

Filing Fee: \$50.00

ID Number: 49779



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**

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 OCT -9 AM 10:17

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:

MPA Associates Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is **December 23, 1985**

3. The Certificate of Limited Partnership (as previously amended **See Recital A of Attachment**)

(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

Please see attached Amendment to First Amended and Restated Agreement and Certificate of Limited Partnership.

FILED

OCT 09 2015

BY CN 258244
10:17

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.

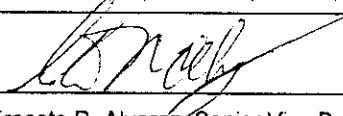
Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 7, 2015

MPA Associates Limited Partnership

Print Name of Limited Partnership

By Piceme Development Corporation, its General Partner

By 
Ernesto R. Alvarez, Senior Vice President

By _____

By _____

By _____

**AMENDMENT TO
FIRST AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF
LIMITED PARTNERSHIP**

(MPA Associates Limited Partnership)

This Amendment to First Amended and Restated Agreement and Certificate of Limited Partnership (this “**Amendment**”), dated as of June 30, 2015 (“**Amendment Date**”), is with respect to **MPA Associates Limited Partnership**, a Rhode Island limited partnership (the “**Partnership**”).

BACKGROUND

A) The Partnership is governed by the following: (1) the original Agreement and Certificate of Limited Partnership executed on June 3, 1985 and filed with the Secretary of State of Rhode Island (the “Filing Office”) on December 23, 1985, (2) as amended by a First Amended and Restated Agreement and Certificate of Limited Partnership executed on December 1, 1985 and filed with the Filing Office on December 31, 1985, (3) as amended by Amendment One to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on January 16, 1986 and filed with the Filing Office on January 31, 1986, (4) as amended by Amendment Two to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on February 28, 1986 and filed with the Filing Office on February 28, 1986, (5) as amended by Amendment Three to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on March 14, 1986 and filed with the Filing Office on March 14, 1986, (6) as amended by Amendment Four to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on April 15, 1986 and filed with the Filing Office on April 16, 1986, (7) as amended by Amendment Five to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on May 15, 1986 and filed with the Filing Office on May 15, 1986, (8) as amended by Amendment Six to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on August 29, 1986 and filed with the Filing Office on August 29, 1986, (9) as amended by Amendment Seven to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on September 15, 1986 and filed with the Filing Office on September 15, 1986, (10) as amended by Amendment Eight to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on December 30, 1988 and filed with the Filing Office on December 30, 1988, (11) as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of 1990, (12) as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of August 29, 1995, (13) as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 1, 1996 and filed with the Filing Office on January 22, 1996, (14) as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 1, 1997, (15) as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of December 17, 1997, (16) as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 1, 1999 and filed with the Filing Office on November 3, 1999, (17) as amended by an Amendment to the First

Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 29, 2007, (18) as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed January 1, 2011, and (19) Amendment to First Amended and Restated Agreement and Certificate of Limited Partnership dated as of December 31, 2013, and filed with the Filing Office on June 17, 2015 (collectively, the "**Partnership Agreement**").

B) Prior to the Amendment Date, David R. Picerne ("**David**") owned a 13.2% interest in the Partnership.

C) Pursuant to an Assignment and Assumption Agreement dated June 30, 2015, David assigned a portion equal to 6.6% of his right, title and interest in the Partnership to Robert M. Picerne ("**Robert**").

D) The Partnership desires to reflect the transfer of a portion of David's interest and the admission of Robert as a new Limited Partner under the Partnership Agreement. Capitalized terms that are used in this Amendment but not otherwise defined in this Amendment shall have the meanings ascribed in the Partnership Agreement.

AMENDMENTS

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Partnership Agreement is amended as follows:

(1) Amendments. Schedule A attached to the Partnership Agreement is amended to (a) change the ownership of David R. Picerne to equal 6.6%; (b) insert the name Robert M. Picerne as a Limited Partners holding a 6.6% interest as a Limited Partner of the Partnership. The new Schedule A is attached hereto.

(2) General Provisions.

(a) The statements made in the recitals above are true and accurate and are incorporated into this Amendment as agreements.

(b) Each Party represents and warrants that it has the power and authority to enter into this Amendment and to perform the respective Party's obligations.

(c) This Amendment may be executed in original, copy or telecopy in one or more counterparts that together will comprise this Amendment.

(d) Except as set forth in this Amendment, the Parties do not intend to amend the Partnership Agreement in any manner.

(e) In the event of a conflict among the provisions of this Amendment to the Partnership Agreement, the provisions of this Amendment shall apply.

(f) The Partnership Agreement, as amended by this Amendment, is ratified by the Parties.

Executed as of the Amendment Date.

General Partner:

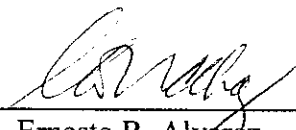
Picerne Investment Corporation, a
Rhode Island corporation

By: 
Name: Ernesto R. Alvarez
Title: Vice President

Investor Limited Partners:

Investor Limited Partners listed on
Schedule A

By: Picerne Investment Corporation, a
Rhode Island corporation, as
Attorney-in-Fact

By: 
Name: Ernesto R. Alvarez
Title: Vice President

Schedule A

MPA Associates Limited Partnership

General Partners	Entity Type	% Ownership
Picerne Investment Corp.	Corporation	1.00%
Limited Partners		
Stanely B. Goldberg	Individual	4.95%
Matthew Marcello	Individual	3.30%
Picerne Investment Corp.	Corporation	16.50%
Edward F. Ricci	Individual	4.95%
Walter B. Schwab	Individual	6.60%
Bentley Tobin	Individual	6.60%
Louise M. Lanoie	Individual	3.30%
Louis A. Lanoie	Individual	3.30%
Gloria Klevin-Conway	Individual	3.30%
Ronald S. Picerne	Individual	19.80%
Thomas Duff	Individual	6.60%
Betty Rose Stone	Individual	6.60%
David R. Picerne	Individual	6.60%
Robert M. Picerne	Individual	6.60%
Total:		100.00%

**ASSIGNMENT AND ASSUMPTION AGREEMENT
FOR
MPA ASSOCIATES LIMITED PARTNERSHIP**

As used herein, the following capitalized terms have the following meanings:

"Assignor" David R. Picerne

"Assignee" Robert M. Picerne

"Partnership" MPA Associates Limited Partnership, a Rhode Island limited partnership

"Partnership Agreement" The original Agreement and Certificate of Limited Partnership was executed on June 3, 1985 and filed with the Secretary of State of Rhode Island (the "Filing Office") on December 23, 1985, as amended by a First Amended and Restated Agreement and Certificate of Limited Partnership executed on December 1, 1985 and filed with the Filing Office on December 31, 1985, as amended by Amendment One to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on January 16, 1986 and filed with the Filing Office on January 31, 1986, as amended by Amendment Two to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on February 28, 1986 and filed with the Filing Office on February 28, 1986, as amended by Amendment Three to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on March 14, 1986 and filed with the Filing Office on March 14, 1986, as amended by Amendment Four to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on April 15, 1986 and filed with the Filing Office on April 16, 1986, as amended by Amendment Five to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on May 15, 1986 and filed with the Filing Office on May 15, 1986, as amended by Amendment Six to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on August 29, 1986 and filed with the Filing Office on August 29, 1986 as amended by Amendment Seven to the First Amended and Restated Agreement and Certificate of Limited partnership executed on September 15, 1986 and filed with the Filing Office on September 15, 1986, as amended by Amendment Eight to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on December 30, 1988 and filed with the Filing Office on December 30, 1988, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of 1990, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of August 29, 1995, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 1, 1996 and filed with the Filing Office on January 22, 1996, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 1, 1997, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of December 17,

1997, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 1, 1999 and filed with the Filing Office on November 3, 1999, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 29, 2007, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed January 1, 2011, as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed January 1, 2011, and as amended by an Amendment to First Amended and Restated Agreement and Certificate of Limited Partnership dated as of December 31, 2013, and filed with the Filing Office on June 17, 2015.

“Partnership Interest” 6.6% of limited partnership interest in the Partnership representing only half of the limited partnership interest in the Partnership owned by the Assignor

Capitalized terms used herein and not defined shall have the meanings ascribed to them in the Partnership Agreement.

For value received, Assignor hereby assigns, transfers, and sets over to Assignee the Partnership Interest. This Assignment and Assumption Agreement between Assignor and Assignee (this “Assignment”) includes all rights in and claims to any Partnership profits and losses, undistributed dividends or distributions of any kind, and any other benefits of any nature allocable under the Partnership Interest arising on and after the date hereof. Assignor agrees with, and represents and warrants to, Assignee that Assignor owns the Partnership Interest free and clear of any liens, charges, or encumbrances.

Assignee accepts all the right, title, and interest in the Partnership Interest. Assignee assumes, agrees to observe, perform and be bound by, all the terms and provisions of the Partnership Agreement applicable to the holder of the Partnership Interest in particular, and to Limited Partners of the Partnership generally.

The Partnership Agreement is hereby amended by this Assignment to reflect the ownership of the Partnership Interest being vested in Assignee pursuant to this Assignment. Assignee now holds only a 6.6% partnership interest in the Partnership, after giving effect to this Assignment.

(The remainder of the page intentionally left blank)

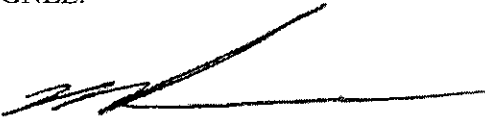
In Witness Whereof, the parties have executed this Assignment to be effective as of the ____ day of June, 2015.

ASSIGNOR:



David R. Picerne

ASSIGNEE:



Robert M. Picerne