

FIRST AMENDMENT  
TO  
LIMITED PARTNERSHIP AGREEMENT  
AND CERTIFICATE  
OF  
WESTWARD HO ASSOCIATES

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THIS AGREEMENT entered into as of the 1st day of February, 1980, by and between WESTWARD HO ASSOCIATES (a Minnesota General Partnership), ROBERT R. GAUDREAU, GAUDREAU DEVELOPMENT CO., INC., KNUTSON CONSTRUCTION COMPANY, MARSHALL BUILDING SYSTEMS, INC., and HOMAR, INC.

WHEREAS, an Agreement and Certificate of Limited Partnership dated December 28, 1979, was filed with the Secretary of State of Rhode Island on January 18, 1980, which established that limited partnership known as Westward Ho Associates; and,

WHEREAS, the Partners of Westward Ho Associates desire to admit additional limited partners;

NOW THEREFORE, that certain Agreement and Certificate of Westward Ho Associates dated December 28, 1979, is hereby amended as follows:

1. Paragraph 6 is amended to read as follows:

<u>General Partners</u>		
<u>Name</u>	<u>Contribution</u>	<u>Percentage Interest</u>
Robert R. Gaudreau	\$50.00	.1%
Gaudreau Development Co., Inc.	\$50.00	.1%
Westward Ho Associates (a General Partnership)	\$50.00	.8%

Limited Partners

<u>Name</u>	<u>Contribution</u>	<u>Percentage Interest</u>
Knutson Construction Company	\$50.00	.1%
Marshall Building Systems, Inc.	\$50.00	49.45%
HOMAR, Inc.	\$50.00	49.45%

Notwithstanding the percentage ownership interests shown above, Associates shall receive not less than 50% of distributions, profits and losses from the sale or refinancing of the Project.

2. Marshall Building Systems, Inc. and HOMAR, Inc., as additional limited partners, acknowledge that additional and/or substitute limited partners may be admitted to the partnership, and they each hereby appoint Robert R. Gaudreau their true and lawful attorney-in-fact to accomplish such addition and/or substitution of limited partners.

3. In all other respects, the original Agreement and Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their signatures or the signature of their duly authorized officers to be affixed hereto as of the day and year first above written.

Robert R. Gaudreau  
Gaudreau Development Co., Inc.  
Westward Ho Associates  
(a General Partnership)  
Knutson Construction Company

By: Robert R. Gaudreau  
Robert R. Gaudreau  
President of Gaudreau Development Co., Inc.  
Attorney-in-Fact and Partner of  
Westward Ho Associates and individually

Withdrawing Limited Partner:

Marshall Building Systems, Inc.

Westward Ho Associates  
(a General Partnership)

By: Ronald E. Bates

Its: Vice-President

By: Robert R. Gaudreau

Robert R. Gaudreau  
President of Gaudreau  
Development Co., Inc.,  
a Partner

HOMAR, Inc.

By: Ronald E. Bates

Its: Vice-President

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

Before me on this 21<sup>st</sup> day of February, 1980, personally appeared Robert R. Gaudreau, President of Gaudreau Development Co., Inc., a Partner of Westward Ho Associates (a General Partnership) and by virtue of his office, Attorney-in-Fact for Knutson Construction Company and he acknowledged his execution of this instrument to be his free act and deed individually, in his capacity as President, in the Corporation's capacity as a Partner and in his capacity as Attorney-in-Fact.

James A. O'Leary  
Notary Public

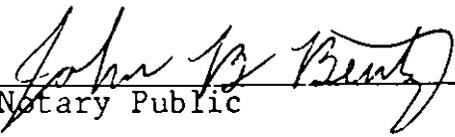
STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

Before me on this 21<sup>st</sup> day of February, 1980, personally appeared Ronald E. Bates, the Vice President of Marshall Building Systems, Inc., and he acknowledged his execution of this instrument to be his free act and deed and the free act and deed of Marshall Building Systems, Inc.

John W. Bessy  
Notary Public

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

Before me on this 21<sup>st</sup> day of February, 1980, personally appeared Ronald E. Bates, the Vice President of HOMAR, Inc., and he acknowledged his execution of this instrument to be his free act and deed and the free act and deed of HOMAR, Inc.

  
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Notary Public

My Commission Expires June 30, 1981

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*[Handwritten signature]*