

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

HDI ASSOCIATES IV

MAR 4 11 08 AM '88

SECRETARY OF STATE

HDI Associates, IV, a limited partnership existing under the laws of the state of Idaho, pursuant to the provisions of § 53-209, Idaho Code, hereby amends the Certificate of Limited Partnership filed with the Office of the Secretary of State of Idaho as follows:

- (1) The name of the limited partnership is HDI Associates IV, Limited Partnership.
- (2) The Certificate of Limited Partnership was filed on October 3, 1986.
- (3) The Certificate of Limited Partnership is amended to set forth the assignment by the initial limited partner, Michael P. Demos, of all his right, title, and interest in his limited partnership interest to Hydroelectric Development, Inc., a Colorado corporation qualified to do business in Idaho, effective as of June 30, 1987, so that Hydroelectric Development, Inc., shall, for all purposes, be the limited partner of HDI Associates IV, Limited Partnership.

(4) (a) Section 4 of the Certificate of Limited Partnership is hereby amended to read as follows:

4. The names and addresses of the General Partner and Limited Partner are:

<u>General Partner</u>	<u>Limited Partner</u>
HDI-Idaho, Inc. c/o Hydroelectric Development, Inc. 10394 W. Chatfield Avenue, Suite 108 Littleton, CO 80127	Hydroelectric Development, Inc. 10394 W. Chatfield Avenue, Suite 108 Littleton, CO 80127

(b) Section 8 of the Certificate of Limited Partnership is hereby amended to read as follows:

8. The parties are to receive the following distribution of net profits annually:

<u>Name</u>	<u>Distribution</u>
HDI-Idaho, Inc.	99%
Hydroelectric Development, Inc.	1%

(5) The assignment of limited partnership interest shall be effective as of June 30, 1987. The provisions contained in the Certificate of Limited Partnership dealing with assignment of a limited partnership interest have either been complied with or waived by the partnership and by the partners.

IN WITNESS WHEREOF, we have hereto set our hands this 3rd day of March, 1988.

HDI ASSOCIATES IV,  
A Limited Partnership

GENERAL PARTNER  
HDI-IDAHO, INC.

By   
Michael P. Demos, President

By *Michael P. Demos*  
Michael P. Demos  
Initial Limited Partner  
(prior to Assignment of  
Limited Partnership Interest)

By *Michael P. Demos*  
President, Hydroelectric  
Development, Inc.  
Limited Partner (subsequent  
to Assignment of Limited  
Partnership Interest)

STATE OF COLORADO )  
                          ) ss.  
County of Jefferson)

On March 3, 1988, before me, Charles R Peterson  
\_\_\_\_\_, a notary public in and for said county  
and state, personally appeared MICHAEL P. DEMOS, known or identi-  
fied to me to be the President of HDI-IDAHO, INC., General  
Partner of HDI ASSOCIATES IV, the partnership that executed the  
within instrument on behalf of said partnership and acknowledged  
to me that such partnership executed the same.

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

*Charles R Peterson*  
Notary Public for ~~Idaho~~ Colorado  
Residing at Littleton, CO  
Commission Expires 9/4/90

STATE OF COLORADO )  
                          ) ss.  
County of Jefferson)

I, Charles R. Peterson, a  
notary public, do hereby certify that on this 3 day of March,  
1988, personally appeared MICHAEL P. DEMOS, known or identified  
to me, who, being by me first duly sworn, declared that he is the  
person who signed the foregoing document and that the statements  
therein contained are true.


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

Charles R. Peterson  
Notary Public for ~~Idaho~~ Colorado  
Residing at Littleton, Co  
Commission Expires 9/4/90

STATE OF COLORADO )  
 ) ss.  
County of Jefferson)

On March 3, 1988, before me, Charles R. Peterson  
\_\_\_\_\_, a notary public in and for said county  
and state, personally appeared Michael P. Demas,  
known or identified to me to be the President of HYDROELECTRIC  
DEVELOPMENT, INC., Limited Partner of HDI ASSOCIATES IV, the  
partnership that executed the within instrument on behalf of said  
partnership and acknowledged to me that such partnership executed  
the same.

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 <sup>Colorado</sup>  
Residing at Littleton, Co  
Commission Expires 9/4/90