

Filing Fee: \$50.00

ID Number: 49459



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

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: Wequonnoc Village Associates
- 2 The date of filing of the Certificate of Limited Partnership is October 27, 1982
- 3 The Certificate of Limited Partnership (as previously amended 01/11/1983, 07/01/1983 & 11/29/2007)
(List dates of prior amendment(s), if applicable. If none, so state.)
is amended as follows:

[Insert amendment]

1. Section 4 is deleted in its entirety and replaced with the following text:

Term. The Partnership was organized pursuant to the Certificate and Agreement filed in the office of the Secretary of State of Rhode Island, on October 27, 1982, as amended, and shall continue until the earliest of (a) December 31, 2089; (b) the liquidation or dissolution of any corporate General Partner, the death, adjudication of insanity or incompetency of any individual General Partner, or the retirement, resignation, expulsion (as defined in Section 19.02) or Bankruptcy of any General Partner (as defined in Section 19.04), unless the Partnership is further continued in accordance with the provisions of Section 19; (c) the sale or other disposition by the Partnership (other than to a nominee) of all of its interest in the Project, including any mortgage or leasehold interest which may be acquired by the Partnership in exchange therefor; or (d) dissolution of the Partnership, unless the General Partners or the Limited Partner elect to continue the Partnership in accordance with the provisions of Section 19, herein.

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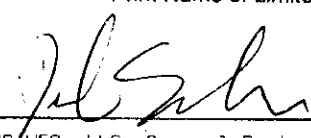
- 4 This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

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: 12/14/09

Wequonnoc Village Associates

Print Name of Limited Partnership

By 

SHP-WEQ, LLC, General Partner

By: Daniel E. Smith, Manager

By _____

By _____

By _____