

AMENDMENT TO
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF

NORTH IDAHO ASSOCIATES,
AN IDAHO LIMITED PARTNERSHIP

86 DEC 23 AM 10 20

SECRETARY OF
STATE

THIS AMENDMENT TO THE CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP (THE "AGREEMENT") IS MADE THIS 30TH DAY OF SEPTEMBER, 1986, BY MARTY D. FRANTZ, GENERAL PARTNER OF NORTH IDAHO ASSOCIATES (HEREIN "THE PARTNERSHIP").

WHEREAS NORTH IDAHO ASSOCIATES WAS ORIGINALLY ORGANIZED BY THE FILING OF A CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP (THE "CERTIFICATE") ON APRIL 16TH, 1986, PURSUANT TO THE UNIFORM LIMITED PARTNERSHIP ACT OF THE STATE OF IDAHO; AND

WHEREAS, THE PARTIES HERETO NOW DESIRE TO AMEND CERTAIN TERMS AND PROVISIONS OF THE CERTIFICATE TO REFLECT THE TRANSFER OF CERTAIN PARTNERSHIP INTERESTS FROM THE GENERAL PARTNERS TO JAMES B. FRANTZ, K.R. FRANTZ CONSTRUCTION, INC., AND KENNETH R. FRANTZ; AND

WHEREAS, THE REQUIREMENTS OF THE PARTNERSHIP AGREEMENT AS TO ADMISSION OF NEW PARTNERS HAVE BEEN SATISFIED, AND DUE CONSIDERATION HAS BEEN GIVEN;

NOW, THEREFORE, THE PARTIES HERETO AGREE THAT THE CERTIFICATE AND AGREEMENT OF THE PARTNERSHIP SHALL BE, AND THE SAME IS HEREBY AMENDED TO PROVIDE FOR ADMISSION OF JAMES B. FRANTZ, K.R. FRANTZ CONSTRUCTION, INC., AND KENNETH R. FRANTZ, AS CO-GENERAL PARTNERS, AND FOR OWNERSHIP IN THE FOLLOWING AMOUNTS:

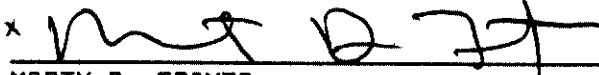
PARTNER:	PROFIT & LOSS INTEREST	CASH FLOW INTEREST	CAPITAL INTEREST
GENERAL PARTNER MARTY D. FRANTZ	5.00%	5.00%	50.00%
CO-GENERAL PARTNER JAMES B. FRANTZ 950 IRIS CIRCLE EXCELSIOR, MN 55331 SS#532-46-7741	47.50%	47.50%	25.00%
CO-GENERAL PARTNER K.R. FRANTZ CONSTRUCTION, INC. 652 BAIR ISLAND RD. #101 REDWOOD CITY, CA 94063 ID#942928498	47.50%	47.50%	20.00%
CO-GENERAL PARTNER KENNETH R. FRANTZ 610 MANZANITA WOODSIDE, CA 94063 SS#532-46-7738	-0-	-0-	5.00%

ALL OTHER PROVISIONS OF THE CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP, AND ALL OTHER PARTNERS' INTERESTS, REMAIN UNCHANGED.

IN WITNESS WHEREOF, THIS AMENDMENT HAS BEEN DULY EXECUTED BY THE GENERAL PARTNERS, AND BY THE IN-COMING PARTNERS, FOR THEMSELVES AND AS ATTORNEYS-IN-FACT UNDER THE AGREEMENT FOR THE PARTNERS, ON THE DAY AND YEAR FIRST SET FORTH ABOVE.

NORTH IDAHO ASSOCIATES,
AN IDAHO LIMITED PARTNERSHIP

GENERAL PARTNERS:

x 
MARTY D. FRANTZ

x 
JAMES B. FRANTZ, IN-COMING CO-GENERAL PARTNER

x 
K.R. FRANTZ CONSTRUCTION, INC., IN-COMING CO-GENERAL PARTNER

x 
KENNETH R. FRANTZ, IN-COMING CO-GENERAL PARTNER

COUNTY OF KOOTENAI

) SS.

ON THIS DAY PERSONALLY APPEARED BEFORE ME MARTY D. FRANTZ TO ME KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE WITHIN AND FOREGOING INSTRUMENT, AND ACKNOWLEDGED THAT HE SIGNED THE SAME AS HIS FREE AND VOLUNTARY ACT AND DEED, FOR THE USES AND PURPOSES THEREIN MENTIONED.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 21st DAY OF

October, 1986.

Lisa R. Prussell
NOTARY IN AND FOR THE STATE OF Idaho

RESIDING AT Hayden Lake

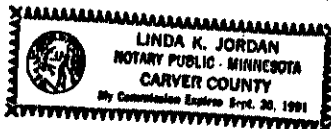
MY COMMISSION EXPIRES August, 1987

STATE OF MINNESOTA)
COUNTY OF CARVER) SS.

ON THIS DAY PERSONALLY APPEARED BEFORE ME JAMES B. FRANTZ TO ME KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE WITHIN AND FOREGOING INSTRUMENT, AND ACKNOWLEDGED THAT HE SIGNED THE SAME AS HIS FREE AND VOLUNTARY ACT AND DEED, FOR THE USES AND PURPOSES THEREIN MENTIONED.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 6th DAY OF

NOVEMBER, 1986.



Linda K. Jordan
NOTARY IN AND FOR THE STATE OF

RESIDING AT Carver County

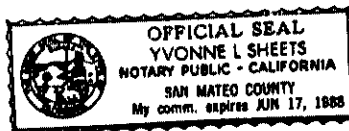
MY COMMISSION EXPIRES _____

STATE OF CALIFORNIA)
COUNTY OF SAN MATEO) SS.

ON THIS DAY PERSONALLY APPEARED BEFORE ME KENNETH R. FRANTZ TO ME KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE WITHIN AND FOREGOING INSTRUMENT, AND ACKNOWLEDGED THAT HE SIGNED THE SAME AS HIS FREE AND VOLUNTARY ACT AND DEED, FOR THE USES AND PURPOSES THEREIN MENTIONED.

GIVEN UNDER MY HAND AND OFFICIAL SEAL THIS 13 DAY OF

OCTOBER, 1986.



Yvonne L. Sheets
NOTARY IN AND FOR THE STATE OF
CALIFORNIA

RESIDING AT BURLINGAME, CA

MY COMMISSION EXPIRES JUNE 17, 1988