

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by these Presents, That we, Joseph M. Cerilli, Richard A. Johnson, and Francis E. Ducharme

desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island, do solemnly swear that:

FIRST. The name of the partnership shall be Ninigret Village Associates

SECOND. The character of the business conducted by the partnership shall be the real estate development business together with all the business necessary or related thereto, including but not limited to, the ownership, financing, leasing, operation, management, development, improvement, sale or transfer of real estate.

THIRD. The principal place of business of the partnership shall be located at 60 Eddy Street, Providence, R.I. 02903

(No. Street, City or Town, State.)

FOURTH. General Partners Residence

(No. Street, City or Town, State.)

Joseph M. Cerilli	152 Grotto Avenue, Providence, RI 02906
Richard A. Johnson	Curtis Corner Road, So. Kingstown, RI 02879
Francis E. Ducharme	44 Freehold Avenue, Cranston, RI 02920

Limited Partners Residence

(No. Street, City or Town, State.)

Joseph M. Cerilli	152 Grotto Avenue, Providence, RI 02906
Richard A. Johnson	Curtis Corner Road, So. Kingstown, RI 02879
Francis E. Ducharme	44 Freehold Avenue, Cranston, RI 02920

are the names and places of residence of all members of the partnership, both general and limited, as respectively designated.

FIFTH. The term of existence of the partnership shall be from the filing of this Certificate to December 31, 2035, or to such earlier date as shall be determined by events set forth in the Limited Partnership Agreement among the parties hereto.

SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
Joseph M. Cerilli		\$636.40	
Richard A. Johnson		\$156.80	
Francis E. Ducharme		\$156.80	

SEVENTH. The items listed immediately below shall be the additional contributions, agreed to be made by each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
Each limited partner may make additional contributions to the capital of the partnership as may from time to time be agreed upon between said limited and general partners,			

and the times at which or the events on the happening of which said contributions shall be made shall be as agreed upon.

EIGHTH. The contribution of each limited partner shall be returned only upon dissolution and termination of the limited partnership.

NINTH. Each limited partner shall, by reason of his contribution, receive	
Joseph M. Cerilli	63.64%
Richard A. Johnson	15.68%
Francis E. Ducharme	15.68%

TENTH. Each or any limited partner shall have the right to substitute an assignee as contributor in his place, subject to the following terms and conditions: only according to the terms of the limited Partnership Agreement among the parties hereto.

ELEVENTH. The partners shall have the right to admit additional limited partners.

TWELFTH. No, ~~any~~ limited partner, shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income, ~~and the nature of such priority shall be~~

THIRTEENTH. Upon the death, retirement or insanity of a general partner, the remaining general partner or partners shall have the right to continue the business.

FOURTEENTH. Any limited partner shall not have the right to demand and receive property other than cash in return for his contribution.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 19th day of October A.D. 1984.

Name	Residence (No. Street, City or Town, State.)
Joseph M. Cerilli	152 Grotto Avenue
<i>[Signature]</i> Richard A. Johnson	Providence, RI 02906
<i>[Signature]</i> Richard A. Johnson	Curtis Corner Road
Francis E. Ducharme	South Kingstown, RI 02879
<i>[Signature]</i> Francis E. Ducharme	44 Freehold Avenue
	Cranston, RI 02920

State of Rhode Island, } In the City of Providence
County of Providence } ~~Town~~

in said county, this 19th day of October, A. D. 1984,
then personally appeared before me Joseph M. Cerilli, Richard A. Johnson,
and Francis E. Ducharme

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

[Signature]
Notary Public.

CP50 50.00
CHECK 50.00
004000001

PAID 10/24/84

LIMITED PARTNERSHIP

CERTIFICATE

OF

NINIGRET VILLAGE ASSOCIATES

FILED IN THE OFFICE OF THE

SECRETARY OF STATE

Rec'd. & Filed OCT 23 1984