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Office of Secretary of State
Commonwealth of Kentucky
Frankfort 40601

FRANCES JONES MILLS
SECRETARY OF STATE

502/564-3490

CORPORATION DEPARTMENT
502/564-7330

MARCH 4. 1983

DIANA JOHNSON
NATIONAL PARTNERSHIP MANAGEMENT INC.
11027 N. E. 4TH
BELLEVUE, WA. 98004

RE: ELIZABETHTOWN ASSOCIATES

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

- 1. Articles of Amendment **WAS FILED IN KENTUCKY ON MARCH 4, 1983.**
- 2. Restated Articles of Incorporation
- 3. Articles of Merger
- 4. Application for Certificate of Withdrawal
- 5. Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Frances Jones Mills
Secretary of State

MAR 4 1983

THIS Amended Certificate and Agreement of Limited Partnership (the "Agreement") was made as of January 1, 1982 by and among Forest Investment Corporation, a Washington corporation, Michael A. McKean, William R. Wood, and a majority in interest of the parties constituting the Limited Partners of this partnership.

WHEREAS, Elizabethtown Association was originally organized by the filing of a Certificate and Agreement of Limited Partnership (the "Certificate") on September 29, 1977 pursuant to the Uniform Limited Partnership Act of the State of Washington (the "State"), which certificate was last amended March 19, 1979; and

WHEREAS, Forest Investment Corporation and Michael A. McKean are currently named and acting as the General Partners of Elizabethtown Associates; and

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WHEREAS, the parties hereto now desire to amend certain of the terms and provisions of the Certificate to accomplish the substitution of W. R. Wood, as General Partner in place of Forest Investment Corporation, as provided by Section 8.05 of the Partnership Agreement; and

NOW, THEREFORE, in consideration of the foregoing, and the mutual promises of the parties hereto, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree that the Certificate of Partnership shall be, and the same hereby is, amended to read as follows:

1. Forest Investment Corporation is hereby removed as a General Partner of the Partnership and W. R. Wood is admitted and substitution thereof.
2. W. R. Wood, as a General Partner of the partnership, hereby accepts and agrees to be bound by all the terms and provisions of the Limited Partnership Agreement.
3. In consideration for W. R. Wood assuming and

MEMO



STATE OF WASHINGTON
OFFICE OF SECRETARY OF STATE
CORPORATIONS & TRADEMARKS DIVISION
OLYMPIA, WASHINGTON 98504

OFFICIAL CERTIFICATION OF THIS DOCUMENT,
AS TO ITS PREPARATION BY THE OFFICE OF
THE SECRETARY OF STATE, APPEARS ON THE
BACK OF THE LAST PAGE.

STATE OF WASHINGTON)
) ss.
County of King)

On this day personally appeared before me W. R. WOOD to me known to be an officer of FOREST INVESTMENT CORPORATION, authorized to execute the foregoing instrument on behalf of FOREST INVESTMENT CORPORATION, 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 4th day of January, 1982.

Freda Devenand
NOTARY PUBLIC in and for the State of Washington, residing at Kubland

STATE OF WASHINGTON)
) ss.
County of King)

On this day personally appeared before me 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 4th day of January, 1982.

Freda Devenand
NOTARY PUBLIC in and for the State of Washington, residing at Kubland

STATE OF WASHINGTON)
) ss.
County of King)

On this day personally appeared before me W. R. WOOD 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 4th day of January, 1982.

Freda Devenand
NOTARY PUBLIC in and for the State of Washington, residing at Kubland

NATIONAL PARTNERSHIP MANAGEMENT INC.

11027 N E 4th, Bellevue, WA. 98004 (206) 454-8442

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SECRETARY OF STATE
COMMONWEALTH OF KY.
SECRETARY OF STATE

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FEB 14 1983

FEB 23 1983

COMMONWEALTH OF KENTUCKY

COMMONWEALTH OF KENTUCKY

February 9, 1983

Secretary of State
Capitol Bldg.
Frankfort, Kentucky 40601

ATTN: Corporation Division

RE: Amended Certificate and Agreement of Limited Partnership
ELIZABETHTOWN ASSOCIATES

Dear Sir/Madam:

Enclosed please find an Amended Certificate and Agreement of Limited Partnership for the above-referenced partnership.

Also enclosed is a check in the amount of \$12.00 to cover your filing fees and certification as follows:

\$10.00	Filing fee
1.00	Certified Copy
.50	Per page for certification

We would appreciate receipt of a certified copy of this amendment for our records.

Sincerely,

D. Johnson

Diane Johnson
Secretary

dj

Enclosures

Mr. Johnson:

Thanks for us to file this amendment for you. We will need a certified copy from the state of West Virginia.

Thank you.

Sandy.

2-18-83

*Do you mean Washington?
This has nothing to do with West Virginia;
enclosed is certified copy from state
of Washington.*

*Thank you,
Diane J.*