

DEC 30 4 34 PM '88
FIRST AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
B.M.A. LIMITED PARTNERSHIP

The undersigned, desirous of forming a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Idaho, hereby certify:

1. The name of the partnership is B.M.A. LIMITED PARTNERSHIP.

2. The partnership intends to own and hold for investment certain real property interests relating to the Boise Medical Arts Center Condominium.

3. The registered agents for service of process in Idaho are Floyd G. Johnson, Suite 208, 999 N. Curtis, Boise, Idaho; Roy J. Ellsworth, Suite 205, 999 North Curtis, Boise, Idaho; and Curtice E. Clohessy, Suite 307, 999 N. Curtis, Boise, Idaho.

4. The name and business of each partner is set forth on the attached Exhibit "A".

5. The amount of cash and a description and statement of the agreed value of the other property, labor or services by each partner is set forth on Exhibit "A".

6. The partners have not agreed to make any additional contributions to the partnership, except that the partners may be assessed for their pro-rata share of expenses to meet purchase money debt service, condominium association assessments, taxes and insurance with respect to Unit Number 102 of the Boise Medical Arts Center Condominium.

7. A limited partner does not have the right to substitute an assignee as contributor in his place except upon the consent of the general partners, and then only upon such conditions as the general partners shall determine.

8. There is no agreement under which any partner may terminate his membership in the limited partnership.

9. No partner has the right to receive distributions of property. Each partner has the right to receive cash distributions as determined by his respective ownership interest in the partnership.

10. The general partners may, in their sole discretion, make, and limited partners may receive when made, pro rata distributions to partners which include a return of all or any part of such partner's contribution.

11. The term of the partnership shall expire and the partnership be dissolved and its affairs be wound up 10 years from the effective commencement of the partnership. Furthermore, the existence of the partnership shall terminate upon the occurrence of any of the following events:

a. The voluntary or involuntary dissolution, bankruptcy or liquidation of the last of the general partners; and

b. The general partners' written election to dissolve and wind up the affairs of the partnership together with an approval vote of 50% of the ownership interests of the partnership.

12. The death, incapacity, withdrawal or retirement of a general partner shall not terminate the partnership, and the remaining general partners shall continue the partnership business and affairs.

IN WITNESS WHEREOF, the undersigned have executed this First Amended Certificate this 30th day of December, 1985.

GENERAL PARTNERS: FLOYD G. JOHNSON
ROY J. ELLSWORTH
CURTICE E. CLOHESSY

By: Curtice E. Clohessy
individually and as
attorney-in-fact

LIMITED PARTNERS:

H. Theodore Thoreson; S. Hugh Atchley, Jr.; Gerald N. Hecker; John M. Ocker, Jr.; MMS&E Associates, Inc.; Darrell J. Ludders, Trustee, St. Clair Children's Trust; R.S.S.W., Inc.; Dorothy Werth; Al H. Kuykendall; Everett N. Jones, Jr.; BIFIN Co.; Loren D. Blickenstaff; Lucy Daines; and Barbara J. Johnson.

By: *Arthur E. O'Brien*
Attorney-in-Fact

STATE OF IDAHO)
) ss.
County of Ada)

SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the State of Idaho this 30 day of December, 1985.

Mary Lou Jones
Notary Public for Idaho
Residing at Boise, Idaho

EXHIBIT "A"

Schedule of Partnership Interest
B.M.A. LIMITED PARTNERSHIP

<u>General Partners</u>		Contributions B.M.A. Corporation	
<u>Name</u>	<u>Address</u>	<u>Tax Shares</u>	<u>%age</u>
Floyd G. Johnson	Suite 208, 999 N.Curtis Boise, Idaho	1,058	5.380
Roy J. Ellsworth	Suite 205, 999 N.Curtis Boise, Idaho	1,980	10.069
Curtice E. Clohessy	Suite 307, 999 N.Curtis Boise, Idaho	888	4.516
	Total	3,926	19.965
 <u>Limited Partners</u>			
<u>Name</u>	<u>Address</u>	<u>Share</u>	<u>%age</u>
H. Theodore Thoreson	Suite 205, 999 N.Curtis Boise, Idaho	1,980	10.069
S. Hugh Atchley, Jr.	Suite 307, 999 N.Curtis Boise, Idaho	888	4.516
Gerald N. Hecker and John M. Ocker, Jr.	Suite 302, 999 N.Curtis Boise, Idaho	1,080	5.492
M.M.S.&E. Assoc., Inc.	Suite 310, 999 N. Curtis Boise, Idaho	1,948	9.907
Darrell J. Ludders, Trustee, St. Clair Children's Trust	5966 Curtisian, Boise, Idaho	1,820	9.256
R.S.S.W., Inc.	c/o James Scanlan, 6102 Winstead Pl, Boise, Idaho	516	2.675
Everett N. Jones, Jr.	Suite 415, 999 N. Curtis Boise, Idaho	818	4.160
Dorothy Werth	119 E. Highland View Drive Boise, Idaho	804	4.089
Al H. Kuykendall	Suite 505, 999 N. Curtis Boise, Idaho	1,882	9.571
BIFIN & Co.	c/o Everett N. Jones, Suite 415, 999 N. Curtis, Boise, ID	818	4.160
Loren D. Blickenstaff	6500 Emerald, Boise, Idaho	1,058	5.380
Lucy Daines	3100 Crescent Rim, Boise, ID	1,058	5.380
Barbara J. Johnson	5290 Sorrento Dr., Boise, ID	1,058	5.380
	Total	15,738	80.035
	GRAND TOTAL	19,664	100.000