

AMENDMENT TO THE APR 16 2 39 PM '87
ARTICLES OF LIMITED PARTNERSHIP OF SECRETARY OF STATE
DBSI/TRI VIII LIMITED PARTNERSHIP

This Amendment to the Articles of Limited Partnership of DBSI/TRI VIII Limited Partnership adds the following section to the said Articles effective the date executed and sworn to below:

11.10 Additional FmHA Provisions. So long as the FmHA loan agreement, promissory note and deed of trust are in effect,

- (a) each of the provisions of this Agreement shall be subjected to and the general partners shall act in accordance with, said documents;
- (b) the FmHA documents shall govern the rights and obligations of the partners, their heirs, executors, administrators, successors and assigns, to the extent expressly provided therein;
- (c) upon any dissolution of the partnership or any transfer of any apartment complex, no title or right to the possession and control of such apartment complex or complexes and no right to collect the rent therefrom shall pass to any person who is not, or does not become, bound by the FmHA documents in a manner satisfactory to FmHA;
- (d) no amendment to any provision of this Agreement shall become effective without prior written consent of FmHA;
- (e) the affairs of the Partnership shall be subject to FmHA regulations and no action shall be taken which would require the consent or approval of FmHA unless the same is first obtained.

No new general partner shall be admitted to the Partnership and no general partner shall withdraw from the Partnership or be substituted without the prior written consent of FmHA if such consent is then required.

Any conveyance or transfer of title to all or any portion of the apartment complex(es) required or permitted under this Agreement shall in all respects be subject to all conditions, approvals and other requirements of FmHA rules and regulations applicable thereto.

STATE OF IDAHO)
) ss.
County of Ada)

On this 30 day of Dec, 1986, before me, a Notary Public in and for said State, personally appeared JAMES R. TOMLINSON, known to me to be a GENERAL PARTNER of TOMLINSON REALTY INVESTMENT, an Idaho general partnership, and that he, as such General Partner, being authorized so to do, executed the foregoing instrument in said partnership 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.

Phyllis L. Roland
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: 7-17-88

Pursuant to the special power of attorney granted to the General Partners in Article XI of the Articles of Limited Partnership of DBSI/TRI VIII Limited Partnership, the General Partner DBSI Inc., hereby executes this Certificate for and in behalf of the following Limited Partners: Burdett Bernhardt, John E. Bishop, Robert E. Bray, Colin R. Cannon, Dr. C. A. Christensen, Robert L. Copeland, Dr. Jerry B. Cramer, Samuel H. Crossland, Dr. Joseph Gordon Daines, Jr., Wayne Davis & T. G. Reynolds, Margaret A. Dennis, Fred Devan, Dr. Roy J. Ellsworth, Glen Fairbourn, Richard G. Fedrizzi, Marvin Flashner, Ronald I. Gustin, Warren H. Heimer, Hudson H. Henry, Albert M. Imamura, Thomas W. Jenkins, Dr. Paul Kaplan, Dr. Keith A. Kirkham - Trustee, Dr. Blaine E. Kozak, Rodger W. Lefler, Jerome B. Light, A. P. Lugowski, Donald E. Masterson, Jr., Stanley E. Martinson, R. Clair Miles, Mervin H. Miller, Ulrich P. Muhr, Dr. Stephen Nagy, Ira A. Neibaur, William R. O'Connell, Peterson Aviation Inc., John S. Ratliff, Robert Schlenzig, Dr. Ramon A. Sanchez, Jack O. Sipperley, John D. Stonebraker and Brian Webb.

DBSI Inc.

Mark A. Ellison
By: Mark A. Ellison
Secretary-Treasurer

STATE OF IDAHO)
) ss
County of Ada)

On this 30 day of Dec, 1986, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared MARK A. ELLISON, known to me to be the SECRETARY-TREASURER of DBSI INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of DBSI/TRI VIII Limited Partnership.

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

Arlene L. Boland
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: 7-17-88