

RESTATED AND  
SECOND AMENDED CERTIFICATE<sup>82</sup> JUN 17 PM 4 47  
OF LIMITED PARTNERSHIP

SECRETARY OF  
STATE

State of Idaho )

County of Ada )

We, the undersigned, desiring to completely amend and restate previously filed Certificates of Limited Partnership pursuant to the laws of the State of Idaho (Twin Falls County #800267 filed April 3, 1981, and #804169 filed June 8, 1981, and Ada County #8112036 filed March 24, 1981, and #8124947 filed June 11, 1981) hereby sign and swear to the following:

1. The name of the Partnership shall be Kimberly Associates.
2. The purpose of the Partnership is to own and operate an apartment project in Kimberly, Idaho, known as Kimberly Apartments, FmHA Case Number 12-42-82-0308665.
3. The principal place of business of the Partnership is at 5460 Franklin Road, Suite A, Boise, Idaho 83705.
4. The name and place of residence or business of each General Partner and Limited Partner in the Partnership are as follows:

<u>Name</u>	<u>Place of Residence or Business</u>
DBSI, Inc. (General Partner)	5460 Franklin Rd., Suite A Boise, Idaho 83705
D.B.H.C., Inc. (General Partner)	5460 Franklin Rd., Suite A Boise, Idaho 83705
DBSI Kimberly Associates, an Idaho Limited Partnership (Limited Partner)	5460 Franklin Rd., Suite A Boise, Idaho 83705

By this Second Amended Certificate of Limited Partnership DBSI, Inc. acknowledges the purchase of the interest of A.W.B. Industries, Inc. and A.W.B. Industries, Inc. is no longer a General Partner.

5. The term of the Partnership is from June 1, 1981, to the close of business on December 31, 2031, or until terminated earlier by:
  - a. Bankruptcy, dissolution or withdrawal of the last remaining General Partner;
  - b. The sale of all the assets of the Partnership; or
  - c. The agreement in writing by Limited Partners holding a majority of all the then outstanding Interests to dissolve the Partnership.
6. The amount of cash that has been or will be contributed by DBSI Kimberly Associates is:

Upon signing of the Articles of Limited Partnership and after Initial Loan Closing of the project construction mortgage by Columbia Mortgage Company

	\$ 5,000
On July 1, 1981	25,000
On April 1, 1982	20,000
On April 1, 1983	<u>20,000</u>
TOTAL	\$70,000 =====

7. DBSI, Inc. is the Managing General Partner.
8. There is no agreed upon time by which the contributions of the Limited Partners are to be returned.
9. DBSI Kimberly Associates shall receive by reason of its cash contributions to the Partnership 95

percent of the annual profits, losses and cash distributions. DBSI, Inc. shall receive 2 percent and D.B.H.C., Inc. shall receive 3 percent of annual profits, losses and cash distributions.


Any distributions from the sale or refinancing of the partnership property shall be allocated 56.99 percent to DBSI Kimberly Associates, 43 percent to DBSI, Inc., and .01 percent to D.B.H.C., Inc., except that DBSI Kimberly Associates shall receive all such distributions until it has received in annual cash distributions or distributions from sale or refinancing the amount of its capital contributions plus \$20,000 paid additionally by it to A.W.B. Industries, Inc. as a repurchase fee.

10. As a condition to the admission of any additional or Substituted Limited Partner, the person or entity so to be admitted shall execute and acknowledge such instruments (in form and substance satisfactory to the General Partners) as the General Partners may deem necessary or desirable to effect such admission, and to confirm that the person or entity to be admitted as such additional or Substituted Limited Partner, is bound by all the covenants, terms and conditions of the Limited Partnership Agreement, as the same may have been further amended. No limited Partner may sell, assign, or transfer, in whole or in part, his Interest in the Partnership without obtaining the consent of the General Partners.
11. There is a right of one or more Limited Partners to a priority over other Limited Partners, as to contributions or as to compensation by way of income or losses as described under Section 9 above and as more fully provided in the Articles of Limited Partnership.
12. The withdrawal of any one of the General Partners shall not cause dissolution of the Partnership if the remaining General Partner(s) elect to continue the business of the Partnership. The Partnership, however, shall cease existence with the cessation of the existence or withdrawal of the last General Partner.
13. The Limited Partners of the Partnership are entitled to receive only cash distributions from

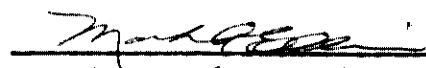
the Partnership.

Dated, executed and sworn to this 19<sup>th</sup> day of June, 1982,  
Boise, Idaho.

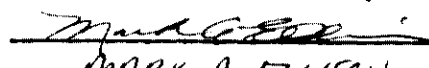
A.W.B. Industries, Inc.  
(Outgoing General Partner)

  
by Guy L. Walker, President

D.B.H.C., Inc.  
(General Partner)

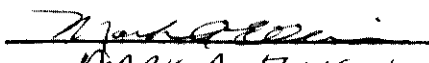
  
by ~~Douglas L. Swenson~~, <sup>MARK A. ELLISON, SECRETARY-TREASURER</sup>  
~~President~~ mE

DBSI, Inc.  
(Admitted General Partner)

  
by ~~Douglas L. Swenson~~, <sup>MARK A. ELLISON, SECRETARY-TREASURER</sup>  
~~President~~ mE

DBSI Kimberly Associates,  
an Idaho limited partnership  
(Limited Partner)

by DBSI, Inc., its General  
Partner

  
by ~~Douglas L. Swenson~~, <sup>MARK A. ELLISON, SECRETARY-TREASURER</sup>  
~~President~~ mE

SUBSCRIBED AND SWORN TO before me this 14th day of June,  
1982, by Guy L. Walker, President of A.W.B. Industries, Inc.

Mary Lynch  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Lifetime

SUBSCRIBED AND SWORN TO before me this 14th day of June,  
1982, by Mark A. Ellison, Secretary-Treasurer of D.B.H.C., Inc.

Mary Lynch  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Lifetime

SUBSCRIBED AND SWORN TO before me this 14th day of June,  
1982, by Mark A. Ellison, Secretary-Treasurer of DBSI, Inc.

Mary Lynch  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Lifetime

SUBSCRIBED AND SWORN TO before me this 14th day of June,  
1982, by Mark A. Ellison, Secretary-Treasurer of DBSI, Inc., a  
General Partner of DBSI Kimberly Associates, an Idaho Limited  
Partnership.

Mary Lynch  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Lifetime

STATE OF IDAHO }  
County of Ada } ss.

On this 14TH day of June, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared GUY L. WALKER, known to me to be the President of A.W.B. INDUSTRIES, INC., the corporation that executed the within and foregoing instrument, and acknowledged to me that such corporation 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.

Mary Lynch  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Lifetime

STATE OF IDAHO }  
County of Ada } ss.

On this 14TH day of June, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Mark A. Ellison, known to me to be the Secretary-Treasurer of DBSI, INC., the corporation that executed the within and foregoing instrument, and acknowledged to me that such corporation 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.

Mary Lynch  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Lifetime

STATE OF IDAHO }  
County of Ada } ss.

On this 14TH day of June, 1982, before me, the undersigned, a Notary Public in and for said State, personally appeared Mark A. Ellison, known to me to be the Secretary-Treasurer of D.B.H.C., INC., the corporation that executed the within and foregoing instrument, and acknowledged to me that such corporation 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.

Mary Lynch  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Lifetime

STATE OF IDAHO        )  
                              ) ss.  
County of Ada         )

On this 14TH day of June, 1982, before me, the undersigned,  
Notary Public in and for said State, personally appeared  
Mark A. Ellison known to me to be the Secretary-Treasurer  
of DBSI, INC., an Idaho corporation, which corporation is known to  
me to be a General Partner in DBSI Kimberly Associates, an Idaho  
Limited Partnership, and acknowledged to me that said General  
Partner executed the within and foregoing instrument for and on  
behalf of said Limited Partnership and in said Limited Partnership's  
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.

Harry Lynch  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: Lifetime