



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT 40601

142413
OK

Drexell R. Davis
Secretary of State

August 3, 1979
Clinton M. Newman II
Assistant Secretary of State

ELIZABETHTOWN ASSOCIATES

Amount payable upon receipt: \$1.00

Date: AUGUST 3, 1979

Statement of charges:

_____	Good Standing Certificate (\$1.00 ea.)
XX _____	Certified Copy (\$1.00 plus \$.50 per page)
_____	Certification of Signature (\$2.00 ea.)
_____	Other

Please return a copy of this invoice with your check made payable to: Kentucky State Treasurer

Mail to: Secretary of State
Capitol Building
Frankfort, Kentucky 40601

ORIGINAL **CERTIFIED**
FILED **COPY**
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

AUG 3 1979

FIRST AMENDED
CERTIFICATE AND AGREEMENT
OF
LIMITED PARTNERSHIP
OF
ELIZABETHTOWN ASSOCIATES

19 19 19 AM 7:55

LEON COOK, CLERK
SEATTLE, WA. *OK 10/10/79*

Dorell Davis
SECRETARY OF STATE

THIS Amended Certificate and Agreement of Limited Partnership (the "Agreement") is made as of January 24, 1979, by and among Forest Investment Corporation ("General Partner") and Michael A. McKean as Limited Partner ("Limited Partner").

142413

WHEREAS, on September 28, 1977, Forest Investment Corporation as General Partner and Michael A. McKean, an individual residing in the State of Washington (the "State") as General Partner and as the Internal Limited Partner executed a Certificate and Agreement known as Elizabethtown Associates ("the Partnership"), pursuant to the Uniform Limited Partnership Act of the State of Washington, and,

WHEREAS, the parties hereto now desire to amend certain of the terms and provisions of the Certificate and to set forth ARTICLE II to read as follows:

ARTICLE II
Character of Business

The business of the Partnership shall be to acquire real property and to hold such property and to operate, manage, sell and lease and otherwise deal with and dispose of a housing project known as Lincoln Trail Apartments located in: Elizabethtown, Kentucky, financed under either the combination of 1) the Farmers Home Administration (FmHA) of the United States Department of Agriculture, or 2) The Department of Housing and Urban Development (HUD) of the U.S. Department of Housing, Education and Welfare, or, 3) local housing authorities established either by states or local governments, and to do all other acts which may be necessary, incidental, or convenient to the foregoing.

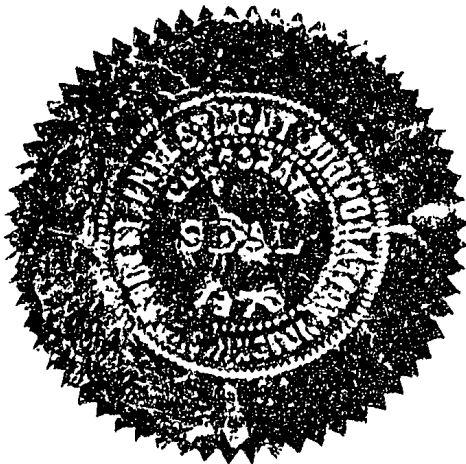
IN WITNESS WHEREOF, the Agreement has been duly executed by the parties on the day and year set forth at the beginning of this agreement.

ELIZABETHTOWN ASSOCIATES,
A Washington Limited Partnership

BY: *Ardis L. Maine*
Ardis L. Maine,
Secretary/Treasurer
Forest Investment Corporation

BY: *Michael A. McKean*
Michael A. McKean
General Partner

BY: *Michael A. McKean*
Michael A. McKean,
Limited Partner



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Continuation of
First Amended
Certificate and Agreement
of
Elizabethtown Associates

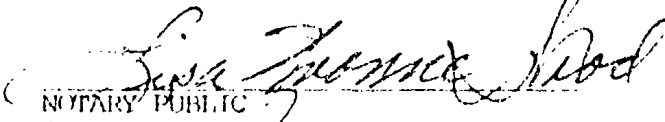
STATE OF WASHINGTON)

: ss.

County of King)

On this 24th day of January, 1979, before me personally appeared Ardis L. Maine, to me known, who being by me duly sworn, did depose and say that she resides in the State of Washington, that she is the Secretary/Treasurer of Forest Investment Corporation, the Corporation described in and which executed the foregoing instrument; that she knew the seal of said corporation; that the seal affixed to said instrument was such Corporate Seal; that it was affixed by order of the Board of Directors of said Corporation and that she signed her name thereto by like order.

GIVEN UNDER my hand and official seal this 24th day of January, 1979.


NOTARY PUBLIC
in and for the State of
Washington, residing at Seattle

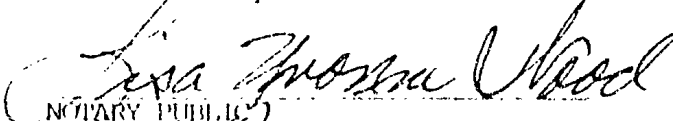
STATE OF WASHINGTON)

: ss.

County of King)

On this 24th day of January, 1979, before me personally appeared Michael A. McKean to me known to be the individual described in and who executed the within and foregoing instrument and acknowledged under oath that he executed 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 24th day of January, 1979.


NOTARY PUBLIC
in and for the State of
Washington, residing at Seattle

The undersigned, being the wife of one of the Limited and General Partners to the foregoing Limited Partnership Agreement, hereby states and acknowledges as follows:

CONSENT

I have read the Limited Partnership Agreement and understand its terms. I irrevocably consent to the Limited Partnership Agreement and each of its terms and agree that the Agreement may be performed in accordance with its terms and that the real property described therein and any other property at any time belonging to the partnership may be held, managed, conveyed, mortgaged and otherwise transferred for security purposes or otherwise without my further consent or signature.

Dated this 10 day of August 1997.

Diane S McKean
SPOUSE

STATE OF WASHINGTON)
 : ss.
County of King)

On this day personally appeared before me Diane McKean, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged under oath that she executed the same as her free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN UNDER my hand and official seal this 10 day of August 1997.

[Signature]
NOTARY PUBLIC in and for the
State of Washington, residing
at Seattle

FOREST INVESTMENT CORPORATION

314 108th Ave. N.E., Bellevue, WA 98004 (206) 454-8433

August 2, 1979

Secretary of State
Capitol Building
Frankfort, Kentucky 40601

Attention: Sandy Perry, Corporation Division

Dear Ms. Perry:

Enclosed is the First Amended Certificate and Agreement regarding Elizabethtown which has been certified by our local County Clerk. Please file and certify this document and return the certified copy to our office. Our check in the amount of \$11.00 and an extra copy of the Agreement is attached.

Please expedite this matter since our first request was lost in the mail.

Thank you for your assistance.

Very truly yours,

FOREST INVESTMENT CORPORATION

Linda L. Clanin-Swanberg

Linda L. Clanin-Swanberg
Legal Department

/lcs

Enclosures