

State of Rhode Island and Providence Plantations

THIRD AMENDMENT TO
CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by These Presents, That we, Westminster Properties, Inc.,
Stephen R. Walsh, Harrison Associates, Limited and Sumner R.
Cahoon, Jr.

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: the
Certificate of Limited Partnership dated December 11, 1970, is
amended as follows:

FIRST. The name of the partnership shall be

ATLANTA ASSOCIATES

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
1515 Industrial National Bank Building, Providence, R.I.

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

FOURTH.

General Partners

Residence

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

Westminster Properties, Inc.	1515 Industrial National Bank Bldg. Providence, R.I.
Stephen R. Walsh	6316 Palace Drive, Charlotte, N.C.
Harrison Associates, Limited	One Gateway Center, Suite 600, Newton, Massachusetts

Limited Partners

Residence

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

Stephen R. Walsh	6316 Palace Drive, Charlotte, N.C.
Harrison Associates, Limited	One Gateway Center, Suite 600, Newton, Massachusetts
Sumner R. Cahoon, Jr.	6015 Roswell Road, Suite 425 Atlanta, Georgia 32308

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 7, 1970
until dissolved in accordance with the Limited Partnership Agreement
under which it is formed.

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
Sumner R. Cahoon, Jr.	\$10.00		
Harrison Associates, Limited	\$350,000		
Stephen B. Walsh	-0-		

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
		NONE	

and the times at which or the events on the happening of which said contributions shall be made shall be

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 net profits determined by reference to the balance of the capital accounts of the partners as of the first day of the calendar year.

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:

ELEVENTH. The ^{general} partners shall ~~not~~ have the right to admit additional limited partners.

TWELFTH. No _____, a 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 as of ~~this~~ the 1st day of January A. D. 19 75 .

Name	Residence <small>(No. Street, City or Town, State.)</small>
WESTMINSTER PROPERTIES, INC. By: <i>H. Jay Sarles, V.P.</i> <i>Stephen R. Walsh</i> (Stephen R. Walsh)	1515 Industrial National Bank Bldg., Providence, R.I. 6316 Palace Drive, Charlotte, N.C.
HARRISON ASSOCIATES, LIMITED By: <i>Jan Holloway, by</i> <i>Stephen R. Cahoon, Jr.</i> (Sumner R. Cahoon, Jr.) SUMNER R. CAHOON, JR. by <i>H. Jay Sarles, V.P.</i>	One Gateway Center, Suite 600, Newton, Massachusetts 6015 Roswell Road, Suite 425 Atlanta, Georgia 32308
State of Rhode Island, County of Providence	In the City of Providence Rhode

in said county, this 31st day of December, A. D. 19 75, then personally appeared before me *H. Jay Sarles, Vice President of Westminster Properties, Inc., Stephen R. Walsh* ~~in~~ UNDER POWER OF ATTORNEY FOR HARRISON ASSOCIATES, LIMITED AND *H. JAY SARLES* AS VICE-PRESIDENT OF WESTMINSTER PROPERTIES, INC. UNDER POWER OF ATTORNEY FOR *SUMNER R. CAHOON, JR.*

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, and the free acts and deeds of said Westminster Properties, Inc., Harrison Associates, Limited and Sumner R. Cahoon, Jr.

V. D. Duncan Johnson
Notary Public.

LIMITED PARTNERSHIP
CERTIFICATE
OF

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC 31 1975 19

AP/for