

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by These Presents, That we, Kelly & Picerne, Inc., Picerne Investment Corporation, and Ronald R.S. Picerne

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 TAUNTON PLAZA ASSOCIATES

SECOND. The character of the business conducted by the partnership shall be the real estate development business together with all the business necessary or related thereto, including but not limited to, the ownership, financing, leasing, operation, management, development, improvement, sale or transfer of real property.

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

FOURTH. General Partners Residence (No. Street, City or Town, State.) Kelly & Picerne, Inc. 1265 Reservoir Avenue Cranston, Rhode Island

Limited Partners Residence (No. Street, City or Town, State.) Picerne Investment Corporation 1265 Reservoir Avenue Cranston, Rhode Island Ronald R.S. Picerne 130 Greening Lane Cranston, Rhode Island

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 the filing of this Certificate to December 31, 2018, or to such earlier date as shall be determined by events set forth in the limited partnership agreement among the parties hereto.

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
Picerne Investment Corporation	\$100.00	None	
Ronald R. S. Picerne	\$100.00	None	

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
Each limited partner may make additional contributions to the capital of the partnership as may from time to time be agreed upon between said limited partner and general partner,			

and the times at which or the events on the happening of which said contributions shall be made shall be as agreed upon.

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 the following percentage of the net profits of the partnership:

Picerne Investment Corporation	49.5%
Ronald R.S. Picerne	49.5%

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: Only according to the terms of paragraph 16 of the limited partnership agreement among the parties hereto.

ELEVENTH. The 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, 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 13th day of October A. D. 1978.

Name	Residence <small>(No. Street, City or Town, State.)</small>
Kelly & Picerne, Inc. by <i>Ronald R. S. Picerne</i> its President	1265 Reservoir Avenue Cranston, Rhode Island
Picerne Investment Corporation by <i>Ronald R. S. Picerne</i> its President	1265 Reservoir Avenue Cranston, Rhode Island
Ronald R. S. Picerne <i>Ronald R. S. Picerne</i>	130 Greening Lane Cranston, Rhode Island

State of Rhode Island, } In the City of Cranston  
County of Providence } Town

in said county, this 13th day of October, A. D. 1978, then personally appeared before me Ronald R.S. Picerne, individually and in his capacity as President of Kelly & Picerne, Inc., and as President of Picerne Investment Corporation

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 individually and in his respective corporate capacities.

*Paul J. ...*  
Notary Public.



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LIMITED PARTNERSHIP  
CERTIFICATE  
OF

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FILED IN THE OFFICE OF THE  
SECRETARY OF STATE

RECEIVED 2 PM OCT 17 1973  
*[Signature]*