

ID Number: 49380



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

LIMITED PARTNERSHIP

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: Narragansett Housing Associates, L.P.
2. The date of filing of the Certificate of Limited Partnership is October 7, 1982
3. The Certificate of Limited Partnership (as previously amended 9/23/83, 9/29/83, 1/16/84, 2/28/84, 4/10/84,)
4/30/84, 9/26/86, 5/18/92, 8/13/96, (List dates of prior amendment(s), if applicable. If none, so state.)
is amended as follows: 11/15/96, 4/17/08, 12/19/08,
2/11/09

[Insert amendment]

The Certificate of Limited Partnership is amended as shown in the Fourteenth Amendment attached hereto as Exhibit A.

Form No. 301
Revised: 12/05

FILED

MAY 01 2009

By

2:45

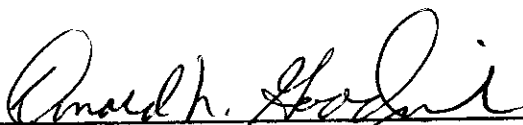
4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

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 29, 2009

Narragansett Housing Associates, L.P.

Print Name of Limited Partnership

By 
Donald L. Goodrich, a General Partner

By _____

By _____

By _____

By _____

EXHIBIT A

**FOURTEENTH AMENDMENT TO THE AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF THE LIMITED PARTNERSHIP OF
NARRAGANSETT HOUSING ASSOCIATES, L.P.**

THIS FOURTEENTH AMENDMENT to the Amended and Restated Certificate and Agreement of the Rhode Island Limited Partnership of Narragansett Housing Associates, L.P. (the "Partnership"), originally filed with the Secretary of the State of Rhode Island on October 7, 1982 and thereafter amended and restated in accordance with the terms and conditions thereof, is entered into by the undersigned as of the 1st day of April, 2009.

WHEREAS, as of the date of this Amendment, Coe Arthur Bloomberg assigned and transferred his limited partner interest in the Partnership, viz. one Unit or 2.375 percent thereof, to Coe A. Bloomberg, Trustee of the Coe A. Bloomberg Living Trust dated June 27, 2007 (the "Bloomberg Trust");

WHEREAS, the Bloomberg Trust has accepted the assignment and transfer of the foregoing interest of the erstwhile limited partner;

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Amended and Restated Certificate and Agreement of the Partnership is amended as follows:

1. Coe Arthur Bloomberg, hereby resigns and withdraws from the Partnership, and assigns his above described limited partnership interest in the Partnership to the Bloomberg Trust, as reflected on the Schedule A attached hereto.
2. The Bloomberg Trust hereby accepts the foregoing assignment from Coe Arthur Bloomberg (the "Assigning Limited Partner"), and hereby assumes the duties and liabilities of the Assigning Limited Partner with respect to the Partnership.
3. The Partnership and its General Partners have approved the substitution of the Bloomberg Trust in the place of the Assigning Limited Partner.
4. Schedule A of the Amended, and Restated Certificate and Agreement of the Partnership is hereby amended to reflect that the Bloomberg Trust is the owner of one Unit in the Partnership, and the Assigning Limited Partner is hereby removed from Schedule A of the Amended and Restated Certificate and Agreement of the Partnership.

5. Except as expressly amended hereby, the Amended and Restated Certificate and Agreement of the Partnership remain in full force and effect, and are hereby ratified and affirmed by the remaining Partners.

IN WITNESS WHEREOF, the undersigned have affixed their respective signatures as of the day and year first above written.

General Partner of Narragansett
Housing Associates, L.P.


Donald L. Goodrich

Attorney-in-Fact for the Other Partners
of Narragansett Housing Associates, L.P.


Donald L. Goodrich

Withdrawing Limited Partner


Coe Arthur Bloomberg

New Limited Partner

Coe A. Bloomberg Living Trust
Dated June 27, 2007

By: 
Coe A. Bloomberg
Trustee

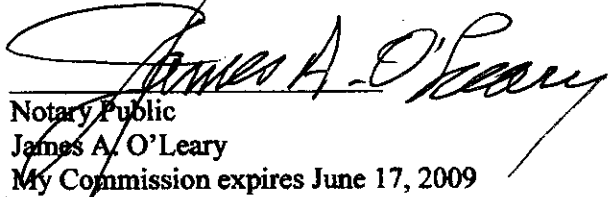
STATE OF RHODE ISLAND)

COUNTY OF PROVIDENCE)

: ss.;

On this 29th day of April, 2009, before me personally appeared Donald L. Goodrich,
to me known and known by me to be a General Partner of Narragansett Housing

Associates, L.P. and the Attorney-in-Fact for the other Partners of Narragansett Housing Associates, L.P., and known by me to be the person executing the foregoing instrument, and he acknowledged his execution of this document to be his free act and deed, in his capacity as a General Partner of Narragansett Housing Associates, L.P. and as the Attorney-in-Fact for the other Partners of Narragansett Housing Associates, L.P.


Notary Public
James A. O'Leary
My Commission expires June 17, 2009

STATE OF CALIFORNIA

COUNTY OF _____

On this _____ day of April, 2009, before me personally appeared Coe A. Bloomberg (aka as Coe Arthur Bloomberg), to me known and known by me to be a limited partner of Narragansett Housing Associates, L.P., a Rhode Island limited partnership, and known by me to be the Trustee of the Coe A. Bloomberg Living Trust dated June 27, 2007, and known by me to be the person executing the foregoing document, and he acknowledged his execution of the foregoing document to be his free act and deed individually and in his capacity as Trustee of the Coe A. Bloomberg Living Trust.

Notary Public

(printed name)

My Commission expires: _____

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES) SS

On April 14th 2009, before me, Gaurav Gautam, a Notary Public for the state, personally appeared Coe A. Bloomberg aka Coe Arthur Bloomberg, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Gaurav Gautam
NOTARY PUBLIC

NARRAGANSETT HOUSING ASSOCIATES, L.P.

SCHEDULE A

<u>General Partners</u>	<u>Capital Contributions</u>	<u>Units Purchased</u>
Daved Rubien 1025 Narragansett Boulevard Cranston, Rhode Island 02907	\$ 100	0
Donald L. Goodrich One Harry Street Cranston, Rhode Island 02907	100	0
Paul W. Goodrich 55 Court Street Boston, Massachusetts 02108	100	0
STO Associates, L.P., a Rhode Island Limited Partnership 1025 Narragansett Boulevard Cranston, Rhode Island 02907	100	0
<u>Special Limited Partner</u>		
Lexington Housing Group, a New York Partnership 625 Madison Avenue New York, New York 10022	100	0
<u>Limited Partners</u>		
Charles J. Bacall & Joanne Bacall * 5333 Maitland Avenue Teaneck, NJ 07666	20,625	½
Alfred Bergida 56 Hemlock Drive Manhasset, NY	41,250	1
Coe A. Bloomberg, Trustee Coe A. Bloomberg Living Trust 1026 El Medio Avenue Pacific Palisades, CA	41,250	1
Norman H. Brown, Jr. 62 Salisbury Road Darien, CT	20,625	½

<u>Limited Partners</u>	<u>Capital Contributions</u>	<u>Units Purchased</u>
Lorn D. Catlin & Erma G. Catlin * 17638 S.E. 292 Place Kent, WA 98042	41,250	1
Beverly C. Johnston 6 Fairway Villas Delray Dunes C.C. Boynton Beach, FL 33436	41,250	1
Charlette Kohn 6710 N. Richmond Chicago, IL 60645	41,250	1
Lexington Housing Group, a New York Partnership 625 Madison Avenue New York, NY 10022	20,625	½
John M. MacDonald 4401 N.E. 25 th Avenue Ft. Lauderdale, FL 33308	41,250	1
Barbara A. McNally 611 Palmer Street Yonkers, NY 10701	20,625	½
Donald A. Morris 15 West 81 st Street New York, NY 10024	82,500	2
Anthony Provenzano 79 Hanson Lane New Rochelle, NY 10804	20,625	½
Ray Qualmann & Donna Qualmann * 2860 N.E. 16 th Street Pompano Beach, FL 33061	41,250	1
Eastwood Investors V, LLC c/o First Atlantic Capital, LLC Pilot House – Lewis Wharf Boston, MA 02110	103,750	5 1/2

<u>Limited Partners</u>	<u>Capital Contributions</u>	<u>Units Purchased</u>
Maurice Shamah 901 E. 9 th Street Brooklyn, NY 11230	82,500	2
Steven R. Shamah 901 E. 9 th Street Brooklyn, NY 11230	82,500	2
SHP Acquisitions II, LLC 7 Thomas Drive Cumberland Foreside	618,750	17
Dale W. Wahl & Andrea O. Wahl * 5831 S.W. Lane Court Portland, OR 97221	20,625	½
Steven I. Waszen & Florence L. Waszen * 249 S. Maylanding Road Pomona, NJ 08240	41,250	1
Michael L. Johnston & Trinda N. Weaver * 14 Constock Hill Norwalk, CT 06850	20,625	½

* Joint Tenants