

61218

Filing Fee: \$50.00

State of Rhode Island and Providence Plantations
FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

Homecroft at Blackstone Properties, Limited Partnership

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Homecroft at Blackstone Properties, Limited Partnership and, if different, the name which it proposes to register and transact business in the State of Rhode Island is N/A

(If not applicable, so state)

SECOND: It is organized under the laws of the State of Delaware and the date of its formation is August 17, 1989

THIRD: The general character of the business it proposes to transact in Rhode Island is to develop a continuing care retirement community consisting of approximately 280 residential units and to sell such units and to do any other activities it is authorized to do pursuant to its Limited Partnership Agreement.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 345 Blackstone Boulevard, Providence, Rhode Island 02906

and the name of the agent resident in Rhode Island at that address is Charles M. Atkins

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....

The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, Delaware 19801

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners

Address

General Partners	Address
Homecroft of Rhode Island, Inc.	345 Blackstone Boulevard Providence, Rhode Island 02906

Limited Partners

Address

Limited Partners	Address
Homecroft, Inc.	551 Boylston Street Boston, Massachusetts 02116

Dated July 17, 1990

Homecroft at Blackstone Properties, Limited Partnership

(Exact name of Limited Partnership making application)

By Homecroft of Rhode Island, Inc.

(General Partner)

By:

Charles M. Atkins, President
Homecroft of Rhode Island, Inc.

State of Massachusetts

County of Suffolk

} Sc.

At Boston

in said county on this 18TH

day of July

1990

, personally appeared before me

Charles M. Atkins, President of Homecroft of Rhode Island, Inc. (General Partner)

President of the

who, being by me first duly sworn, declared that he is a General Partner of the Homecroft at

Blackstone Properties, Limited Partnership

, that he signed the foregoing

document as a General Partner of the limited partnership, and that the statements therein contained are true and his free act and deed in such capacity and the free act and deed of said corporation.

Sheldon E. Tandler

Notary Public

SHELDON E. TANDLER

My Commission Expires 8/15/91

RECEIVED
SECRETARY OF STATE
CORRECTIONS DIV

JUL 23 2 46 PM '90

RD 3724
JUL 23 1990
Rec'd & Filed



Homecroft at Blackstone

345 Blackstone Boulevard
Providence, RI 02906
401 273-9550

July 16, 1990

Office of the Secretary of State
of the State of Rhode Island
Corporations Division
100 North Main Street
Providence, Rhode Island 02903

To Whom it May Concern:

I, the undersigned President of Homecroft of Rhode Island, Inc., hereby consent to the use of the name "Homecroft at Blackstone Properties, Limited Partnership" in connection with the Foreign Limited Partnership Application for Certificate of Registration of such limited partnership.

Sincerely,

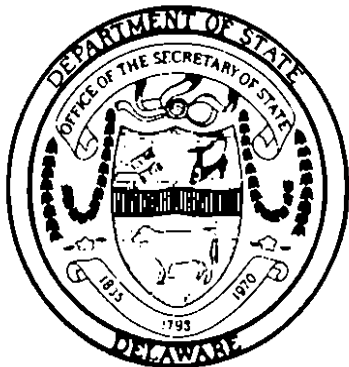
Charles M. Atkins,
President, Homecroft of
Rhode Island, Inc.



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF HOMECROFT AT BLACKSTONE PROPERTIES, L.P. FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 1990, AT 9 O'CLOCK A.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 12727715

DATE: 07/16/1990