

Filing Fee \$150.00

Corp. I.D. #

82713

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is WSHP, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) to act as a general partner of a limited partnership formed to own and operate a low-income housing development; and

(b) to engage in any and all endeavors related directly or indirectly thereto; and

(c) to transact any other lawful activity or business in which corporations may be engaged under the Rhode Island Business Corporation Act, as in effect from time to time.

FILED

JAN 18 1995

By

[Signature]

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SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

A director of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

SEVENTH: The address of the initial registered office of the corporation is One Park Row, Providence, Rhode Island 02903 and the name of is initial registered agent at such address is: Drew P. Kaplan.



Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.

Name:	Address:
Alma Green	861A Broad Street, Providence, RI 02907
Susan Aitcheson	861A Broad Street, Providence, RI 02907

NINTH: The name and address of each incorporator is:

Name:	Address:
Drew P. Kaplan	One Park Row, Providence, RI 02903

TENTH: Date when corporate existence to begin: upon filing.

Dated: January 17, 1995



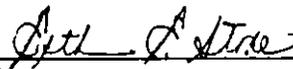
Drew P. Kaplan

State of Rhode Island

} In the City of Providence

County of Providence

In said county this 17th day of January, A.D. 1995 then personally appeared before me Drew P. Kaplan known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.



Notary Public