

Filing Fee: \$50.00

ID Number: 49574



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

JUL 07 2009

By [Signature]

29-93967

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:

Liberty Terrace Associates

2. The date of filing of the Certificate of Limited Partnership is January 18, 1983

3. The Certificate of Limited Partnership (as previously amended 4/11/83, 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, 11/13/96, 4/17/08, 12/19/08, 2/11/09, 5/1/09)
(List dates of prior amendment(s), if applicable. If none, so state.)
is amended as follows.

[Insert amendment]

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

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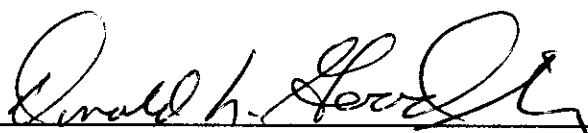
4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

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: July 7, 2009

Liberty Terrace Associates

Print Name of Limited Partnership

By 

Donald L. Goodrich

By a General Partner

By _____

By _____

By _____

EXHIBIT A

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SIXTEENTH AMENDMENT TO THE AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF THE LIMITED PARTNERSHIP OF
LIBERTY TERRACE ASSOCIATES

THIS SIXTEENTH AMENDMENT to the Amended and Restated Certificate and Agreement of the Rhode Island Limited Partnership of Liberty Terrace Associates (the "Partnership"), originally filed with the Secretary of 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 June, 2009.

WHEREAS, as of the end of the year 2008, SHP Acquisitions II, LLC ("SHP") was the owner of seventeen Units (the "Partnership Interest") in the Partnership as a Limited Partner;

WHEREAS, as of the first day of January, 2009, SHP has transferred a portion of its Partnership Interest in the Partnership to Eastwood Investors VI, LLC ("Eastwood VI"), and Eastwood VI and SHP have otherwise exchanged portions of the Partnership Interest; and

WHEREAS, Eastwood VI has accepted the assignment and transfer of the Partnership Interest of SHP.

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

1. SHP has assigned one-half of its Partnership Interest, i.e., eight and one-half (8.5) Units, in the Partnership to Eastwood VI, and subsequent to that transfer, Eastwood VI reassigned to SHP two and three-quarters (2.75) Units in the Partnership which now results in SHP being the owner of eleven and one-quarter (11.25) Units in the Partnership and Eastwood VI being the owner of five and three-quarters (5.75) Units in the Partnership.
2. Eastwood VI and SHP each accepts the foregoing assignment and reassignment of the Partnership Units as herein described, and each hereby assumes the duties and liabilities of the Assigning Partner with respect to the Partnership.
3. The Partnership and its General Partners have approved the substitution of Eastwood VI in the place of SHP for the Units now owned by Eastwood VI.
4. Schedule A of the Amended and Restated Certificate and Agreement of the Partnership is hereby amended to reflect that Eastwood VI is the owner of five and three-

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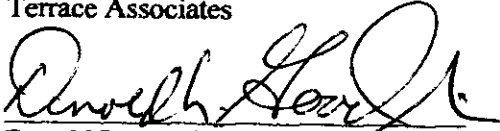
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quarters (5.75) Units in the Partnership, and SHP is the owner of eleven and one-quarter (11.25) Units in the Partnership.

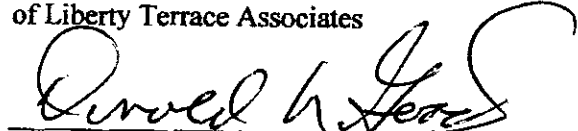
5. Except as expressly amended hereby, the Amended and Restated Certificate and Agreement of the Partnership remain in full force and effect, and are hereby ratified and affirmed by the remaining Partners.

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

General Partner of Liberty
Terrace Associates



Donald L. Goodrich

Attorney-in-Fact for the Other Partners
of Liberty Terrace Associates


Donald L. Goodrich

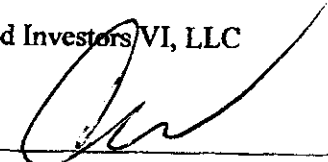
Assigning Limited Partner

SHP Acquisitions II, LLC

By: 
Michael Burnham
Manager

New Limited Partner

Eastwood Investors VI, LLC

By: 
By CEN Manager inc, manager
By Anthony Nickas, President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

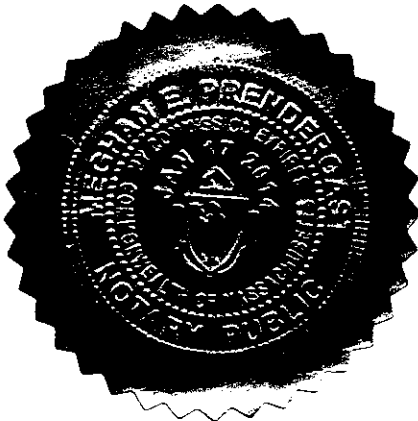
In Cranston, on this 6th day of June, 2009, before me personally appeared Donald L. Goodrich, to me known and known by me to be a General Partner of Liberty Terrace Associates and the Attorney-in-Fact for the other Partners of Liberty Terrace Associates, and known by me to be the person executing the 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 Liberty Terrace Associates and as the Attorney-in-Fact for the other Partners of Liberty Terrace Associates.

James A. O'Leary
Notary Public
JAMES A. O'LEARY
(print name)
Commission expires: 6-17-14


COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

In Boston on this 26th day of June, 2009, before me personally appeared Anthony A. Nickas, to me known and known by me to be the President of the managing co. of Eastwood Investors VI, LLC, 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 and the free act and deed of Eastwood Investors VI, LLC.



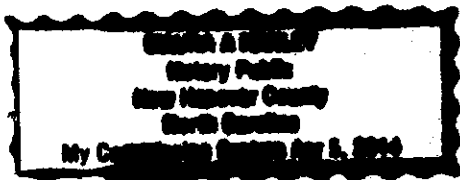
Meghan E. Prendergast
Notary Public
Meghan E Prendergast
(print name)
Commission expires: 01/17/14

STATE OF ~~MAINE~~ North Carolina
COUNTY OF New Hanover

 MEGHAN E. PRENDERGAST
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 17, 2014

In Wilmington, on this 23rd day of June, 2009, before me personally appeared Michael Burnham, to me known and known by me to be the Manager of SHP Acquisitions II, LLC, 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 and the free act and deed of SHP Acquisitions II, LLC.



Maura A. Hanley
Notary Public

Maura A. Hanley
(print name)

Commission expires: Apr 5, 2014

LIBERTY TERRACE ASSOCIATES

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
TMO 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	524,061	11.25
Dale W. Wahl & Andrea O. Wahl *	20,625	½
5831 S.W. Lane Court Portland, OR 97221		
Steven I. Waszen & Florence L. Waszen *	41,250	1
249 S. Maylanding Road Pomona, NJ 08240		
Michael L. Johnston & Trinda N. Weaver *	20,625	½
14 Constock Hill Norwalk, CT 06850		
Eastwood Investors VI, LLC c/o First Atlantic Capital, LLC Pilot House – Lewis Wharf Boston, MA 02110	94,689	5.75

* Joint Tenants



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

