

CHARLESGATE SQUARE SOUTH (A) PARTNERSHIP

49116

CERTIFICATE OF LIMITED PARTNERSHIP

KNOW ALL MEN BY THESE PRESENTS,

That we, Davenport Associates, Inc., Paul S. Davenport, Robert S. Gershkoff and Marcel A. Richard 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 Charlesgate Square South (A) Partnership.

SECOND. The character of the business conducted by the Partnership shall be to acquire land located on Randall Street in the City of Providence, Rhode Island, being a portion of Parcel 19C in the East Side Renewal Area R-4, Providence, Rhode Island, as to which the Partnership and/or its partners have been designated as preferred developers by the Providence Redevelopment Agency, and to develop, construct and maintain thereon a residential housing development.

THIRD. The principal place of business of the Partnership shall be located at c/o Davenport Associates, Inc., 15 Westminster Street, Providence, Rhode Island.

FOURTH. The Partners of the Partnership shall be:

GENERAL PARTNERS

RESIDENCE

Davenport Associates, Inc.  
Paul S. Davenport

15 Westminster St., Providence, R.I.  
31 Trowbridge Drive, North Kingstown,  
R.I.

LIMITED PARTNERS

RESIDENCE

Robert S. Gershkoff  
Marcel A. Richard

85 Ferncrest Avenue, Cranston, R.I.  
Johnson Road, Foster, R.I.

FIFTH. The term of existence of the Partnership shall be from the date of the filing of this Certificate of

Limited Partnership until December 31, 2050, unless the Partnership is sooner dissolved by the happening of any one of the following events: The sale or other disposition of all or substantially all of the Partnership property; the termination of the existence or dissolution (voluntary or involuntary), bankruptcy or legal incapacity of a General Partner; unless there is an election by the remaining General Partners, if any, to continue the business; the dissolution of the Partnership by operation of law.

SIXTH. The items listed below shall be the contribution of each Limited Partner:

<u>NAME OF LIMITED PARTNER</u>	<u>CASH</u>	<u>PROPERTY OTHER THAN CASH</u>
Robert S. Gershkoff	\$1.00	None
Marcel A. Richard	\$1.00	None

SEVENTH. None of the Limited Partners have agreed to make any additional contributions.

EIGHTH. The contribution of each Limited Partner shall be returned upon the dissolution of the Partnership or when capital contributions are no longer deemed by the General Partners to be required for the conduct of the business of the Partnership.

NINTH. Each Limited Partner shall, by reason of his contribution, receive the following share of the profits or other compensation by way of income of the Partnership:

<u>LIMITED PARTNER</u>	<u>PERCENTAGE INTEREST</u>
Robert S. Gershkoff	1%
Marcel A. Richard	1%

TENTH. No Limited Partner may assign its Limited Partnership interest or substitute an assignee as contributor without the consent of the General Partners.

ELEVENTH. The General Partners shall 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.

THIRTEENTH. In the event of the death, resignation, dissolution (voluntary or involuntary), bankruptcy or legal incapacity of one General Partner, if there be more than one, the remaining General Partner or Partners shall elect to continue the business.

FOURTEENTH. No Limited Partner shall have the right to demand and receive property other than cash in return for his contributions.

IN WITNESS WHEREOF, we have hereunto set our hands and stated our residences the 30<sup>th</sup> day of June, 1976.

<u>NAME</u>	<u>RESIDENCE</u>
DAVENPORT ASSOCIATES, INC. By: <u>[Signature]</u>	15 Westminster Street Providence, Rhode Island
<u>[Signature]</u> (Paul S. Davenport)	31 Trowbridge Drive North Kingstown, Rhode Island
<u>[Signature]</u> (Robert S. Gershkoff)	85 Ferncrest Avenue Cranston, Rhode Island
<u>Marcel A. Richard</u> (Marcel A. Richard)	Johnson Road Foster, Rhode Island

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

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In the City of Providence

In said County, this 30<sup>th</sup> day of June, 1976, then personally appeared before me *Paul S. Davenport*, the *President* of Davenport Associates, Inc. known to me and known by me to be the person executing the foregoing instrument on behalf of Davenport Associates, Inc. and he acknowledged said instrument by him subscribed to be his free act and deed and the free act and deed of said Davenport Associates, Inc.

*Susan G. Taylor*  
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

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In the City of Providence

in said County, this 30<sup>th</sup> day of June, 1976, then personally appeared before me Robert S. Gershkoff, Marcel A. Richard and Paul S. Davenport 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.

*Susan G. Taylor*  
Notary Public

MM 30-76 SEC OF  
STATE 6373 CO 2-2-50.00

*Jan*  
JUN 30 1976