

AMENDED  
CERTIFICATE AND AGREEMENT  
OF  
SANDPOINT WEST ATHLETIC CLUB  
A LIMITED PARTNERSHIP

RECEIVED  
SEC. OF STATE  
'86 MAR 17 AM 9 20

THIS AMENDMENT to the Certificate and Agreement of SANDPOINT WEST ATHLETIC CLUB is made on the date set forth at the end hereof by SANDPOINT WEST ASSOCIATES, an Idaho General Partnership, for itself and for the Limited Partnership pursuant to the provisions of the aforesaid agreement with respect to such amendment.

RECITALS

1. The undersigned have previously executed and filed a Certificate and Agreement of SANDPOINT WEST ATHLETIC CLUB, a Limited Partnership on December 17, 1984 at 9:23 a.m. with the Secretary of State, State of Idaho.

2. The undersigned desires to amend the Certificate and Agreement previously filed to provide for the addition of additional Limited Partners.

NOW THEREFORE, the undersigned hereby amend the above-referred to Certificate and Agreement by substituting therefore in its entirety a new Schedule AA as and for replacement of the Schedule A attached to the original Certificate and Agreement. Schedule AA shall read as follows:

This Agreement may be executed as several counterparts, and all counterparts executed shall constitute one agreement, binding on all parties hereto, notwithstanding that all parties are not signatory to the original as the same counterpart.

SANDPOINT WEST ATHLETIC CLUB

SCHEDULE AA

<u>Limited Partners</u>	<u>Allocation of Profits &amp; Losses</u>	<u>Capital</u>
Donald & Florence DeFeyter 10503 Overview Drive Spokane, WA 99207	5%	\$50,000.00

Terry L. & Sandra K. Merwin P.O. Box 428 Sandpoint, ID 83864	1%	\$10,000.00
Ron Forsberg & Phil Gervais a partnership 102 S. Fourth Avenue Sandpoint, ID 83864	1%	\$10,000.00
Encoder Products Company, Inc. P.O. Box 1548 Sandpoint, ID 83864	1%	\$10,000.00
Harry A. Hartung P.O. Box 1946 Sandpoint, ID 83864	8.50%	\$85,000.00
Ivan & Nancy A. Lippi P.O. Box 1946 Sandpoint, ID 83864	8.50%	\$85,000.00
A.J. & Marion Skubi P.O. Box 1005 Sandpoint, ID 83864	25%	\$250,000.00

---

General Partners

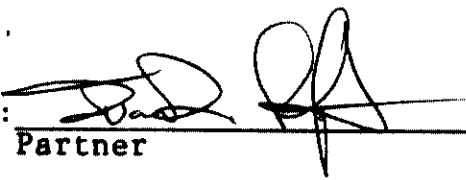
Sandpoint West Associates P.O. Box 98 Sandpoint, ID 83864	50%	\$150,000.00
---	-----	--------------

DATED this \_\_\_ day of \_\_\_\_\_, 1986.

IN WITNESS WHEREOF, the undersigned have signed this Amended Certificate of Limited Partnership this \_\_\_ day of \_\_\_\_\_, 1986.

GENERAL PARTNER:

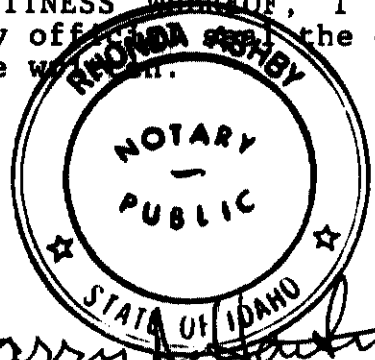
SANDPOINT WEST ASSOCIATES

BY:   
 Partner

STATE OF IDAHO )  
 ) ss.  
County of Bonner )

On this 2<sup>nd</sup> day of March, 1986, before me the undersigned, a Notary Public in, and for the State of Idaho, personally appeared Ivan L. ..., General Partner of SANDPOINT WEST ASSOCIATES 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 the day and year in this certificate last above written.



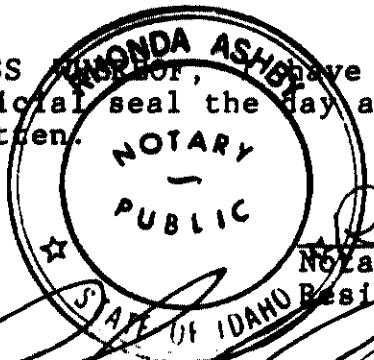
Rhonda Ashby  
Notary Public in and for Idaho  
Residing at: Sandpoint

BY: [Signature]  
Partner

STATE OF IDAHO )  
 ) ss.  
County of Bonner )

On this 2<sup>nd</sup> day of March, 1986, before me the undersigned, a Notary Public in, and for the State of Idaho, personally appeared Nancy Hartung, General Partner of SANDPOINT WEST ASSOCIATES 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 the day and year in this certificate last above written.



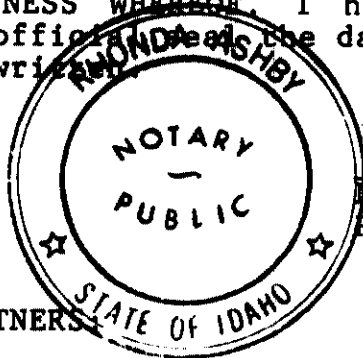
Rhonda Ashby  
Notary Public in and for Idaho  
Residing at: Sandpoint

BY: [Signature]  
Partner

STATE OF IDAHO )  
 ) ss.  
County of Bonner )

On this 17<sup>th</sup> day of March, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared A. J. Skubi, General Partner of SANDPOINT WEST ASSOCIATES 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 the day and year in this certificate last above written.



Rhonda Ashby  
Notary Public in and for Idaho  
Residing at: Sandpoint

LIMITED PARTNERS

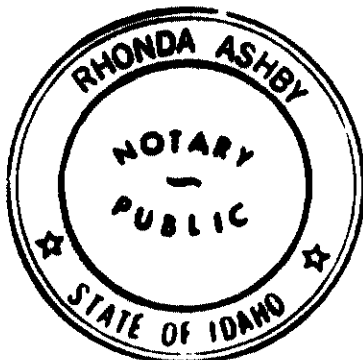
X Donald E. DeFeyter  
DONALD DEFEYTER

X Florence DeFeyter  
FLORENCE DEFEYTER

IDAHO  
STATE OF ~~WASHINGTON~~ )  
Bonner ) ss.  
County of Spokane )

On this 17<sup>th</sup> day of March, 1986, before me the undersigned, a Notary Public in and for the State of ~~Washington~~, personally appeared DONALD DEFEYTER and FLORENCE DEFEYTER, husband and wife, Limited Partners of SANDPOINT WEST ATHLETIC CLUB, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Rhonda Ashby  
Notary Public for ~~Washington~~ IDAHO  
Residing at: Sandpoint

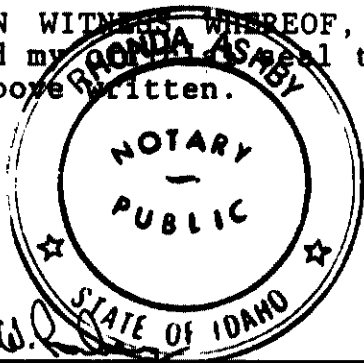
Terry L. Merwin  
TERRY L. MERWIN

Sandra K. Merwin  
SANDRA K. MERWIN

STATE OF IDAHO        )  
                                  ) ss.  
County of Bonner     )

On this 12<sup>th</sup> day of March, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared TERRY L. MERWIN and SANDRA K. MERWIN, husband and wife, Limited Partners of SANDPOINT WEST ATHLETIC CLUB, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Rhonda Ashby  
Notary Public in and for Idaho  
Residing at: Sandpoint

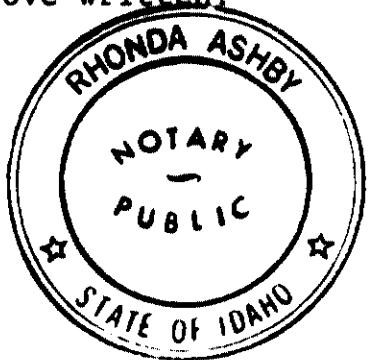
Ronald W. Forsberg  
RONALD W. FORSBERG  
partner

Phillip W. Gervais  
PHILLIP W. GERVAIS  
partner

STATE OF IDAHO        )  
                                  ) ss.  
County of Bonner     )

On this 12<sup>th</sup> day of March, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared RONALD W. FORSBERG and PHILLIP W. GERVAIS, partners, Limited Partners of SANDPOINT WEST ATHLETIC CLUB, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Rhonda Ashby  
Notary Public in and for Idaho  
Residing at: Sandpoint

ENCODER PRODUCTS CO., INC.

BY: W. F. Watt  
President

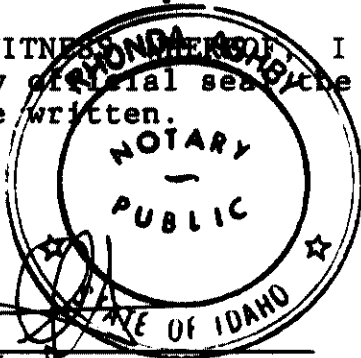
ATTEST:

\_\_\_\_\_  
Secretary

STATE OF IDAHO )  
 ) ss.  
County of Bonner )

On this 24 day of March, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared WILLIAM WATT, known to me to be the President of ENCODER PRODUCTS CO., INC., an Idaho corporation, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument on behalf of said corporation.

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

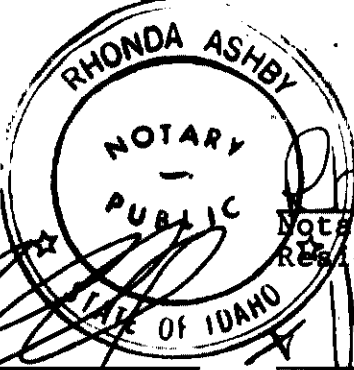


Rhonda Ashby  
Notary Public in and for Idaho  
Residing at: Sandpoint  
Nancy A. Lippi  
NANCY A. LIPPI

STATE OF IDAHO )  
 ) ss.  
County of Bonner )

On this 24 day of March, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared IVAN LIPPI and NANCY A. LIPPI, husband and wife, Limited Partners of SANDPOINT WEST ATHLETIC CLUB, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Rhonda Ashby  
Notary Public in and for Idaho  
Residing at: Sandpoint

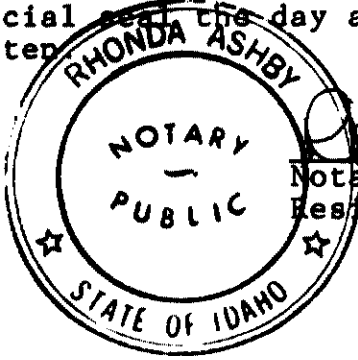
A.J. Skubi, Jr.  
A.J. SKUBI, Jr.

Marion Skubi  
MARION SKUBI

STATE OF IDAHO )  
County of Bonner ) ss.

On this 12<sup>th</sup> day of March, 1986, before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared A.J. SKUBI, Jr. and MARION SKUBI, husband and wife, Limited Partners of SANDPOINT WEST ATHLETIC CLUB, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



Rhonda Ashby  
Notary Public in and for Idaho  
Residing at: Sandpoint