

**FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP**

The Certificate of Limited Partnership of "The Tahoe Group", recorded in book June 16, 1982, pg 37919, Official Records Solano County, California, is amended as follows:

1. ARTICLE FOUR is amended to read as follows:

"The principal place of business of the partnership shall be #2, Tranquility Lane, Vacaville, California, 95688."

2. ARTICLE FIVE is amended to read as follows:

"(A) Initial contributions to capital. Each of the General Partners shall make an initial cash contribution of \$3,750 each (\$7,500 per couple) to the partnership.

(B) Periodic quarterly contributions. The General Partners herein will receive a 10% equity interest each (20% per couple) in the real property. The partnership anticipates quarterly assessments, prepaid by all partners. The General Partners shall contribute 20% per couple of the total monies collected from all partners. The amount of these assessments shall be determined pursuant to Article Seven hereafter. In addition to the burden of 40% of the operation costs, the General Partners shall devote their time and energy, without salary, to properly manage the property, collect monies for the maintenance thereof, and pay all monthly expenses from the quarterly assessments. Should any General Partner or Partners acquire a greater equity interest through purchase as set out in subsequent Articles, the percentage of responsibility for payments of assessments shall be equal to the total percentage of equity interest. The equity interest is defined as the net sale proceeds after all partners have been paid back their initial cash contributions.

"3. ARTICLE SIX subparagraph (A) is amended to read as follows:

"(A) Initial contributions to capital. Each original limited partner shall contribute the sum of \$11,500 in the following manner: \$500 deposit; \$2,000 within 30 days of the deposit; balance of \$9,000 in an additional 30 days. In return for this initial contribution, each Limited Partner shall have a 7 1/2% equity interest in the partnership property. Should any limited partner wish to

purchase more than one 7 1/2% unit, then the equity interest of said limited partner would increase at the same ratio. Upon consent of all General Partners, less than 7 1/2% interest may be sold. If any such interest is sold, the original capital contribution shall be in the ratio of 11,500 to 7.5. For any limited partnerships sold after August 1, 1982, the General Partners may, if they feel it appropriate, increase the contribution to capital of any such limited partner.

4. ARTICLE EIGHT, subparagraph (B) 4. is amended to read as follows:

"4. Matters upon which the Limited Partners may vote shall require the vote or written consent of the Limited Partners. Each Limited Partner shall have the same number of votes as his or her respective ownership interest, except for votes taken to expel a Limited Partner covered in ARTICLE TWELVE, paragraph (E), hereafter."

5. ARTICLE EIGHT, subparagraph (B) 8. is amended to read as follows:

"8. Those matters to be voted on by the Limited Partners pursuant to Paragraph 3 above, can be done by written consent or denial. Such a written consent may be utilized at any duly held meeting of the Partners or it may be utilized in obtaining approval or denial by the Partners, without a meeting, or a matter submitted to all Partners entitled to grant or deny consent of such matter by the General Partner or any Limited Partner in writing allowing the Partners ten (10) day to vote their consent or denial. The law of the State of California pertaining to corporated proxies shall govern Partnership proxies."

6. The following subparagraph shall be added as paragraph (C) to ARTICLE ELEVEN:

"(C) In the event that a trust holding a Limited Partnership interest is terminated due to the provisions thereof, and subject to specific limitations stated hereafter, distribution of the Limited Partnership interest to a beneficiary of the trust shall not be considered a sale or other transfer. Said beneficiary shall be substituted in lieu of the trust as a limited Partner. The interest distributed to a beneficiary shall not be less than a 7 1/2% interest."

7. ARTICLE TWELVE, subparagraph (B)1. is amended to read as follows:

"1. Limited Partners shall be returned their original cash contribution; General Partners shall be returned their original Investment of \$7,500 per couple, plus any additional cash contributions made to purchase additional equity interests."

8. ARTICLE TWELVE, subparagraph (C) is amended to read as follows:

"(C) Should a separation or dissolution of marriage be filed with respect to any limited partners, a specific interest cannot be divided so that any one holding is less than 7 1/2%. Either party may be awarded the partnership interest in the separation or dissolution, so long as quarterly assessments are kept current during the pendency of the action. If neither party can afford to assume the partnership interest, then such interest shall be sold under the same terms and conditions as set out in Article 12, paragraph (A) above."

9. ARTICLE NINETEEN, Paragraph (A) shall be amended to read as follows:

"(A) Upon the unanimous vote to expel a General Partner (that General Partner's interest nor the interest of his/her spouse shall not be counted for the purposes of the voting procedure) with or without cause as described in Article Eight, subparagraph B, 3, a. above, but subject to the inability to expel a General Partner after the General Partner elects to dissolve and liquidate the assets of the Partnership, written notice of expulsion shall be served upon the expelled General Partner by certified mail, return receipt requested, or by personal service. Said notice shall set forth the date upon which the expulsion is to become effective, which date shall be not less than 45 days after the service of said notice."

10. Exhibit "A" shall be amended to add, as Limited Partners, the following:

a. Helen E. Stephenson or Donald P. Stephenson, trustees of the Robert M. Stephenson Family Revocable Trust.

Address: 5 Hillside Lane, Vacaville, California 95688

Initial Contribution \$11,500.

b. Donald P. Stephenson

Address: 855 Linwood, Vacaville, California 95688

Initial Contribution \$11,500.

c. William Avery

Address: 101 Plaza Olita, Los Gatos, California 95030

Initial Contribution \$17,250.

d. Floyd and Lynn Helmick

Address: 436 Cordoba, Vacaville, California 95688

Initial Contribution \$17,250.

e. William and Barbara Downey

Address: 1901 Eloise, Pleasant Hill, California 94523

Initial Contribution \$5,750.

f. Henry Maguire

Address: 136 Glenwood Ct., Vacaville, California 95688

Initial Contribution \$11,500.00

g. Joe and Nona Dodd

Address: 1455 Vio Loma, Walnut Creek, California

Initial Contribution \$17,250.00

All other Articles, Paragraphs, and subparagraphs of the Certificate of Limited Partnership recorded June 16, 1982 Page 37919 Official Records of Solano County, California, are hereby affirmed and ratified.

Dated: 5 September, 1982

GENERAL PARTNERS:

John Wyro  
Evans Wyro  
Paul McGuire  
Deborah D. McGuire

Address: 17 Lodgehill Court, Danville, CA 94526

JOHN WYRO  
EVANS WYRO

Address: 2 Tranquility Lane, Vacaville CA.

PAUL MCGUIRE  
DEBORAH D MCGUIRE

LIMITED PARTNERS:

Paul McGuire's attorney in fact for Helen E. Stephenson  
Helen E. Stephenson

BY Paul McGuire, Attorney in Fact

Paul McGuire's attorney in fact for Donald P. Stephenson  
Donald P. Stephenson

BY Paul McGuire, Attorney in Fact

Paul McGuire attorney-in-fact for William Avery

William Avery  
BY Paul McGuire, Attorney in Fact

Paul McGuire for Floyd & Lynn Helmick attorney-in-fact

Floyd Helmick  
Lynn Helmick  
BY Paul McGuire, Attorney in Fact

Paul McGuire attorney-in-fact for William and Barbara Downey

William Downey  
Barbara Downey  
BY Paul McGuire, Attorney in Fact

Paul McGuire attorney-in-fact for Henry Maguire

Henry Maguire  
BY Paul McGuire, Attorney in Fact

Paul McGuire attorney-in-fact for Joe & Nona Dodd

Joe Dodd  
Nona Dodd  
BY Paul McGuire, Attorney in Fact

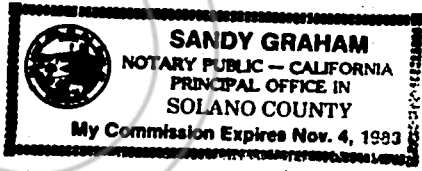
STATE OF CALIFORNIA

COUNTY OF Solano } SS.

On September 8, 1982 before me, the undersigned, a Notary Public in and for said State, personally appeared Paul C. McGuire and Deborah D. McGuire  
John and Evans Wynn

to be the person(s) whose name(s) are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal  
Signature Sandy Graham  
Sandy Graham  
Name (Typed or Printed)



(THIS AREA FOR OFFICIAL NOTARIAL SEAL)

COUNTY OF SOLANO

... in the year one thousand nine hundred and eighty two  
Barbara M. Eiter

a Notary Public, State of California, duly commissioned and sworn, personally appeared Helen E. Stephenson & Donald P. Stephenson

known to me to be the person(s) whose name(s) are subscribed to the within instrument and acknowledged to me that they executed the same.

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

Barbara M. Eiter  
Notary Public, State of California

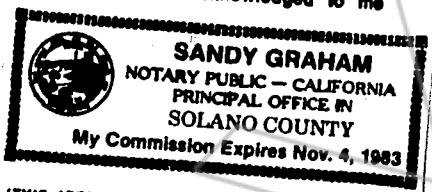
My commission expires 10/27/82

COUNTY OF Solano }  
STATE OF California } SS.  
On October 18, 1982, before me Sandy Graham  
a Notary Public in and for said County and State, personally appeared

John Wyro known to me to be one of the partners of the partnership that executed the within instrument, and acknowledged to me that such partnership executed the same.

WITNESS my hand and official seal the day and year in this certificate first above written.

Signature Sandy Graham  
Sandy Graham  
Name (Typed or Printed)



(THIS AREA FOR OFFICIAL NOTARIAL SEAL)

COUNTY OF Solano }  
STATE OF California } SS.  
On October 18, 1982, before me Sandy Graham  
a Notary Public in and for said County and State, personally appeared

Evans Wyro known to me to be one of the partners of the partnership that executed the within instrument, and acknowledged to me that such partnership executed the same.

WITNESS my hand and official seal the day and year in this certificate first above written.

Signature Sandy Graham  
Sandy Graham  
Name (Typed or Printed)



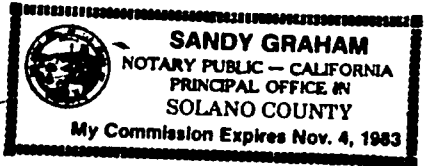
(THIS AREA FOR OFFICIAL NOTARIAL SEAL)

COUNTY OF Solano }  
STATE OF California } SS.  
On October 18, 1982, before me Sandy Graham  
a Notary Public in and for said County and State, personally appeared

Paul McGuire known to me to be one of the partners of the partnership that executed the within instrument, and acknowledged to me that such partnership executed the same.

WITNESS my hand and official seal the day and year in this certificate first above written.

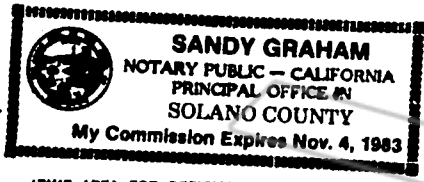
Signature Sandy Graham  
Sandy Graham  
Name (Typed or Printed)



(THIS AREA FOR OFFICIAL NOTARIAL SEAL)

COUNTY OF Solano  
STATE OF California } SS.  
On October 18, 1982, before me Sandy Graham  
a Notary Public in and for said County and State, personally appeared  
Deborah D. McGuire known to me to be  
one of the partners of the partnership that executed the within instrument, and acknowledged to me  
that such partnership executed the same.

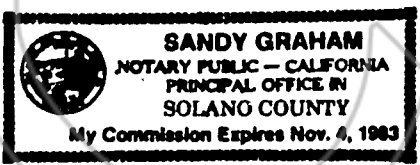
WITNESS my hand and official seal the day and year in  
this certificate first above written.  
Signature Sandy Graham  
Sandy Graham  
Name (Typed or Printed)



STATE OF CALIFORNIA  
COUNTY OF SOLANO } SS.

On this 18th day of October  
in the year one thousand nine hundred and 82  
before me, Sandy Graham  
a Notary Public in and for the County of Solano, State of California,  
residing therein, duly commissioned and sworn, personally appeared  
Paul McGuire  
known to me to be the person whose name is subscribed to the within  
instrument as the attorney in fact of Helen E.  
Stephenson and acknowledged to me that he  
subscribed the name of Helen E. Stephenson

thereto as principal, and his own name as attorney in fact.  
IN WITNESS WHEREOF I have hereunto set my hand and affixed my  
official seal in the \_\_\_\_\_ County of Solano, the  
day and year in this certificate first above written.  
Sandy Graham  
Notary Public in and for the County of Solano, State of California  
Notary's Name (typed) Sandy Graham



STATE OF CALIFORNIA  
COUNTY OF SOLANO } SS.

On this 18th day of October  
in the year one thousand nine hundred and 82  
before me, Sandy Graham  
a Notary Public in and for the County of Solano, State of California,  
residing therein, duly commissioned and sworn, personally appeared  
Paul McGuire  
known to me to be the person whose name is subscribed to the within  
instrument as the attorney in fact of Donald P.  
Stephenson and acknowledged to me that he  
subscribed the name of Donald P. Stephenson

thereto as principal, and his own name as attorney in fact.  
IN WITNESS WHEREOF I have hereunto set my hand and affixed my  
official seal in the \_\_\_\_\_ County of Solano, the  
day and year in this certificate first above written.  
Sandy Graham  
Notary Public in and for the County of Solano, State of California  
Notary's Name (typed) Sandy Graham



On this 18th day of October

In the year one thousand nine hundred and 82

before me, Sandy Graham  
a Notary Public in and for the County of Solano, State of California,  
residing therein, duly commissioned and sworn, personally appeared  
Paul McGuire

known to me to be the person whose name is subscribed to the within  
instrument as the attorney in fact of William Avery

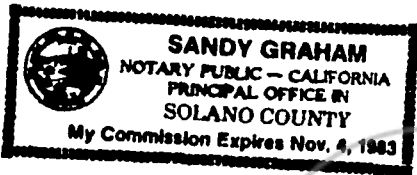
and acknowledged to me that \_\_\_\_\_ he  
subscribed the name \_\_\_\_\_ of William Avery

thereto as principal \_\_\_\_\_, and hi.s. own name as attorney in fact.  
IN WITNESS WHEREOF I have hereunto set my hand and affixed my

official seal in the \_\_\_\_\_ County of Solano, the  
day and year in this certificate first above written.

Sandy Graham  
Notary Public in and for the County of Solano, State of California

Notary's Name (typed) Sandy Graham



On this 18th day of October

In the year one thousand nine hundred and 82

before me, Sandy Graham  
a Notary Public in and for the County of Solano, State of California,  
residing therein, duly commissioned and sworn, personally appeared  
Paul McGuire

known to me to be the person whose name is subscribed to the within  
instrument as the attorney in fact of Floyd Helmick

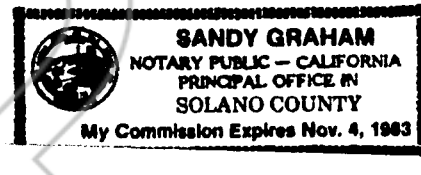
and acknowledged to me that \_\_\_\_\_ he  
subscribed the name \_\_\_\_\_ of Floyd Helmick &  
Lynn Helmick

thereto as principal \_\_\_\_\_, and hi.s. own name as attorney in fact.  
IN WITNESS WHEREOF I have hereunto set my hand and affixed my

official seal in the \_\_\_\_\_ County of Solano, the  
day and year in this certificate first above written.

Sandy Graham  
Notary Public in and for the County of Solano, State of California

Notary's Name (typed) Sandy Graham



On this 18th day of October

In the year one thousand nine hundred and 82

before me, Sandy Graham  
a Notary Public in and for the County of Solano, State of California,  
residing therein, duly commissioned and sworn, personally appeared  
Paul McGuire

known to me to be the person whose name is subscribed to the within  
instrument as the attorney in fact of William Downey

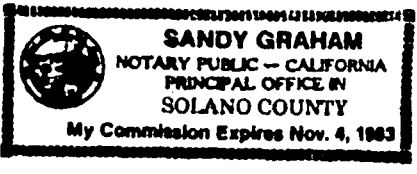
and acknowledged to me that \_\_\_\_\_ he  
subscribed the name \_\_\_\_\_ of \_\_\_\_\_

thereto as principal \_\_\_\_\_, and hi.s. own name as attorney in fact.  
IN WITNESS WHEREOF I have hereunto set my hand and affixed my

official seal in the \_\_\_\_\_ County of Solano, the  
day and year in this certificate first above written.

Sandy Graham  
Notary Public in and for the County of Solano, State of California

Notary's Name (typed) Sandy Graham



On this 18th day of October

In the year one thousand nine hundred and 82

before me, Sandy Graham  
a Notary Public in and for the County of Solano, State of California,  
residing therein, duly commissioned and sworn, personally appeared  
Paul McGuire

known to me to be the person whose name is subscribed to the within  
instrument as the attorney in fact of Henry Maguire

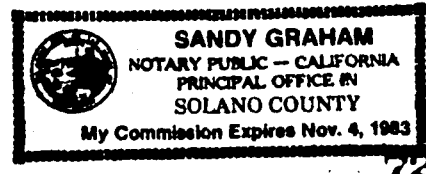
and acknowledged to me that \_\_\_\_\_ he  
subscribed the name \_\_\_\_\_ of Henry Maguire

thereto as principal \_\_\_\_\_, and hi.s. own name as attorney in fact.  
IN WITNESS WHEREOF I have hereunto set my hand and affixed my

official seal in the \_\_\_\_\_ County of Solano, the  
day and year in this certificate first above written.

Sandy Graham  
Notary Public in and for the County of Solano, State of California

Notary's Name (typed) Sandy Graham



72629



STATE OF CALIFORNIA  
COUNTY OF SOLANO

SS.

On this 18th day of October

In the year one thousand nine hundred and 82

before me, Sandy Graham  
a Notary Public in and for the County of Solano, State of California,  
residing therein, duly commissioned and sworn, personally appeared  
Paul McGuire

known to me to be the person whose name is subscribed to the within  
instrument as the attorney in fact of Joe Dadd

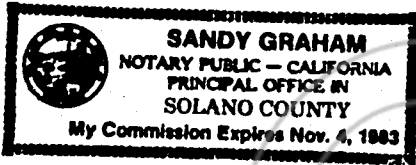
Nona Dadd and acknowledged to me that he  
subscribed the name of Joe Dadd & Nona Dadd

thereto as principal, and his own name as attorney in fact.  
IN WITNESS WHEREOF I have hereunto set my hand and affixed my

official seal in the \_\_\_\_\_ County of Solano, the  
day and year in this certificate as above written.

Sandy Graham  
Notary Public in and for the County of Solano, State of California

Notary's Name (typed) Sandy Graham



REQUESTED BY  
Paul McGuire  
IN OFFICIAL RECORDS OF  
DOUGLAS CO. NEVADA  
\$12.00 JCD  
1982 OCT 27 PM 12:02

SUZANNE BEAUDREAU  
RECORDER

Suzanne Beaudreau  
M.P.

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