



**Department of State.**

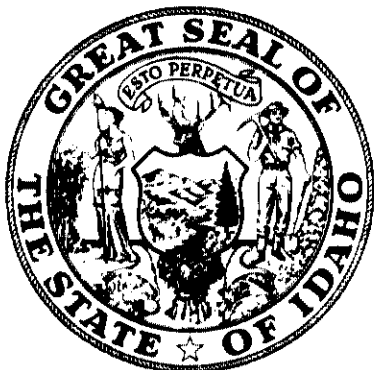
**CERTIFICATE OF REGISTRATION  
OF**

**PHILLIPPI PLAZA INVESTORS, LIMITED PARTNERSHIP**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PHILLIPPI PLAZA INVESTORS, LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to PHILLIPPI PLAZA INVESTORS, LIMITED PARTNERSHIP to transact business in this State under the name PHILLIPPI PLAZA INVESTORS, LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **September 13, 1982**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

SEP 13 9 56 AM '82

SEP 13 9 56 AM '82

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is Phillippi Plaza Investors, Limited Partnership
2. The name which it shall use in Idaho is Phillippi Plaza Investors, Limited Partnership
3. It is organized under the laws of California
4. The date of its formation is July 1, 1979
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 2711 Garden Road, Monterey, CA 93940
6. The name and street address of its proposed registered agent in Idaho are Henry E. Houst Jr., 200 N. 3rd., Ste. 202, Boise 83702
7. The general character of the business it proposes to transact in Idaho is:  
The operation of apartment units located at 5453 Franklin Road, Boise, Idaho, for investment and the production of income.
8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

[illegible]

(continued on reverse)

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

Dated June 28, 19 82

PERRY M. DI LORETO

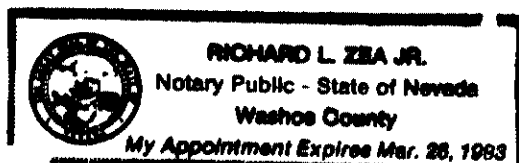
By

A General Partner

STATE OF Nevada )  
COUNTY OF Washoe ) ss:

I, Richard L. Zea Jr., a notary public, do hereby certify that on this 28th day of June, 19 80, personally appeared before me Perry M. Di Loreto, who being by me first duly sworn, declared that he is a general partner of Phillippi Plaza Investors

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.



Richard L. Zea Jr.  
Notary Public

~~221-11111111 Rd.~~  
Monterey, CA 93940  
(408) 848-4400

DAVID DILORETO  
DILORETO CONST. INC.  
90 W. GROVE ST. SUITE 500  
RENO, NV. 89509

27498  
REEL 1570 PAGE 621  
RECORDED AT REQUEST OF  
ATTORNEY  
AUG 9 10 59 AM '82  
OFFICE OF RECORDER  
COUNTY OF MONTEREY  
SALINA, CALIFORNIA  
627498

SEP 13 9 51 AM '82  
G 32412

PHILLIPPI PLAZA INVESTORS  
CERTIFICATE OF LIMITED PARTNERSHIP

This Certificate of Limited Partnership is prepared and recorded under section 15502 of the California Corporations Code.

I

The name of this partnership is PHILLIPPI PLAZA INVESTORS.

II

The character of the business of the partnership is the acquisition of that certain real property described on the Schedule C attached hereto, and the operation of apartment units located thereon for investment and the production of income.

III

The location of the principal place of business of the partnership is 2711 Garden Road, Monterey, California 93940.

IV

The name and place of residence of each member of the partnership are as shown on the Schedule A, and the Schedule B attached hereto.

V

The partnership shall commence on July 1, 1979 and continue for forty (40) years from the commencement date.

VI

The amount of cash contributed by each limited partner is as shown on the Schedule B attached hereto.

VII

No additional contributions are agreed to be made by any of the limited partners.

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NEW 1426 PAGE 192

No time is agreed on when the contribution of any limited partner is to be returned.

## IX

A share of the profits of the partnership or other compensation by way of income, which each limited partner shall receive by reason of his contribution, is as shown on the Schedule B attached hereto.

## X

No limited partner has the right to sell or otherwise transfer or encumber his partnership interest, or any part thereof, except upon the following terms and conditions, and under the following circumstances: the interest of a limited partner, or any part thereof, which he desires to sell or otherwise transfer, may be transferred:

- A. To the partnership or any other partner;
- B. To any third person or persons not a member of the partnership, subject to the following provisions and conditions:

If the interest, or any part thereof, purchased is that of a limited partner, said purchasers shall thereupon become a substituted or additional limited partner in the partnership upon the consent of the general partners, which consent shall not be unreasonably withheld.

## XI

Additional limited partners may be admitted on the following terms and conditions: In the event additional capital funds, over and above the total capital contribution set forth in the Schedule A and Schedule B attached hereto are required, the general partners have the right to make an offering to admit new limited partners for the purpose of obtaining additional capital; provided, however, that prior to the admission of any additional limited partners, the new partnership interest shall be offered to each of the existing limited partners in writing at the price and on the terms which the general partners have determined the interest should be sold, and each of said limited partners shall have a period of fifteen (15) days from deposit in the United States mail within which to accept said offer in full or in part, on said proposed terms, in writing. Said offer shall be made on a pro-rata basis, determined in accordance with the fractional interest that each of said limited partner's interest in the partnership bears to the total limited partnership interest. If all of the interest being offered for sale is not disposed of under such apportionment, each offeree desiring to purchase a portion of the remaining interest in excess of his proportionate share thereof as above provided, shall be entitled to purchase a portion of the remaining interest which remains thus undisposed of as his interest

in the partnership determined as set forth above, bears to the interest in the partnership, so determined of all the partners desiring to purchase portions of the remaining interest in excess of their proportionate share thereof as above provided. If none, or only a portion of the interest so offered has been purchased by the other partners within the time required above, then the general partners may sell the unpurchased interest to new limited partners during the three (3) month period next following the expiration of the last fifteen (15) day period referred to above, but not at a price lower than the proposed price (pro-rata, in case a portion of the proposed interest is sold) and not on terms more favorable to the purchaser than the proposed terms. After the expiration of the three (3) month period, no portion of the new interest shall be sold without being first offered to each of the limited partners in accordance with the provisions set forth above. The incoming limited partners shall be admitted with full rights of the existing limited partners, and an amendment to the certificate of limited partnership shall thereafter be executed.

## XII

No right is given any limited partner to priority over other limited partners as to return of contributions or as to compensation by way of income.

## XIII

On the death of both general partners the business may be continued if the limited partners elect to appoint a new general partner and to continue the business thereunder. Said election may be made only by a unanimous vote of the limited partners.

On the retirement or insanity of a general partner, the business may be continued by the remaining general partner or partners.

## XIV

No right is given a limited partner to demand and receive property other than cash in return for his contribution.

## SV

Without the written approval of limited partners possessing in the aggregate a fifty-one percent (51%) or greater interest in the capital of the partnership, no general partner may be removed.

The partnership may be dissolved upon the affirmative vote or written consent of those partners, limited and general, owning not less than fifty-one percent (51%) of the then outstanding total partnership interest in said partnership.

A general partner may be removed as such by a vote of those general and limited partners owning not less than fifty-one percent (51%) of the total partnership interests in the partnership. The sale of all or substantially all of the partnership property may not be made without the vote of limited partners

owning not less than fifty-one percent (51%) of the total interests in the partnership.

All or substantially all of the partnership property may be exchanged only upon the vote of those limited partners owning sixty-six percent (66%) of the interests in the partnership owned by the limited partners.

Unless otherwise agreed to by all of the partners, the method of depreciation to be used for all of the partnership's assets, both real and personal, shall be such as, in the opinion of the general partners, will afford the fastest "write-off" of said assets allowable by law.

XVI

Each of the partners constitutes and appoints Thomas F. Reiser and/or Perry M. DiLoreto as his or her true and lawful attorney in fact and empowers each of them to act for and in the place, name and stead of said undersigned in executing and recording the certificate of limited partnership. Thomas F. Reiser and/or Perry M. DiLoreto are further authorized to execute on behalf of each limited partner and record any amendment of said certificate of limited partnership which may be required as a result of a change in the membership of said limited partnership or as otherwise may be required by law.

XVII

The general partners, and each of them, are granted the express authority to execute on behalf of the partnership all documents necessary to carry out the purposes and business of the partnership, including, but not limited to, all contracts relating to construction or renovations of the improvements on the property, all leases of said improvements, all deeds, deeds of trust, promissory notes, escrow instructions and the like, executed within the course and scope of partnership activities.

DATED this 15<sup>th</sup> day of July, 1979.

PHILLIPPI PLAZA INVESTORS

GENERAL PARTNERS:

Thomas F. Reiser

Thomas F. Reiser

Perry M. DiLoreto

Perry M. DiLoreto

LIMITED PARTNERS:

Ballard T. Byers, by T. F. Reiser,

Ballard T. Byers, by T. F. Reiser,  
his attorney in fact

William T. Hallam, by T. F. Reiser,

William T. Hallam, by T. F. Reiser,  
his attorney in fact

PHILLIPPI PLAZA INVESTORS  
LIMITED PARTNERS (Continued):

REEL 1570 PAGE 625

John F. Waggoner by T.F. Reiser  
John F. Waggoner, by T. F. Reiser, his  
attorney in fact

W. J. Kwic by T.F. Reiser  
W. J. Kwic, dba Kwic Enterprises, by  
T. F. Reiser, his attorney in fact

Albert B. Solari by T.F. Reiser  
Albert B. Solari, by T. F. Reiser,  
his attorney in fact

George Solari by T.F. Reiser  
George Solari, by T. F. Reiser,  
his attorney in fact

Larry J. Barker by T.F. Reiser  
Larry J. Barker, by T. F. Reiser,  
attorney in fact

Jack Nathan by T.F. Reiser  
Jack Nathan, by T. F. Reiser, his  
attorney in fact

Tracy J. Reiser by T.F. Reiser  
Tracy J. Reiser, by T. F. Reiser,  
her attorney in fact

Robert B. & Metha H. Keeton by T.F. Reiser  
Robert B. & Metha H. Keeton, by T. F.  
Reiser, their attorney in fact

Perry M. DiLoreto, Administrator by T.F. Reiser  
Perry M. DiLoreto, Administrator, by  
T. F. Reiser, his attorney in fact

Hudson Black by T.F. Reiser  
Hudson Black, by T. F. Reiser,  
his attorney in fact

Harry J. & Rossana L. Kennedy by T.F. Reiser  
Harry J. & Rossana L. Kennedy, by  
T. F. Reiser, their attorney in fact

Ted E. James by T.F. Reiser  
Ted E. James, by T. F. Reiser, his  
attorney in fact

Harvey & Maryellen Eisenberg by T.F. Reiser  
Harvey & Maryellen Eisenberg, by  
T. F. Reiser, their attorney in fact

Richard W. Born by T.F. Reiser  
Richard W. Born, by T. F. Reiser,  
his attorney in fact

Milton C. Coburn by T.F. Reiser  
Milton C. Coburn, by T. F. Reiser,  
his attorney in fact

Robert L. Campbell by T.F. Reiser  
Robert L. Campbell, by T. F. Reiser,  
his attorney in fact

Steven A. Yost by T.F. Reiser  
Steven A. Yost, by T. F. Reiser,  
his attorney in fact

Robert A. Yost by T.F. Reiser  
Robert A. Yost, by T. F. Reiser,  
his attorney in fact

Evelyn Mary Yost by T.F. Reiser  
Evelyn Mary Yost, by T. F. Reiser,  
her attorney in fact

Gregory B. & Mary Yost Legrand by T.F. Reiser  
Gregory B. & Mary Yost Legrand, by T. F.  
Reiser, their attorney in fact



PHILLIPPI PLAZA INVESTORS  
LIMITED PARTNERS (Continued):

REEL 1570 PAGE 626

Edgar L. Lowe by T. F. Reiser  
Edgar L. Lowe, by T. F. Reiser, his  
attorney in fact

Robert Ghisletta by T. F. Reiser  
Robert Ghisletta, by T. F. Reiser,  
his attorney in fact

Jack H. Kimball by T. F. Reiser  
Jack H. Kimball, by T. F. Reiser,  
his attorney in fact

Kim Burtnett by T. F. Reiser  
Kim Burtnett, by T. F. Reiser,  
her attorney in fact

William H. Kimball, Trustee, by T. F. Reiser  
William H. Kimball, Trustee, by  
T. F. Reiser, his attorney in fact

James R. Campbell by T. F. Reiser  
James R. Campbell, by T. F. Reiser,  
his attorney in fact

Boise-Alameda Investors by T. F. Reiser  
Boise-Alameda Investors, by T. F.  
its attorney in fact

Loreto D. Loreto by T. F. Reiser  
Loreto DiLoreto, by T. F. Reiser,  
his attorney in fact

Bennet Riley by T. F. Reiser  
Bennet Riley, by T. F. Reiser, his  
attorney in fact

Edward Aguirre by T. F. Reiser  
Edward Aguirre, by T. F. Reiser,  
his attorney in fact

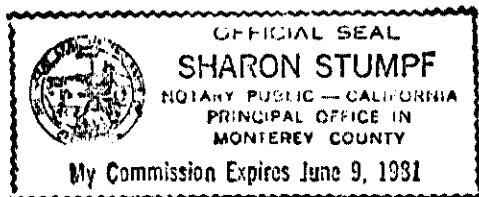
Robert L. Campbell Jr. by T. F. Reiser  
Robert L. Campbell Jr., by T. F.  
Reiser, his attorney in fact

REEL 1570 PAGE 627

STATE OF CALIFORNIA) )  
COUNTY OF MONTEREY ) ss.

On this first day of July, 1979, before me, Sharon Stumpf, Notary Public, State of California, duly commissioned and sworn, personally appeared Thomas F. Reiser, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

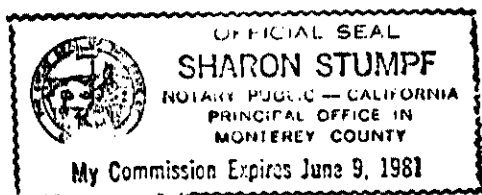
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of Monterey, the day and year in this Certificate first above written.



Sharon Stumpf

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF MONTEREY )

On this first day of July, 1979, before me, Sharon Stumpf, Notary Public, State of California, duly commissioned and sworn, personally appeared Thomas F. Reiser, known to me to be the person whose name is subscribed to the within instrument as the attorney in fact of: Ballard T. Byers; William T. Hallam; John F. Waggoner; W. J. Kwic, dba Kwic Enterprises; Albert B. Solari; George Solari; Larry J. Barker; Jack Nathan; Tracy J. Reiser; Robert B. & Metha H. Keeton; Perry M. DiLoreto, Administrator; Hudson Black ; Harry J. & Rossana L. Kennedy; Ted E. James; Harvey & Maryellen Eisenberg; Richard W. Born; Milton C. Coburn; Robert L. Campbell; Steven A. Yost; Robert A. Yost; Evelyn Mary Yost; Gregory B. & Mary Yost Legrand; Edgar L. Lowe; Robert Ghisletta; Jack H. Kimball; Kim Burtnett; William H. Kimball, Trustee; James R. Campbell; Boise-Alameda Investors; Loreto DiLoreto; Bennet Riley; Edward Aguirre; and Robert L. Campbell Jr., and acknowledged to me that he subscribed their names thereto as principal, and his own name as attorney in fact.



Sharon Stumpf

PHILLIPPI PLAZA INVESTORS

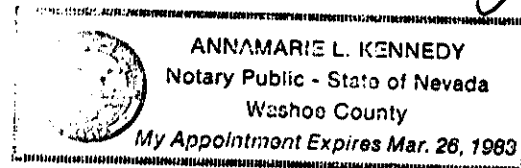
REEL 1570 PAGE 628

STATE OF NEVADA                    )  
  )ss.  
COUNTY OF WASHOE                )

On this 4th day of September, 1979, before me, ~~Annamarie L. Kennedy~~, Notary Public, State of Nevada, duly commissioned and sworn, personally appeared Perry M. DiLoreto, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of Washoe.

*Annamarie L. Kennedy*



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PHILLIPPI PLAZA INVESTORS

REEL 1570 PAGE 629

SCHEDULE A - GENERAL PARTNERS

Thomas F. Reiser  
P. O. Box 28  
Pebble Beach, CA 93953

Perry M. DiLoreto  
90 W. Grove St., #500  
Reno, Nevada 89509

SCHEDULE B - LIMITED PARTNERS

<u>Name/Address</u>	<u>Cash Capital Contribution</u>	<u>% Ownership</u>
Edward & Deluvina Aguirre, Trustees U.D.T. 1671 Ascension Dr. San Mateo, CA 94402	\$5,000.00	0.862%
Larry J. Barker 547 Hamilton Way Pleasanton, CA 94566	\$10,000.00	1.724%
Boise-Alameda Investors 2986 Northwood Dr. Alameda, CA 94501	\$20,000.00	3.448%
Richard W. Born 357 Tharp Drive Moraga, CA 94556	\$20,000.00	3.448%
Kim Burtnett P. O. Box 1209 Aptos, CA 95003	\$20,000.00	3.448%
Ballard T. Byers 21280 Glenmont Dr. Saratoga, CA 95070	\$10,000.00	1.724%
James R. Campbell 23012 E. 78th Broken Arrow, OK 74012	\$20,000.00	3.448%
Robert L. Campbell 3321 Cherryridge Rd. Englewood, CO 80110	\$10,000.00	1.724%
Robert L. Campbell Jr. 13281 Orange Knoll Santa Ana, CA 92705	\$15,000.00	2.586%
Milton C. Coburn P. O. Box 1244 Pebble Beach, CA 93953	\$10,000.00	1.724%

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SCHEDULE B - LIMITED PARTNERS

Loreto DiLoreto c/o 90 W. Grove St., #500 Reno, Nevada 89509	\$10,000.00	1.724%
Perry M. DiLoreto, Administrator 90 W. Grove St., #500 Reno, NV 89509	\$10,000.00	1.724%
Hudson Black 1344 Marilyn Dr. Mountain View, CA 94040	\$10,000.00	1.724%
Robert Ghisletta c/o 90 W. Grove St., #500 Reno, Nevada 89509	\$50,000.00	8.622%
William T. Hallam c/o 19 N. Sierra St. Reno, Nevada 89502	\$15,000.00	2.586%
Ted E. James 13731 Pebblebrook Houston, TX 77024	\$40,000.00	6.898%
Robert B. & Metha H. Keeton 30 Toyon Terrace Danville, CA 94526	\$25,000.00	4.310%
Harry J. & Rossana L. Kennedy 350 Trysail Court Foster City, CA 94404	\$10,000.00	1.724%
Jack H. Kimball 2001 Holiday Rd. Newport Beach, CA 92660	\$10,000.00	1.724%
William H. Kimball, Trustee Suite 1850 Ordway Building One Kaiser Plaza Oakland, CA 94612	\$20,000.00	3.448%
W. J. Kwic, dba Kwic Enterprises 4426 E. Indian School Rd. Phoenix, AZ 85018	\$7,500.00	1.293%
Harvey & Maryellen Eisenberg Muchmore Rd. Harrison, N.Y. 10528	\$15,000.00	2.586%

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PAGE 1426

PHILLIPPI PLAZA INVESTORS  
SCHEDULE B - LIMITED PARTNERS

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Gregory B. & Mary Yost Legrand 7119 Halfpenny Rd. Houston, TX 77095	\$10,000.00	1.724%
Edgar L. Lowe 158 Cypress Point Way Moraga, CA 94556	\$10,000.00	1.724%
Jack Nathan c/o 90 W. Grove St., #500 Reno, Nevada 89509	\$10,000.00	1.724%
Tracy J. Reiser P. O. Box 28 Pebble Beach, CA 93953	\$10,000.00	1.724%
Bennet Riley 1187 Ridgewood Dr. Concord, CA 94520	\$10,000.00	1.724%
Albert B. Solari 2801 Vassar St. Reno, NV 89502	\$50,000.00	8.622%
George Solari 2801 Vassar St. Reno, NV 89502	\$50,000.00	8.622%
John F. Waggoner 1148 A Upper Happy Valley Rd. Lafayette, CA 94549	\$7,500.00	1.293%
Evelyn Mary Yost 8311 Chianti Ct. San Jose, CA 95135	\$25,000.00	4.310%
Robert A. Yost 7034 Shearwater Dr. San Jose, CA 95120	\$15,000.00	2.586%
Steven A. Yost One Kaiser Plaza, #485 Oakland, CA 94612	\$20,000.00	3.448%
TOTAL CAPITALIZATION:	\$580,000.00	100.000%

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1426  
1426

PHILLIPPI PLAZA INVESTORS

REEL 1570 PAGE 632

SCHEDULE C - LEGAL DESCRIPTION

A portion of the N 1/2 of Lot 1 in Block 10 of Scott's Fourth Subdivision, according to the official plat thereof, filed in Book 2 of Plats at Page 60, of Official Records, County of Ada, State of Idaho, more particularly described as follows:

Beginning at the Northeast corner of said Lot 1, thence

S. 0° 21' West along the East boundary of Lot 1 a distance of 219.75 feet, thence

N. 87° 34' West a distance of 150.00 feet, thence

S. 0° 21' West a distance of 44.00 feet, thence

N. 87° 34' West a distance of 155.30 feet to the center line of an alley which is shown as 16.00 feet in width on the official plat of said subdivision, but which alley was officially vacated in 1946 as is evidenced by Instrument No. 251234, filed at Book 19 at Page 510 of Miscellaneous Records of Ada County, thence

N. 0° 21' East along the center line of said vacated alley a distance of 275.96 feet to the North boundary of said Lot 1, thence

S. 85° 17' East along the North boundary of said Lot 1, a distance of 306.00 feet to the POINT OF BEGINNING.

EXCEPT the following:

Beginning at the Northeast corner of said Lot 1, thence

S. 0° 21' West along the East boundary of Lot 1 a distance of 8.00 feet, thence

N. 85° 17' West 306.00 feet, thence

N. 0° 21' East, 8.00 feet, thence

S. 85° 17' East 306.00 feet to the POINT OF BEGINNING.

OFFICIAL RECORDS  
COUNTY OF IDAHO  
RECORDED REQUESTED BY  
Phillippi Plaza Investors  
79 SEP 5 P 1:39

627498



COPIES  
COUNTY RECORDER  
FEE 14.00  
SEP 14 1982

AUG 9 1982

When embossed this is certified to be a true copy of the records of the Monterey County Records Office.  
Ernest A. Maggini, Recorder

By Mary DeGuzman Deputy

END OF DOCUMENT

BOOK 1426 PAGE 203

Recording Requested by  
Phillippi Plaza Investors  
90 West Grove Street, Suite 500  
Reno, Nevada 89509

8145964

REEL 1570 PAGE 633

G 32413

SEP 13 9 59 AM '82  
FIRST AMMENDMENT TO CERTIFICATE OF  
SECRETARY OF STATE  
LIMITED PARTNERSHIP OF

PHILLIPPI PLAZA INVESTORS, A

LIMITED PARTNERSHIP

RECORDED AT REQUEST OF

ATTORNEY

AUG 9 10 59 AM '82

OFFICE OF RECORDER  
COUNTY OF MONTEREY  
SALINAS, CALIFORNIA

That Certificate of Limited Partnership recorded on September 10, 1979 as instrument # 7949638 of the official records of the Ada County Records Office, Ada County, Boise, Idaho, is hereby ammended as follows:

Partner Robert Ghisletta's right, title and interest in that limited partnership share in Phillippi Plaza Investors should read as follows:

Robert S. and Gloria M. Ghisletta 1979 Living Trust.

Except as herein modified, the terms of the original Certificate of Limited Partnership shall remain unchanged.

Dated this 27th day of October, 1981.

PHILLIPPI PLAZA INVESTORS

GENERAL PARTNERS

Perry M. DiLoreto  
Perry M. DiLoreto

Thomas F. Reiser  
Thomas F. Reiser

LIMITED PARTNERS: By Perry M. DiLoreto, their attorney in fact:

Edward & Deluvina Aguirre  
Edward & Deluvina Aguirre, Trustees U.D.T.

Larry J. Barker  
Larry J. Barker,

Boise Alameda Investors,  
Boise Alameda Investors,

When embossed this is certified to be a true copy of the records of the Monterey County Recorder's Office.  
Ernest A. Maggini, Recorder  
By Mary Maggini Deputy


AUG 9 1982

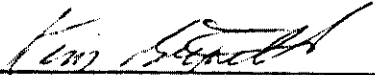


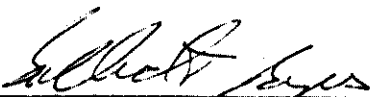


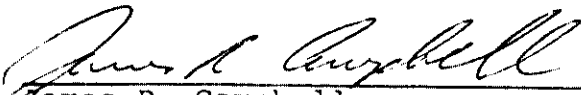
LIMITED PARTNERS (continued):


REEL 1570 PAGE 634

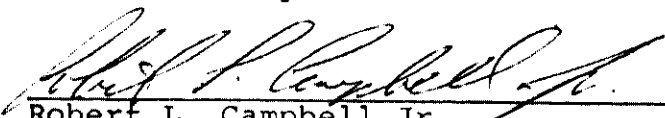
  
Richard W. Born

  
Kim Burtnett

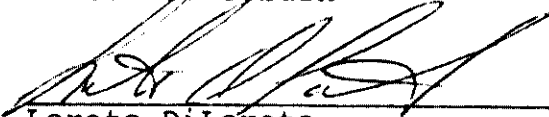
  
Ballard T. Byers

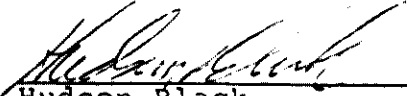
  
James R. Campbell

  
Robert L. Campbell

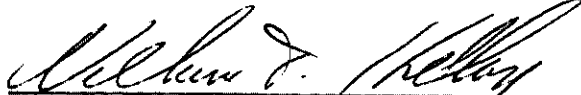
  
Robert L. Campbell Jr.

  
Milton C. Coburn

  
Loreto DiLoreto

  
Hudson Black

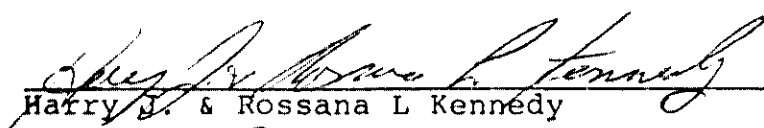
  
Robert Ghisletta

  
William T. Hallam

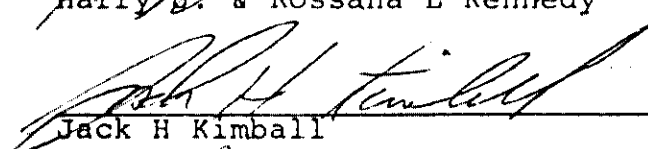
  
Ted E. James

  
Robert B. & Metha H. Keeton

LIMITED PARTNERS (continued):

  
Harry J. & Rossana L. Kennedy


PEEL 1570 PAGE 635

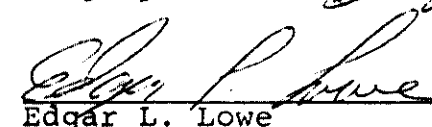
  
Jack H. Kimball

  
William H. Kimball Trustee

  
W.J. Kwic, dba Kwic Enterprises

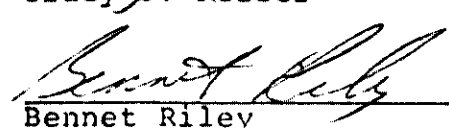
  
Harvey & Maryellen Eisenberg

  
Gregory B. & Mary Yost Legrand

  
Edgar L. Lowe

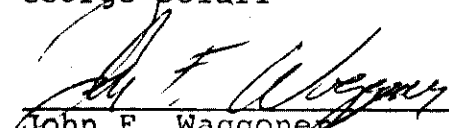
  
Jack Nathan

  
Tracy G. Reiser

  
Bennet Riley

  
Albert B. Solari

  
George Solari

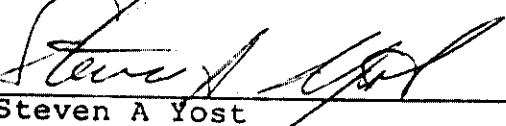
  
John F. Waggoner

LIMITED PARTNERS (continued):

  
Evelyn Mary Yost

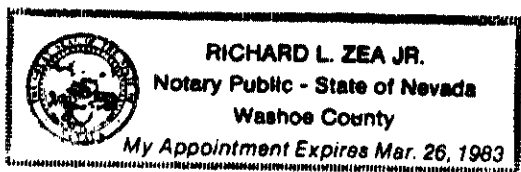
REEL 1570 PAGE 636

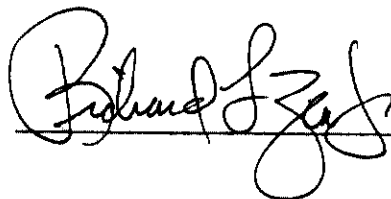
  
Robert A Yost

  
Steven A Yost

STATE OF NEVADA )  
                          )  
                          ) ss.  
COUNTY OF WASHOE )

On this 7<sup>th</sup> day of October 1981, before me, Richard L Zea, Notary Public, personally appeared Perry M. DiLoreto, known to me to be the person whose name is subscribed to the within instrument as the attorney in fact of: Edward & Deluvina Aguirre, Larry J Barker, Boise Alameda Investors, Richard W. Born, Kim Burtnett, Ballard T. Byers, James R. Campbell, Robert L. Campbell, Robert L. Campbell Jr., Milton C. Colburn, Loreto DiLoreto, Hudson Black, Robert Ghisletta, William T. Hallam, Ted E. James, Robert B. & Metha H. Keeton, Harry J & Rossana L. Kennedy, Jack H Kimball, William H Kimball Trustee, W.J. Kwic, dba Kwic Enterprises, Harvey & Maryellen Eisenberg, Gregory B. & Mary Yost Legrand, Edgar L. Lowe, Jack Nathan, Tracy J. Reiser, Bennet Riley, Albert B. Solari, George Solari, John F. Waggoner, Evelyn Mary Yost, Robert A Yost, and Steven A. Yost, and acknowledged to me that he subscribed their names as principal, and his own name as attorney in fact.

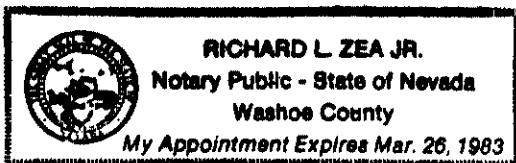




STATE OF NEVADA )  
 )  
 ) ss.  
 COUNTY OF WASHOE)

On this 7th day of October, 1981, before me, Richard L. Zea Jr., a Notary Public, State of Nevada duly commissioned and sworn, personally appeared Perry M. DiLoreto known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

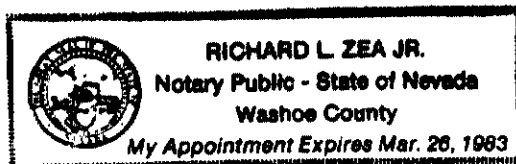


*[Signature]*

STATE OF NEVADA )  
 )  
 ) ss.  
 COUNTY OF WASHOE)

On this 7th day of October, 1981, before me, Richard L. Zea Jr., a Notary Public, State of Nevada, duly commissioned and sworn, personally appeared Thomas F. Reiser, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



*[Signature]*

Ada County, Idaho, ss  
 Request of *[Signature]*  
 TIME 2:25 M.  
 DATE 10-23-81  
 JOHN BASTIDA  
 RECORDER  
 By *[Signature]*  
 Deputy  
 1096

END OF DOCUMENT

David DiLoreto  
90 W. Grove St., Suite 500  
Reno, Nevada 89509

798357

SEP 13 9 55 AM '82  
G 32414  
SECRETARY OF STATE

RECORDED AT REQUEST OF

ATTORNEY

AUG 9 10 59 AM '82

OFFICE OF RECORDER  
COUNTY OF MONTEREY  
SALINAS, CALIFORNIA

RECEIVED

JUN 16 1982  
REEL 1570 PAGE 638

RECEIVED  
JUN 27 1982

798357

PHILLIPPI PLAZA INVESTORS

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

That Certificate of Limited Partnership of Phillippi Plaza Investors, a limited partnership, recorded on September 5, 1979, in Book 1426, Pages 192 through 200, Official Records of Washoe County, Nevada, is hereby amended as follows:

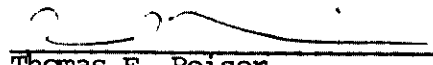
The names, addresses and capital contributions and percentage of ownership are as follows:

See Schedule B, attached.

Except as herein modified, the terms of the original Certificate referred to above remain unchanged.

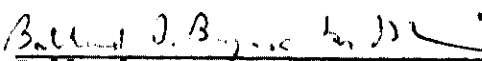
Dated this 25<sup>th</sup> day of May, 1982.


GENERAL PARTNERS:

  
Thomas F. Reiser

  
Perry M. DiLoreto

LIMITED PARTNERS:

 Ballard T. Byers, by T. F. Reiser,  
his attorney in fact

 William T. Hallam, by T. F.  
Reiser, his attorney in fact

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B1751P0670

PHILLIPPI PLAZA INVESTORS

LIMITED PARTNERS (Continued):

REEL 1570 PAGE 639

Edward & Deluvina Aguirre by T. F. Reiser, their attorney in fact

Larry J. Barker by T. F. Reiser, his attorney in fact

Boise-Alameda Investors by T. F. Reiser, its attorney in fact

Richard W. Born by T. F. Reiser, his attorney in fact

Kim Burtnett by T. F. Reiser, her attorney in fact

James R. Campbell by T. F. Reiser, his attorney in fact

Robert L. Campbell by T. F. Reiser, his attorney in fact (for the estate)

Robert L. Campbell, Jr. by T. F. Reiser, his attorney in fact

Milton C. Coburn by T. F. Reiser, his attorney in fact

Loreto DiLoreto by T. F. Reiser, his attorney in fact

Perry M. DiLoreto, Administrator, by T. F. Reiser, his attorney in fact

Hudson Black by T. F. Reiser, his attorney in fact

Robert Ghisletta by T. F. Reiser, his attorney in fact

Ted E. James by T. F. Reiser, his attorney in fact

Robert B. & Metha H. Keeton by T. F. Reiser, their attorney in fact

Harry J. & Rossana L. Kennedy by T. F. Reiser, their attorney in fact

Jack H. Kimball by T. F. Reiser, his attorney in fact

William H. Kimball, Trustee, by T. F. Reiser, his attorney in fact

W. J. Kwic by T. F. Reiser, his attorney in fact

Harvey & Maryellen Eisenberg by T. F. Reiser, their attorney in fact

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PHILLIPPI PLAZA INVESTORS

LIMITED PARTNERS (Continued):

REEL 1570 PAGE 640

Gregory B. & Mary Yost Legrand by T. F. Reiser, their attorney in fact

Edgar L. Lowe by T. F. Reiser, his attorney in fact

Jack Nathan by T. F. Reiser, his attorney in fact

Tracy J. Reiser by T. F. Reiser, her attorney in fact

Bennet Riley by T. F. Reiser, his attorney in fact

Albert B. Solari by T. F. Reiser, his attorney in fact

George Solari by T. F. Reiser, his attorney in fact

John F. Waggoner by T. F. Reiser, his attorney in fact

Marvin Yost and Evelyn Mary Yost by T. F. Reiser, their attorney in fact

Robert A. Yost by T. F. Reiser, his attorney in fact

Steven A. Yost by T. F. Reiser, his attorney in fact

Vincent J. Craig by T. F. Reiser, his attorney in fact

Perry M. DiLoreto by T. F. Reiser, his attorney in fact

B1751P0672

798357

PHILLIPPI PLAZA INVESTORS

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF MONTEREY )

REEL 1570 PAGE 641

On this 25<sup>th</sup> day of May, 1982, before me, Audrey R. Kessler, Notary Public, State of California, duly commissioned and sworn, personally appeared Thomas F. Reiser, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

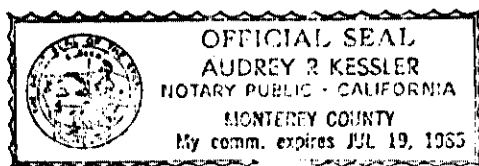
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of Monterey, the day and year in this Certificate first above written.



Audrey R. Kessler  
Audrey R. Kessler

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF MONTEREY )

On this 25<sup>th</sup> day of May, 1982, before me, Audrey R. Kessler, Notary Public, State of California, duly commissioned and sworn, personally appeared Thomas F. Reiser, known to me to be the person whose name is subscribed to the within instrument as the attorney in fact of: Ballard T. Byers; William T. Hallam; Edward & Deluvina Aguirre; Larry J. Barker; Boise-Alameda Investors; Richard W. Born; Kim Burtnett; James R. Campbell; The Estate of Robert L. Campbell; Robert L. Campbell, Jr.; Milton C. Coburn; Loreto DiLoreto; Perry M. DiLoreto, Administrator; Hudson Black; Robert Ghisletta; Ted E. James; Robert B. & Metha H. Keeton; Harry J. & Rossana L. Kennedy; Jack H. Kimball; William H. Kimball; W. J. Kwic; Harvey & Maryellen Eisenberg; Gregory B. & Mary Yost Legrand; Edgar L. Lowe; Jack Nathan; Tracy J. Reiser; Bennet Riley; Albert B. Solari; George Solari; John F. Waggoner; Evelyn Mary Yost; Robert A. Yost; Steven A. Yost; Vincent J. Craig; and Perry M. DiLoreto, and acknowledged to me that he subscribed their names thereto as principal, and his own name as attorney in fact.



Audrey R. Kessler  
Audrey R. Kessler

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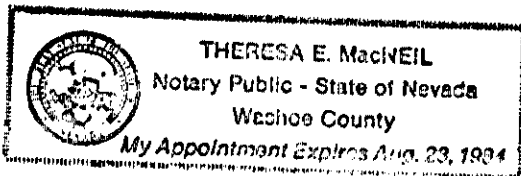
PHILLIPPI PLAZA INVESTORS

STATE OF NEVADA     )  
                              ) ss.  
COUNTY OF WASHOE    )

REEL 1570 PAGE 642

On this 7th day of JUNE, 1982, before me,  
THERESA E. MacNEIL, Notary Public, State of Nevada, duly commissioned  
and sworn, personally appeared Perry M. DiLoreto, known to me to be the person  
whose name is subscribed to the within instrument and acknowledged to me that  
he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal in the County of Washoe.



Theresa E. MacNeil

B1751P0674

798357

PHILLIPPI PLAZA INVESTORS  
SCHEDULE A - GENERAL PARTNERS

Thomas F. Reiser  
 P. O. Box 28  
 Pebble Beach, Ca. 93953

Perry M. DiLoreto  
 90 W. Grove St., #500  
 Reno, Nevada 89509

JUN 1 1982

SCHEDULE B - LIMITED PARTNERS

<u>Name/Address</u>	<u>Cash Capital Contribution</u>	<u>New Cash Capital Contribution</u>	<u>Total Cash Contribution</u>	<u>% Ownership</u>
Edward & Deluvina Aguirre, Trustees U.D.T. 1671 Ascension Dr. San Mateo, Ca. 94402	\$5,000.00	- 0 -	\$5,000.00	0.7184
Larry J. Barker 547 Hamilton Way Pleasanton, Ca. 94566	\$10,000.00	\$2,000.00	\$12,000.00	1.7241
Boise-Alameda Investors c/o 2986 Northwood Dr. Alameda, Ca. 94501	\$20,000.00	- 0 -	\$20,000.00	2.8736
Richard W. Born 357 Tharp Drive Moraga, Ca. 94556	\$20,000.00	\$4,000.00	\$24,000.00	3.4483
Kim Burtnett P. O. Box 1209 Aptos, Ca. 95003	\$20,000.00	- 0 -	\$20,000.00	2.8736
Ballard T. Byers 21280 Blenmont, Dr. Saratoga, Ca. 95070	\$10,000.00	\$2,000.00	\$12,000.00	1.7241
James R. Campbell 11121 Leo Collins El Paso, Texas 79936	\$20,000.00	\$4,000.00	\$24,000.00	3.4483
The Maud Campbell Trust c/o Robert J. & James Campbell, Trustees 13281 Orange Knoll Santa Ana, Ca. 92705	\$10,000.00	\$2,000.00	\$12,000.00	1.7241
Robert L. Campbell, Jr. 13281 Orange Knoll Santa Ana, Ca. 92705	\$15,000.00	\$3,000.00	\$18,000.00	2.5862
Milton C. Coburn P. O. Box 1244 Pebble Beach, Ca. 93953	\$10,000.00	\$2,000.00	\$12,000.00	1.7241
Steven A. Yost 7 Hetfield Place Moraga, Ca. 94556	\$20,000.00	- 0 -	\$20,000.00	2.8736

B1751P0675

PHILLIPPI PLAZA INVESTORS

SCHEDULE B - LIMITED PARTNERS (Continued) REEL 1570 PAGE 644

<u>Name/Address</u>	<u>Cash Capital Contribution</u>	<u>New Cash Capital Contribution</u>	<u>Total Cash Contribution</u>	<u>% Ownership</u>
Vincent J. Craig 205 E. Orangewood, #3 Anaheim, Ca. 92802	\$5,000.00	\$1,000.00	\$6,000.00	0.8621
Loreto DiLoreto 90 W. Grove St., #500 Reno, Nev. 89509	\$10,000.00	\$2,000.00	\$12,000.00	1.7241
Perry M. DiLoreto, Administrator 90 W. Grove St., #500 Reno, Nev. 89509	\$10,000.00	\$2,000.00	\$12,000.00	1.7241
Perry M. DiLoreto 90 W. Grove St., #500 Reno, Nev. 89509	- 0 -	\$28,700.00	\$28,700.00	4.1234
Hudson Black 1344 Marilyn Dr. Mountain View, Ca. 94040	\$10,000.00	\$2,000.00	\$12,000.00	1.7241
Robert Ghisletta 2801 Vassar St. Reno, Nev. 89502	\$50,000.00	\$10,000.00	\$60,000.00	8.6207
William T. Hallam c/o Stetson-Beemer 2105 Kietzke Lane Reno, Nev. 89510	\$15,000.00	\$3,000.00	\$18,000.00	2.5862
Ted E. James 48 Condo-Lea Court Lake Oswego, Ore. 97034	\$40,000.00	\$8,000.00	\$48,000.00	6.8966
Robert B. & Metha H. Keeton 30 Toyon Terrace Danville, Ca. 94526	\$25,000.00	- 0 -	\$25,000.00	3.5920
Harry J. & Rossana L. Kennedy 350 Trysail Court Foster City, Ca. 94404	\$10,000.00	\$2,000.00	\$12,000.00	1.7241
Jack H. Kimball 552-179 Bean Creek Rd. Scotts Valley, Ca. 95066	\$10,000.00	- 0 -	\$10,000.00	1.4368
William H. Kimball, Trustee Suite 1850 Ordway Building One Kaiser Plaza Oakland, Ca. 94612	\$20,000.00	- 0 -	\$20,000.00	2.8736

798357

PHILLIPPI PLAZA INVESTORS

REEL 1570 PAGE 645

SCHEDULE B - LIMITED PARTNERS (Continued)

<u>Name/Address</u>	<u>Cash Capital Contribution</u>	<u>New Cash Capital Contribution</u>	<u>Total Cash Contribution</u>	<u>% Ownership</u>
W. J. Kwic, dba Kwic Enterprises 4426 E. Indian School Rd. Phoenix, Ariz. 85018	\$7,500.00	- 0 -	\$7,500.00	1.0776
Harvey & Maryellen Eisenberg Muchmore Road Harrison, NY 10528	\$15,000.00	\$3,000.00	\$18,000.00	2.5862
Gregory B. & Mary Yost Legrand 7119 Halfpenny Rd. Houston, Texas 77095	\$10,000.00	- 0 -	\$10,000.00	1.4368
Edgard L. Lowe 158 Cypress Point Way Moraga, Ca. 94556	\$10,000.00	- 0 -	\$10,000.00	1.4368
Jack Nathan 446 Camelback Rd. Pleasant Hill, Ca. 94523	\$5,000.00	\$1,000.00	\$6,000.00	0.8621
Tracy J. Reiser P. O. Box 28 Pebble Beach, Ca. 93953	\$10,000.00	\$14,300.00	\$24,300.00	3.4913
Bennet J. Riley 11187 Ridgewood Dr. Concord, Ca. 94520	\$10,000.00	- 0 -	\$10,000.00	1.4368
Albert B. Solari 2801 Vassar St. Reno, Nev. 89502	\$50,000.00	\$10,000.00	\$60,000.00	8.6207
George Solari 2801 Vassar St. Reno, Nev. 89502	\$50,000.00	\$10,000.00	\$60,000.00	8.6207
John F. Waggoner 1148A Upper Happy Valley Rd. Lafayette, Ca. 94549	\$7,500.00	- 0 -	\$7,500.00	1.0776
Marvin Yost & Evelyn Mary Yost, Trustees of the Yost Trust, Dated 1-18-82 8311 Chianti Court San Jose, Ca. 94135	\$25,000.00	- 0 -	\$25,000.00	3.5920
Robert A. Yost 7034 Shearwater Dr. San Jose, Ca. 95120	\$15,000.00	- 0 -	\$15,000.00	2.1552
TOTAL CAPITALIZATION:	\$580,000.00	\$116,000.00	\$696,000.00	100.0000

798357

OFFICIAL RECORDS  
WASHOE CO., NEVADA REEL 1570 PAGE 646  
RECORD REQUESTED BY

*Edward R. Goretto*

82 JUN 2 P 3: 26

JOE MELCHER  
COUNTY RECORDER  
FEE 2.00 DEP 0.50

END OF DOCUMENT

AUG 9 1982

When embossed this is certified to be a true copy of the  
records of the Monterey County Records Office.  
Ernest A. Maggini, Recorder

By *Mary Deneke* Deputy



BOOK 1751 PAGE 678