

THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
FEB 10 1988
OF SECRETARY OF STATE

DBSI/TRI XII LIMITED PARTNERSHIP

STATE OF IDAHO)
) ss.
County of Ada)

The undersigned General Partners of DBSI/TRI XII Limited Partnership for themselves and as attorney-in-fact for the Limited Partners, desiring to amend the Certificate of Limited Partnership filed with the Idaho Secretary of State August 13, 1985 as Filing No. L00981, and the Amendments thereto identified as Filings No. L00981-a, L00981-b (collectively the "Certificate") to acknowledge the withdrawal of a General Partner hereby certify as follows:

1. The withdrawing General Partner is DBSI Inc.
2. The withdrawal of General Partner DBSI Inc. is effective as of September 21, 1987.

Dated, executed and sworn to this 5th day of February, 1988, Boise, Idaho.

DBSI Housing Inc.
(General Partner)


By: Mark A. Ellison
Secretary-Treasurer

Tomlinson Realty Investment II
(General Partner)


By: James R. Tomlinson

DBSI Inc.
(Withdrawing General Partner)



By: Douglas L. Swenson
President

Pursuant to the special power of attorney granted to the General Partners in Article XI of the Articles of Limited Partnership of DBSI/TRI XII Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of the following Limited Partners: S. Hugh Atchley, Richard A. Blott & Ann B. Oldfather, Lowell D. Browning Associates, Arlen L. Chaney, Samuel W. Coil, Larry and Connie Creek, Craig S. Darsie, Michael F. Donnelly, A. Dale Dunn, Michael A. Erickson, John A. Fahnestock, Dr. Bradley L. Johnson, Jon R. Kattenhorn, Paul McGee, Catherine R. Mitchell, John G. Morley, Dr. Thomas C. and Jeanne Patterson, W.O. and Evelyn Randolph, Larry and Linda Rule, Charles B. Strauss, Jr., John Stuart, Jr., George L. and Rosalie Whyel, Jr., and Charles L. Williams.

DBSI Housing Inc.



By: Mark A. Ellison
Secretary-Treasurer

STATE OF IDAHO)
) ss
County of Ada)

On this 5th day of February, 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.

Carlyne R. Marich
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: _____

STATE OF IDAHO)
) ss.
County of Ada)

On this 1st day of February, 1988, 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 II, 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.

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

STATE OF IDAHO)
)
County of Ada)

On this 5th day of February, 1988, 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 INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument as withdrawing General Partner of DBSI/TRI XII 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

STATE OF IDAHO)
)
County of Ada)

On this 5th day of February, 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 DBSI/TRI XII 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