

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

LAKESIDE COVE RESORT PARTNERSHIP, LTD.

THIS AMENDMENT, made and entered into this 29
day of October, 1986, by and between LAKESIDE COVE RESORT INC.,
a Nevada corporation, as General Partner, and DONALD DEAN
RICHTER, PATRICIA ANN RICHTER, G.O.L.D., a Nevada Partnership,
LOUIE RAY BURGARELLO, JANICE BURGARELLO, ALVIN JOHNSON, PHYLLIS
JOHNSON, DONALD G. ZUNDEL, KAREN ZUNDEL, STEVEN EGOL, KAY EGOL,
CURTIS RISLEY, NANCY RISLEY, R. JAMES MEGQUIER, LYNN MEGQUIER,
VALERIE F. SCOTT TRUSTEE, RICHARD KRUECKEL, KAREN KRUECKEL,
FRANK & ASSOCIATES CONSULTANTS, EDWARD EVERETT III, MARJORIE J.
EVERETT, HELENE S. FEINBERG, MARILYN C. JOHNSON, RONALD A.
JOHNSON, CHRISTI HUNEYCUTT HASBUN, formerly CHRISTI HUNEYCUTT,
JACK B. CARAMELLA, SHEILA M. CARAMELLA, LAKESIDE COVE PART-
NERSHIP, a Nevada Partnership, JAMES R. BOCKELMAN and LYNN DEE
BOCKELMAN, as Limited Partners,

WITNESSETH:

WHEREAS, the General Partner and Limited Partners,
HUMPHREYS & CLARK PARTNERSHIP, DONALD DEAN RICHTER, PATRICIA
ANN RICHTER, G.O.L.D., a Nevada Partnership, LOUIE RAY BURGA-
RELLO, JANICE BURGARELLO, ALVIN JOHNSON, PHYLLIS JOHNSON,
DONALD G. ZUNDEL, KAREN ZUNDEL, CURTIS RISLEY, NANCY RISLEY, R.
JAMES MEGQUIER, LYNN MEGQUIER, SOUTHERN BOLT & SCREW and
VALERIE F. SCOTT TRUSTEE, of LAKESIDE COVE RESORT PARTNERSHIP,
LTD., a Limited Partnership, have heretofore executed a Cer-
tificate of Limited Partnership dated June 4, 1981; and

WHEREAS, the General Partner and Limited Partners,
HUMPHREYS & CLARK PARTNERSHIP, DONALD DEAN RICHTER, PATRICIA
ANN RICHTER, G.O.L.D., a Nevada Partnership, LOUIE RAY BURGA-
RELLO, JANICE BURGARELLO, ALVIN JOHNSON, PHYLLIS JOHNSON,

DONALD G. ZUNDEL, KAREN ZUNDEL, STEVEN EGOL, KAY EGOL, CURTIS RISLEY, NANCY RISLEY, R. JAMES MEGQUIER, LYNN MEGQUIER, SOUTHERN BOLT & SCREW, VALERIE F. SCOTT TRUSTEE, RICHARD KRUECKEL, KAREN KRUECKEL, FRANK & ASSOCIATES CONSULTANTS, EDWARD EVERETT, III, MARJORIE J. EVERETT and HELENE S. FEINBERG, of LAKESIDE COVE RESORT PARTNERSHIP, LTD., a Limited Partnership, have heretofore executed an Amendment to Certificate of Limited Partnership dated September 16, 1981; and

WHEREAS, the General Partner and Limited Partners, HUMPHREYS & CLARK PARTNERSHIP, DONALD DEAN RICHTER, PATRICIA ANN RICHTER, G.O.L.D., a Nevada Partnership, LOUIE RAY BURGARELLO, JANICE BURGARELLO, ALVIN JOHNSON, PHYLLIS JOHNSON, DONALD G. ZUNDEL, KAREN ZUNDEL, STEVEN EGOL, KAY EGOL, CURTIS RISLEY, NANCY RISLEY, R. JAMES MEGQUIER, LYNN MEGQUIER, SOUTHERN BOLT & SCREW, VALERIE F. SCOTT TRUSTEE, RICHARD KRUECKEL, KAREN KRUECKEL, FRANK & ASSOCIATES CONSULTANTS, EDWARD EVERETT, III, MARJORIE J. EVERETT, HELENE S. FEINBERG, MARILYN C. JOHNSON, RONALD A. JOHNSON and CHRISTI HUNEYCUTT, of LAKESIDE COVE RESORT PARTNERSHIP, LTD., a Limited Partnership, have heretofore executed an Amendment to Certificate of Limited Partnership dated May 14, 1982; and

WHEREAS, the General Partner and Limited Partners, HUMPHREYS & CLARK PARTNERSHIP, DONALD DEAN RICHTER, PATRICIA ANN RICHTER, G.O.L.D., a Nevada Partnership, LOUIE RAY BURGARELLO, JANICE BURGARELLO, ALVIN JOHNSON, PHYLLIS JOHNSON, DONALD G. ZUNDEL, KAREN ZUNDEL, STEVEN EGOL, KAY EGOL, CURTIS RISLEY, NANCY RISLEY, R. JAMES MEGQUIER, LYNN MEGQUIER, SOUTHERN BOLT & SCREW, VALERIE F. SCOTT TRUSTEE, RICHARD KRUECKEL, KAREN KRUECKEL, FRANK & ASSOCIATES CONSULTANTS, EDWARD EVERETT, III, MARJORIE J. EVERETT, HELENE S. FEINBERG, MARILYN C. JOHNSON, RONALD A. JOHNSON, CHRISTI HUNEYCUTT, JACK B. CAMELLA and SHEILA M. CAMELLA, of LAKESIDE COVE RESORT

PARTNERSHIP, LTD., a Limited Partnership, have heretofore executed an Amendment to Certificate of Limited Partnership dated December 21, 1983; and

WHEREAS, the General Partner and Limited Partners, HUMPHREYS & CLARK PARTNERSHIP, DONALD DEAN RICHTER, PATRICIA ANN RICHTER, G.O.L.D., a Nevada Partnership, LOUIE RAY BURGARELLO, JANICE BURGARELLO, ALVIN JOHNSON, PHYLLIS JOHNSON, DONALD G. ZUNDEL, KAREN ZUNDEL, STEVEN EGOL, KAY EGOL, CURTIS RISLEY, NANCY RISLEY, R. JAMES MEGQUIER, LYNN MEGQUIER, SOUTHERN BOLT & SCREW, VALERIE F. SCOTT TRUSTEE, RICHARD KRUECKEL, KAREN KRUECKEL, FRANK & ASSOCIATES CONSULTANTS, EDWARD EVERETT, III, MARJORIE J. EVERETT, HELENE S. FEINBERG, MARILYN C. JOHNSON, RONALD A. JOHNSON, CHRISTI HUNEYCUTT, JACK B. CAMELLA and SHEILA M. CAMELLA, and LAKESIDE COVE PARTNERSHIP, a Nevada Partnership, of LAKESIDE COVE RESORT PARTNERSHIP, LTD., a Limited Partnership, have heretofore executed an Amendment to Certificate of Limited Partnership dated September 3, 1984; and

WHEREAS, CHRISTI HUNEYCUTT HASBUN, formerly CHRISTI HUNEYCUTT, has sold and conveyed 45 units to JAMES R. BOCKELMAN and LYNN DEE BOCKELMAN, husband and wife; and

WHEREAS, the General Partner and Limited Partners desire hereby to recognize by this Amendment their interests in this Limited Partnership as adjusted by the aforesaid interest sold and purchased.

NOW, THEREFORE, IT IS AGREED that the Certificate of Limited Partnership shall be modified as follows:

4. (b) Partners: General and Limited Partners.

The name and address of the General Partner and each Limited Partner, and the number of Units owned by each, are as follows:

Name and Address

Number of Units

GENERAL PARTNER:

Lakeside Cove Resort Inc. 8
241 Ridge Street, Suite 440
Reno, Nevada 89501

LIMITED PARTNERS:

VALERIE F. SCOTT TRUSTEE 75
5400 Dolores Drive
Sparks, Nevada 89431

LOUIE RAY and JANICE BURGARELLO 45
and ALVIN and PHYLLIS JOHNSON
5475 Silver Hills Circle
Sparks, Nevada 89431

FRANK & ASSOCIATES CONSULTANTS 50
and EDWARD EVERETT III and
MARJORIE J. EVERETT
2190 Carter Drive
Reno, Nevada 89509

HELENE S. FEINBERG 45
P. O. Box 45622
Los Angeles, California 90045

DONALD G. and KAREN ZUNDEL, 27
STEVEN and KAY EGOL, CURTIS
and NANCY RISLEY, and R.
JAMES and LYNN MEGQUIER
3773 Baker Lane
Reno, Nevada 89509

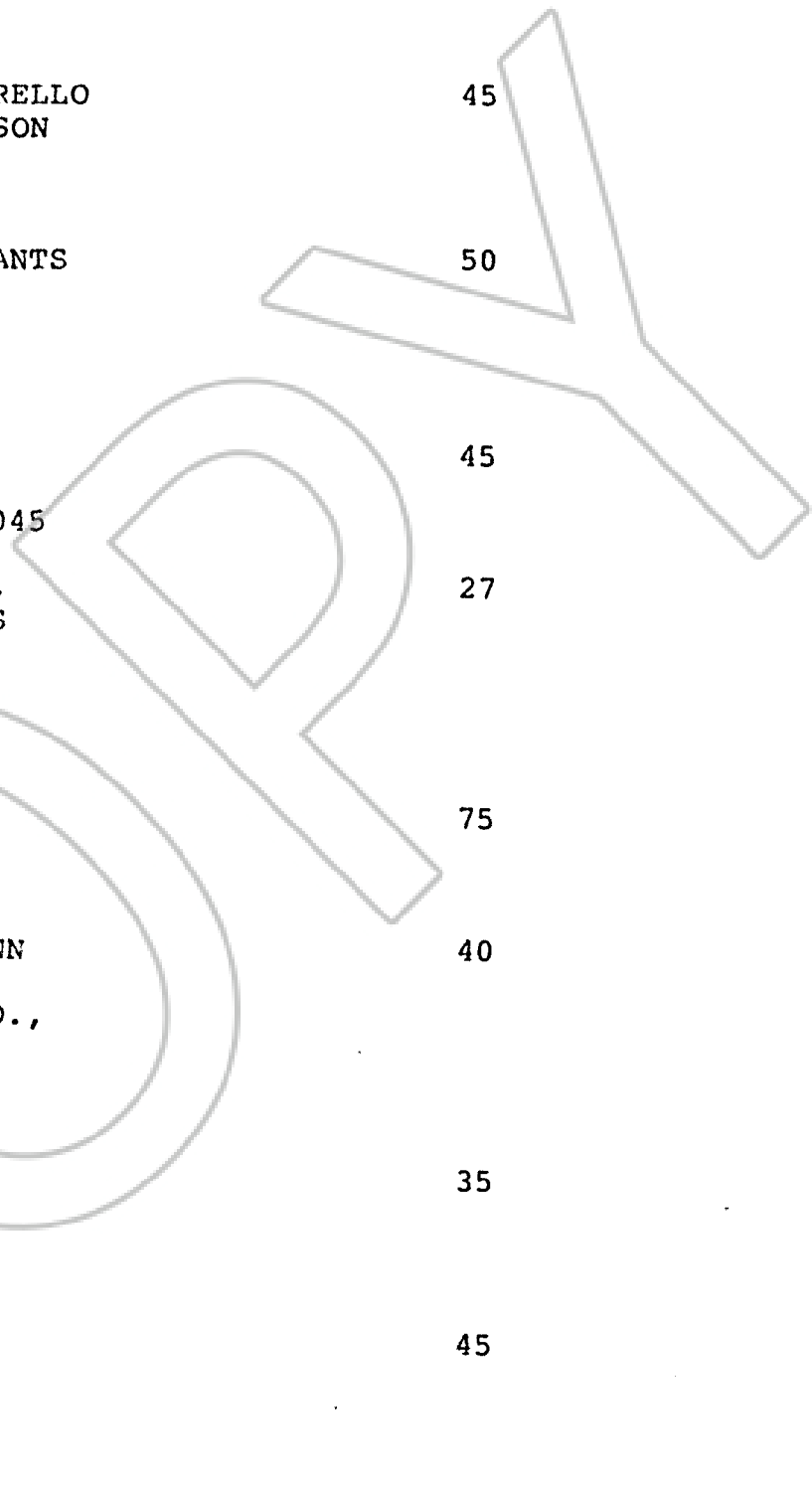
LAKESIDE COVE PARTNERSHIP 75
305 West Moana Lane
Reno, Nevada 89509

DONALD DEAN and PATRICIA ANN 40
RICHTER, and RICHARD and
KAREN KRUECKEL, and G.O.L.D.,
a Nevada Partnership
1479 South Wells Avenue
Reno, Nevada 89502

MARILYN C. and RONALD A. 35
JOHNSON
1010 LaRue Avenue
Reno, Nevada 89509

JAMES R. and LYNN 45
DEE BOCKELMAN
1150 Tapadero Trail
Reno, Nevada 89511

JACK B. and SHEILA 55
M. CARAMELLA
100 Vassar Street
Reno, Nevada 89502



IN WITNESS WHEREOF, the parties hereto have executed
this Amendment as of the day and year first above written.

GENERAL PARTNER:

LAKESIDE COVE RESORT INC.
a Nevada corporation

By Donald P. Clark
DONALD P. CLARK
Attorney-in-Fact

LIMITED PARTNERS:

DONALD DEAN RICHTER, PATRICIA
ANN RICHTER, G.O.L.D., a Nevada
Partnership, LOUIE RAY BURGA-
RELLO, JANICE BURGARELLO, ALVIN
JOHNSON, PHYLLIS JOHNSON, DONALD
G. ZUNDEL, KAREN ZUNDEL, STEVEN
EGOL, KAY EGOL, CURTIS RISLEY,
NANCY RISLEY, R. JAMES MEGQUIER,
LYNN MEGQUIER, VALERIE F. SCOTT
TRUSTEE, RICHARD KRUECKEL, KAREN
KRUECKEL, FRANK & ASSOCIATES
CONSULTANTS, EDWARD EVERETT, III,
MARJORIE J. EVERETT, HELENE S.
FEINBERG, RONALD A. JOHNSON,
MARILYN C. JOHNSON, JACK B.
CAMELLA, SHEILA M. CAMELLA,
LAKESIDE COVE PARTNERSHIP, a
Nevada Partnership, and JAMES
R. BOCKELMAN and LYNN DEE
BOCKELMAN

By: LAKESIDE COVE RESORT INC.
a Nevada corporation

By Donald P. Clark
DONALD P. CLARK
Attorney-in-Fact

Christi Huneycutt Hasbun
CHRISTI HUNEYCUTT HASBUN
formerly CHRISTI HUNEYCUTT

James R. Bockelman
JAMES R. BOCKELMAN

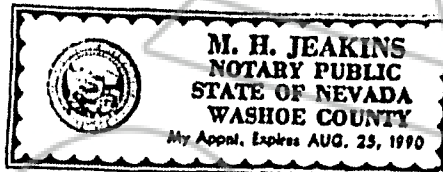
Lynn Dee Bockelman
LYNN DEE BOCKELMAN

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On October 29, 1986, before me, the undersigned, a Notary Public, in and for said County and State, personally appeared DONALD P. CLARK, known to me to be the person whose name is subscribed to the within instrument as the Attorney-in-Fact of LAKESIDE COVE RESORT, INC., a Nevada corporation, and acknowledged to me that he executed the within instrument on behalf of LAKESIDE COVE RESORT, INC., a Nevada corporation, and subscribed his own name as Attorney-in-Fact, freely and voluntarily and for the uses and purposes therein mentioned.

M. H. Jeakins

Notary Public

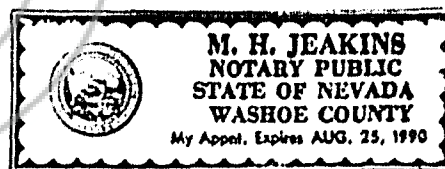


STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On October 29, 1986, before me, the undersigned, a Notary Public, in and for said County and State, personally appeared DONALD P. CLARK, known to me to be the Attorney-in-Fact of LAKESIDE COVE RESORT INC., a Nevada corporation, which is the Attorney-in-Fact for the Limited Partners listed on Page 4 of this Amendment, who acknowledged that he executed the foregoing instrument on their behalf.

M. H. Jeakins

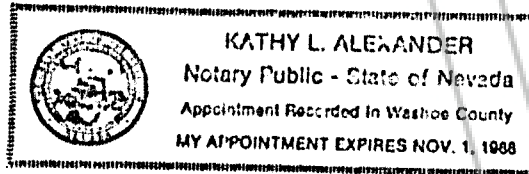
Notary Public



STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On October 29th, 1986, personally appeared before me, a Notary Public, CHRISTI HUNEYCUTT HASBUN, formerly CHRISTI HUNEYCUTT, who acknowledged to me that she executed the foregoing instrument.

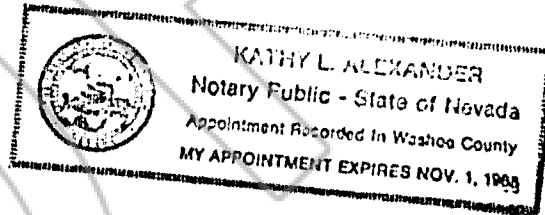
Kathy Alexander
Notary Public



STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On October 29, 1986, personally appeared before me, a Notary Public, JAMES R. BOCKELMAN and LYNN DEE BOCKELMAN, who acknowledged to me that they executed the foregoing instrument.

James R. Bockelman
Notary Public



17A/32/jab

REQUESTED BY
Suzanne Beaudreau
IN OFFICIAL RECORDS OF
DOUGLAS COUNTY, NEVADA

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