSI Inc. (General Partner)	1070 N. Curtis Rd. Suite 270 Boise, Idaho 83706	0
Tomlinson Realty Investment (General Partner)	P. O. Box 108 Boise, Idaho 83701	0
DBSI Housing Inc. (General Partner)	1070 N. Curtis Rd. Suite 270 Boise, Idaho 83701	0


John A. Catey (Limited Partner)	9900 Los Ranchitos Boise, Idaho 83709	\$49,000
Terry L. Gustavel (Limited Partner)	5532 Randolph Drive Boise, Idaho 83704	\$49,000
Gerald D. Herrick (Limited Partner)	2173 Bluestem Lane Boise, Idaho 83706	\$49,000
Peter A. Langhus (Limited Partner)	2003 North Beach Boise, Idaho 83704	\$49,000
Stanley W. Moss (Limited Partner)	4297 Nystrom Way Boise, Idaho 83704	\$49,000
Allen J. Murphy (Limited Partner)	1771 Laguna Drive Idaho Falls, ID 83401	\$49,000
Gerald G. Overly (Limited Partner)	5179 Fifeshire Boise, Idaho 83704	\$49,000
W. B. Quisenberry (Limited Partner)	P. O. Box 40 Vale, Oregon 97918	\$98,000
Troy B. Watkins (Limited Partner)	1030 Parkhill Drive Boise, Idaho 83702	\$24,500
Margaret N. Watkins (Limited Partner)	190 E. Bannock Boise, Idaho 83712	\$24,500

The additions and changes enumerated in this Amended Certificate become effective as of the dates stated hereinabove.

DBSI Inc.  
(General Partner)

  
By: Mark A. Ellison  
Secretary-Treasurer


Tomlinson Realty Investment  
(General Partner)

  
By: James R. Tomlinson

DBSI Housing Inc.  
(General Partner)

  
By: Douglas L. Swenson  
President

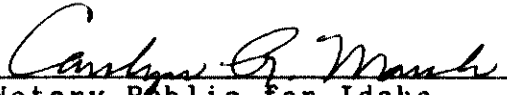
Margaret N. Watkins,  
Additional Limited Partner

  
By: Mark A. Ellison,  
Sec.-Treas. of DBSI Inc.,  
General Partner, by  
special power of attorney

STATE OF IDAHO       )  
                              ) ss  
County of Ada        )

On this 29<sup>th</sup> day of August, 1986, 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 INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of Madison Park 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, 1988

STATE OF IDAHO       )  
                              ) ss.  
County of Ada        )

On this 24th day of August, 1986, before me, a Notary Public in and for said State, personally appeared JAMES R. TOMLINSON, known to me to be a GENERAL PARTNER of TOMLINSON REALTY INVESTMENT, an Idaho general partnership, and that he, as such General Partner, being authorized so to do, executed the foregoing instrument in said partnership name.

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

Shen Miller  
Notary Public for Idaho  
Residence: Boise, Idaho  
My commission expires: 7/1/91

STATE OF IDAHO       )  
                              ) ss  
County of Ada        )

On this 29th day of August, 1986, 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 HOUSING INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of Madison Park Limited Partnership.

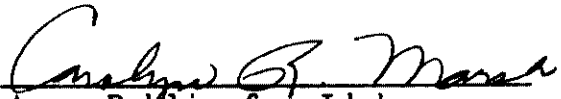
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Carolyn B. March  
Notary Public for Idaho  
Residence: Boise, Idaho  
My commission expires: Feb. 1, 1988

STATE OF IDAHO       )  
                              ) ss  
County of Ada        )

On this 29<sup>th</sup> day of August, 1986, 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 INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument for and in behalf of MARGARET N. WATKINS by special power of attorney as a General Partner of Madison Park 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.

  
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Notary Public for Idaho  
Residence: Boise, Idaho  
My commission expires: Feb. 4, 1988

Pursuant to the special power of attorney granted to the General Partners in Article XVIII of the Articles of Limited Partnership of Madison Park Limited Partnership, the General Partner DBSI Inc., hereby executes this Certificate for and in behalf of the following Limited Partners: John A. Catey, Terry L. Gustavel, Gerald D. Herrick, Peter Langhus, Stanley W. Moss, Allen J. Murphy, Gerald G. Overly, W. B. Quisenberry, Troy B. Watkins, and Margaret N. Watkins.

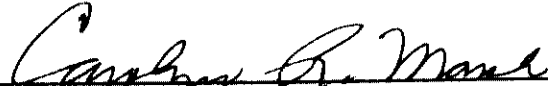
DBSI Inc.

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

STATE OF IDAHO            )  
                                  ) ss  
County of Ada            )

On this 29<sup>th</sup> day of August, 1986, 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 INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of Madison Park 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, 1988