

Filing Fee: \$150.00

ID Number: 98209



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Millcreek Limited Liability Company

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Massachusetts

4. The date of its organization is December 11, 1997

5. The period of duration of the limited liability company is (if perpetual, so state) perpetual

6. The address of the limited liability company's resident agent in Rhode Island is 2300 Hospital Trust Tower
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of the resident agent at such address
(City/Town) (Zip Code)

is Adler Pollock & Sheehan Incorporated

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

c/o The Grossman Companies, Inc., P.O. Box 110, 1266 Furnace Brook Parkway,
Quincy, MA 02269-0110

9. The mailing address for the limited liability company is:

Same as noted in No. 8

DEC 22 3 43 PM '97
FILED
DEC 22 1997
BY [Signature]
19 66 26
SECRETARY OF STATE
CORPORATIONS DIVISION
PROVIDENCE

THE MILLCREEK LIMITED PARTNERSHIP
1266 Furnace Brook Parkway
P.O. Box 110
Quincy, Massachusetts 02269-0110

December 11, 1997

VIA HAND DELIVERY

State of Rhode Island
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

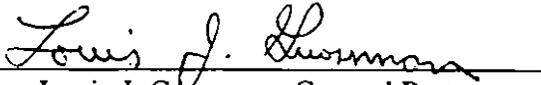
RE: Consent to Use of Similar Name: Millcreek Limited Liability Company

Dear Sir/Madam:

Please be advised that I, a general partner of The Millcreek Limited Partnership, a Massachusetts limited partnership, also registered to do business in Rhode Island, hereby consent to the use of the name Millcreek Limited Liability Company, by those individuals who wish to qualify Millcreek Limited Liability Company, a Massachusetts limited liability company, in Rhode Island, in accordance with the Limited Liability Company Application for Registration attached hereto.

Very truly yours,

The Millcreek Limited Partnership


By: Louis J. Grossman, General Partner

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
DEC 22 3 48 PM '97

CERTIFICATE OF ORGANIZATION

FILED
DEC 11 10 07
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

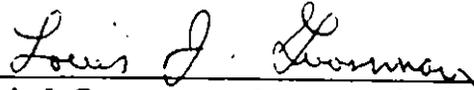
Pursuant to the provisions of G.L. c. 156C, entitled "Limited Liability Company Act" (the "Act"), the undersigned hereby certifies as follows, in order to form a Limited Liability Company:

1. **Name of the Limited Liability Company.** The name of the liability company formed hereby (the "LLC") is Millcreek Limited Liability Company.
2. **Office of the Limited Liability Company.** The address of the office of the LLC in the Commonwealth required to be maintained by Section 5 of the Act is c/o The Grossman Companies, Inc., 1266 Furnace Brook Parkway, P.O. Box 110, Quincy, Massachusetts 02269-0110.
3. **Agent for Services of Process.** The name and address of the resident agent for service of process for the LLC is Louis J. Grossman, c/o The Grossman Companies, Inc., 1266 Furnace Brook Parkway, P.O. Box 110, Quincy, Massachusetts 02269-0110.
4. **Date of Dissolution.** The LLC is to have no specific date of dissolution.
5. **Manager.** The name and address of each Manager of the LLC is the following:
 - (a) Morton S. Grossman
c/o The Grossman Companies, Inc.
1266 Furnace Brook Parkway
P.O. Box 110
Quincy, MA 02269-0110
 - (b) Louis J. Grossman
c/o The Grossman Companies, Inc.
1266 Furnace Brook Parkway
P.O. Box 110
Quincy, MA 02269-0110
6. **Execution of Documents.** No person other than the Managers has been authorized to execute any documents to be filed with the Secretary of State of the Commonwealth of Massachusetts.
7. **Business of the LLC.** The business of the LLC is to own, lease, develop, manage and otherwise operate the real property of the LLC commonly known as Millcreek Townhouses, situated in North Kingstown, Rhode Island.

8. **Execution of Documents Relating to Real Property.** No person other than the Managers has been authorized on behalf of the LLC to execute, acknowledge, deliver and record any document purporting to affect an interest in real property, whether to be recorded with a registry of deeds or filed with a district office of the Land Court.

9. **Other Matters.** Any document (including any document described in Paragraph 8, above) may be executed on behalf of the LLC by any Manager individually.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, this 8th day of December, 1997.



Louis J. Grossman, as Manager of Millcreek
Limited Liability Company

COMMONWEALTH OF MASSACHUSETTS

Norfolk, ss.

December 8, 1997

Then personally appeared the above named Louis J. Grossman, Manager of Millcreek Limited Liability Company, and acknowledged the foregoing instrument to be his free act and deed, before me.



Notary Public

My commission expires: _____

RONNIE G. SAUCIER

Notary Public

My Commission Expires July 3, 2003

