

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by These Presents, That we, Romeo S. Picerne, Jr., John R. Picerne, Westminster Properties, Inc, a Delaware Corporation, Sumner R. Cahoon, Jr., George Israel Realty Corp. and Pool Associates, a New York partnership 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 Atlanta Associates Phase III

SECOND. The character of the business conducted by the partnership shall be the real estate business, together with all other business necessary or related thereto, including, without being limited to, the ownership, financing, leasing, operation, management, development, improvement, sale and transfer (absolutely or as security) of real or personal property.

THIRD. The principal place of business of the partnership shall be located at its office at 1265 Reservoir Avenue, Cranston, Rhode Island
(No Street, City or Town, State.)

FOURTH. General Partners Residence
(No Street, City or Town, State)

Romeo S. Picerne, Jr.	130 Greening Lane, Cranston, RI
John R. Picerne	90 East Hill Drive, Cranston, RI
George Israel Realty Corp.	15 West 34th Street, New York, NY

Limited Partners Residence
(No Street, City or Town, State)

Westminster Properties, Inc.	111 Westminster St., Providence, RI
Sumner R. Cahoon, Jr.	Cowesett Hills, Post Road, Warwick, RI
Pool Associates	c/o Philip Freedman, 111 West 57 St., New York, NY

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 December 1, 1973 until dissolved in accordance with the Limited Partnership Agreement under which it is formed.

Name of Limited Partner	Cash	Property other than Cash	Value
Westminster Properties, Inc.	\$45.		
Sumner R. Cahoon, Jr.	\$10.		
Pool Associates	\$600,000.		

[illegible]

Westminster Properties	37.5%
Pool Associates	25%
Sumner R. Cahoon	10%

ELEVENTH. The partners shall ~~not~~ have the right to admit additional limited partners.

TWELFTH. ~~No~~ ~~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~~ as of the 1st day of January A. D. 19 73 .

Name	Residence (No. Street, City or Town, State.)
George Israel Realty Corp.	
By <u>Romeo S. Picerne, Jr.</u>	15 West 34 Street, New York, NY
Romeo S. Picerne, Jr.	1265 Reservoir Avenue, Cranston, RI
John R. Picerne	1265 Reservoir Avenue, Cranston, RI
Westminster Properties, Inc.	
By <u>H. Jay Sarles V.P.</u>	85 Westminster Street, Prov., RI
Pool Associates	1265 Reservoir Avenue, Cranston, RI
By <u>Sumner R. Cahoon</u>	111 West 57 Street, New York, NY
Sumner R. Cahoon	
By Westminster Properties, Inc., By: <u>H. Jay Sarles V.P.</u>	
State of Rhode Island, }	1265 Reservoir Avenue, Cranston, RI
County of }	In the City of Providence

in said county, this day of , A. D. 1973 ,
then personally appeared before me the said Romeo S. Picerne, Jr.:
H. Jay Sarles, the Vice President of said Westminster Properties,
Inc.

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.

V. Duncan Johnson
My Commission Expires
June 30, 1976

Notary Public.

✓

LIMITED PARTNERSHIP

CERTIFICATE
OF

REC 31-73 ~~500~~ STATE 7121 CO***\$50.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
DEC 31 1973 19

✓