

Filing Fee: \$50.00

ID Number: 49380



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

FILED

JUL 07 2009

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

By MD

9:58
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:

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, 11/15/96, 4/17/08, 12/19/08, 2/11/09, 5/1/09)
is amended as follows. (List dates of prior amendment(s), if applicable. If none, so state.)

[Insert amendment]

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

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SECRETARY OF STATE
CORPORATIONS DIV
2009 JUL - 7 AM 9:58

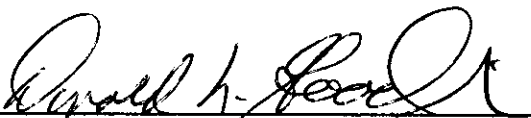
4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

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

Narragansett Housing Associates, L.P.

Print Name of Limited Partnership

By 

Donald L. Goodrich

By a General Partner

By _____

By _____

By _____

EXHIBIT A

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

THIS FIFTEENTH 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 June, 2009.

WHEREAS, as of the end of the year 2008, SHP Acquisitions II, LLC 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 Acquisitions II, LLC ("SHP") has transferred a portion of its Partnership Interest in the Partnership to Eastwood Investors VI, LLC ("Eastwood VI"); and

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

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. SHP hereby assigns one-half of its Partnership Interest, i.e. eight and one-half (8.5) Units to Eastwood VI, and SHP continues to own eight and one-half (8.5) Units in the Partnership.
2. Eastwood VI hereby accepts the foregoing assignment from SHP (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 Eastwood VI in the place of the Assigning Limited Partner to the extent of the Partnership Interest herein assigned.
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 eight and one-half (8.5) Units in the Partnership, and the Assigning Limited Partner continues to own eight and one-half (8.5) Units in the Partnership.

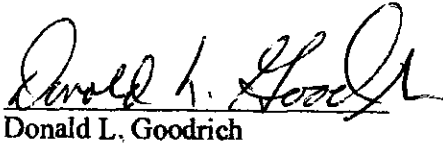
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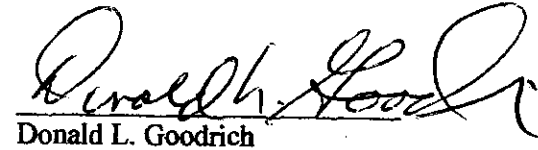
5. Except as expressly amended hereby, the Amended and Restated Certificate and Agreement of the Partnership remain in full force and effect, and are hereby ratified and affirmed by the remaining Partners.

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.

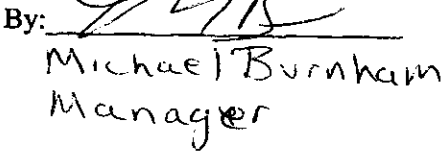

Donald L. Goodrich

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


Donald L. Goodrich

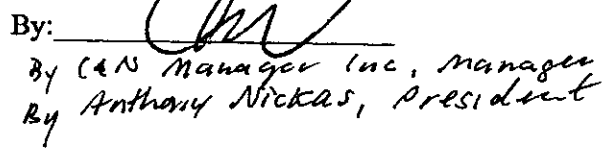
Assigning Limited Partner

SHP Acquisitions II, LLC

By: 
Michael Burnham
Manager

New Limited Partner

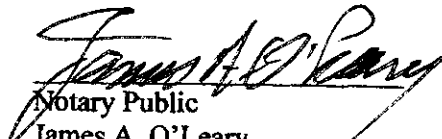
Eastwood Investors VI, LLC

By: 
By C&S Manager Inc, manager
By Anthony Nickas, President

STATE OF RHODE ISLAND)
 : ss.:
COUNTY OF PROVIDENCE)

On this 6th day of JULY, 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
2014

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.




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



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

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

In Wilmington on this 23rd day of June, 2009, before me personally appeared Michael Burham, 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
(printed name)

Commission expires: Apr 5, 2014

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	309,375	8.5
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	24,048	8.5

* Joint Tenants