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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP**

FILED

APR 22 2008

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11-56270

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws of Rhode Island, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

NBSHK Housing, L.P.

2. The date of filing of the Certificate of Limited Partnership is June 22, 2007

3. The Certificate of Limited Partnership (as previously amended None)
(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[Insert amendment]

The Certificate is amended as shown in the attached First Amendment To Certificate And Agreement
of Limited Partnership of NBSHK Housing, L.P. attached hereto. ☐

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4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: April 7, 2008

NBSHK Housing, L.P.


Print Name of Limited Partnership

~~By~~ Waverly Housing Company

By 
Robert Watkins, President

By _____

~~By~~ SHK, LLC

By 
Stephan Baptista, Manager

FIRST AMENDMENT
TO
LIMITED PARTNERSHIP CERTIFICATE AND AGREEMENT
OF
NBSHK HOUSING, L.P.

THIS FIRST AMENDMENT to the Limited Partnership Certificate and Agreement of NBSHK Housing, L.P. is made and entered into as of the 7th day of April, 2008, by and between Waverly Housing Company, a Rhode Island non-profit corporation (hereinafter, "Waverly") and SHK, LLC, a Rhode Island limited liability company (hereinafter, "SHK").

WHEREAS, Waverly and SHK formed a Rhode Island limited partnership known as NBSHK Housing, L.P. (hereinafter, the "Partnership") by executing and filing a Certificate of Limited Partnership with the Secretary of State of the State of Rhode Island on June 22, 2007 (hereinafter, the "Certificate");

WHEREAS, Waverly and SHK entered into a limited partnership agreement dated June 22, 2007 (hereinafter, the "Agreement"), for the Partnership; and

WHEREAS, Waverly and SHK now desire to change the status of SHK as a partner of the Partnership.

NOW THEREFORE, for good and valuable consideration each to the other paid, the receipt and sufficiency of which is hereby acknowledged, Waverly and SHK agree as follows:

1. SHK hereby resigns as a General Partner of the Partnership and becomes a Special Limited Partner of the Partnership with those duties, responsibilities and liabilities as hereinafter described.

2. Waverly agrees to the change in status of SHK, and agrees to remain as the sole General Partner of the Partnership.

3. Exhibit A to the Agreement is changed as shown on the attached amended Exhibit A.

4. Section 1.1 G, is deleted and the following substituted therefore:

"G. "General Partner" shall mean Waverly Housing Company and any successor elected in its place; and any reference herein to a Limited Partner and/or a Special Limited Partner, shall be deemed to not include the General Partner."

5. The following is added to the Agreement as Section 1.1 T:

"T. "Special Limited Partner" shall mean SHK, LLC and any successor elected in its place; and any reference herein to a General Partner shall be deemed to not include the Special Limited Partner."

6. Section 3.2 is amended to change the principal office address of the Partnership to 651 Orchard Street, New Bedford, Massachusetts 02744.

7. Section 4.2 is amended by the addition of the following sentence: "The Special Limited Partner has or shall contribute to the Partnership for its respective interest, as a capital contribution, the amount shown on Exhibit A attached hereto and made a part hereof."

8. Article V is amended by the addition of the following section:

"SECTION 5.5 The provisions of the preceding Sections 5.1 through and including 5.4 shall apply to the Special Limited Partner."

9. Article X is retitled: "Rights and Powers of General Partners and the Special Limited Partner".

10. The following is added to the Agreement as Section 10.2:


"SECTION 10.2. The Special Limited Partner shall not participate in the management of the Partnership, provided, however, the Special Limited Partner shall be designated as the "Developer" of the Property or the Properties, and in such capacity, shall be entitled to receive any Development Fee made available to the Partnership. In consideration for receiving the Development Fee, the Special Limited Partner agrees to execute and deliver any construction completion guaranty required by RIHMFC, and further, the Special Limited Partner agrees to execute and deliver such guaranties as may be required by any future tax credit purchaser in its capacity as an investor limited partner in the Partnership, and this Section 10.2 shall survive the restatement of this Agreement to provide for the admission of any investor limited partner."

11. The Special Limited Partner shall be considered a limited partner under all other sections of this Agreement.

12. In all other respects, this Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, Waverly and SHK have caused their duly authorized officer or member to execute and deliver this First Amendment as of the day and year first above written.

Waverly Housing Company

By: 
Robert Watkins
President

SHK, LLC

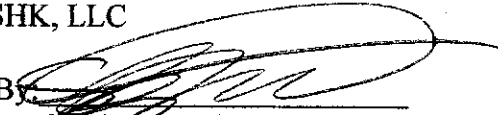
By: 
Stephan Baptista
Manager

EXHIBIT A

Partner	Percentage Interest	Capital Contribution
General Partner:		
Waverly Housing Company	.5%	\$10.00
Special Limited Partner:		
SHK, LLC	.5%	\$10.00
Limited Partner:		
SHK, LLC	99%	\$99.00



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

