



State of Rhode Island and Providence Plantations  
Department of State - Business Services Division

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SECRETARY OF STATE  
CORPORATIONS DIV  
2019 DEC 31 PM 12:34

**Certificate of Amendment**  
DOMESTIC Limited Partnership

→ Filing Fee: \$50.00

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by RIGL 7-13-9, hereby executes the following Certificate of Amendment to the Certificate of Limited Partnership:

1. Entity ID Number: <b>158000</b>	2. The name of the partnership is: <b>The Meadow View Group</b>
3. If the entity's name is changing, state the new name:  <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>	
4. The date of filing of the Certificate of Limited Partnership is: <b>January 6, 1981</b>	
5. If the specified office address is changing complete the following section:  <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>	
6. If the mailing address is changing complete the following section:  <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>	
7. If there is a change in the general partners complete the following section: <i>*List ALL general partners as of this amendment</i>	
NAME	ADDRESS
<b>Ferland Corporation</b>	<b>558 Smithfield Ave., Pawtucket, RI 02860</b>
<b>Armand A. Ferland Trust - 2016</b>	<b>558 Smithfield Ave., Pawtucket, RI 02860</b>
Check the box to indicate an attachment <input type="checkbox"/> <div style="text-align: right;">Check the box to indicate no change <input type="checkbox"/></div>	

**MAIL TO:**

Division of Business Services  
148 W. River Street, Providence, Rhode Island 02904-2615  
Phone: (401) 222-3040  
Website: www.sos.ri.gov

**FILED**

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BY

**KL PS85C**  
**12:34**

8. If adding or amending additional provisions, complete the following section:

The Agreement and Certificate of Limited Partnership of The Meadow View Group is amended as shown in the attached Fifth Amendment to Agreement and Certificate of Limited Partnership of The Meadow View Group.

Check the box to indicate an attachment ☒

Check the box to indicate no change ☐



9. As required by RIGL 7-13-69, the partnership has paid all fees and taxes.

10. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

*Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.*

Type or Print Name of Limited Partnership

The Meadow View Group

Signature of General Partner	Ferland Corporation By: 	Date December 31, 2019
Signature of General Partner	John K. Cooper, President	Date
Signature of General Partner	Armand A. Ferland Trust - 2016 By: 	Date December 31, 2019
Signature of General Partner	Armand A. Ferland, Trustee By: Lorraine E. Romano Attorney in Fact	Date
Signature of General Partner		Date

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

**FIFTH AMENDMENT TO AGREEMENT AND  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
THE MEADOW VIEW GROUP**

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THIS FIFTH AMENDMENT to the Agreement and Certificate of Limited Partnership of The Meadow View Group (the "Partnership"), originally filed with the Secretary of State of Rhode Island on January 6, 1981 and thereafter amended and restated in accordance with the terms and conditions thereof (the "Certificate"), is entered into by the undersigned as of the 31<sup>st</sup> day of December, 2019.

WHEREAS, the Partnership was established by Limited Partnership Agreement dated December 22, 1981, as amended and restated (collectively, the "Agreement"); and

WHEREAS, The Wenscott Group ("WG") owns a 0.50% General Partner interest in the Partnership (the "Interest"), and desires to transfer the Interest to: (i) Armand A. Ferland, Trustee, as Trustee of the Armand A. Ferland Trust - 2016 (the "Trust Assignee"), and (ii) Ferland Corporation (the "Corp Assignee"; the Trust Assignee and the Corp Assignee shall be collectively referred to herein as the "Assignees"), and withdraw as a General Partner in the Partnership; and

WHEREAS, the Partners desire to further amend the Agreement in accordance with its terms to reflect the above-described transfer and withdrawal.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the General Partner, the Partners and the Partnership agree as follows:

1. WG hereby resigns and withdraws from the Partnership, and shall sell, assign and transfer, pursuant to a separate written assignment and assumption agreement between WG and the Assignees (the "Assignment Agreement"), all of WG's Interest to the Assignees.
2. The Assignees shall accept such assignment, sale and transfer of the Interest, and shall assume all of the duties and obligations of a General Partner under the Agreement, all in accordance with the terms of the Assignment Agreement.
3. In accordance with the terms of the Agreement, the General Partner of the Partnership other than WG (and not including the Assignees) hereby consents to the transfer of the Interest to the Assignees and agrees to the admittance of the Assignees as General Partners in the Partnership.
4. Exhibit A to the Agreement is hereby deleted in its entirety, and the Exhibit A attached hereto is hereby incorporated into the Agreement in lieu thereof.
5. In the event of any inconsistencies between the Agreement and this Amendment, the terms of this Amendment shall control. Each reference to the Agreement herein and in the Agreement shall be deemed to refer to the Agreement as amended by this

Amendment. Except as expressly amended hereby, the Agreement and the respective terms and provisions thereof shall remain in full force and effect.

6. Pursuant to the provisions of the Agreement of the Partnership, the General Partners, the Assignees and the Limited Partner of the Partnership have executed this Fifth Amendment and thereby effected the amendments to the Agreement set forth herein.
7. Except as expressly amended hereby, the Certificate and the Agreement of the Partnership remains in full force and effect, and are hereby ratified and affirmed by the Partners.
8. This Amendment may be executed in counterparts, each of which, when executed, shall be deemed an original instrument, but all of which taken together shall constitute one and the same agreement.
9. Capitalized terms not otherwise defined herein shall have the respective meanings ascribed to such terms in the Agreement.
10. This Amendment shall be governed by and construed in accordance with the internal laws of the State of Rhode Island.

**[SIGNATURES APPEAR ON NEXT PAGES]**

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and date first set forth above.

**WG:**

THE WENSCOTT GROUP

Armand A. Ferland, Trustee, as Trustee  
of the Armand A. Ferland Trust - 2016

By: Armand A. Ferland

Armand A. Ferland, Trustee

By: Lorraine E. Romano

Attorney in Fact

Ferland Corporation

By: John K. Cooper

John K. Cooper, President

**TRUST ASSIGNEE:**

ARMAND A. FERLAND, TRUSTEE, AS  
TRUSTEE OF THE ARMAND A. FERLAND  
TRUST - 2016

By: Armand A. Ferland

Armand A. Ferland, Trustee

By: Lorraine E. Romano

Attorney in Fact

**CORP ASSIGNEE:**

FERLAND CORPORATION

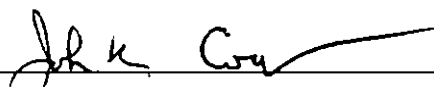
By: John K. Cooper

John K. Cooper, President

**[Signatures Continue on the Next Page]**

**GENERAL PARTNER (other than WG and  
the Assignees):**

FERLAND CORPORATION, a Rhode Island  
corporation

By:   
John K. Cooper, President

**EXHIBIT A**

**AMENDED AND RESTATED CERTIFICATE AND AGREEMENT  
OF LIMITED PARTNERSHIP OF THE MEADOW VIEW GROUP**

**General Partners**

**Partnership Interest**

Ferland Corporation

0.975%

Armand A. Ferland, Trustee,  
as Trustee of the Armand A.  
Ferland Trust - 2016

0.025%

**Limited Partners**

**Partnership Interest**

Ferland Corporation

99.000%



State of Rhode Island and Providence Plantations  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly executed in  
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as  
amended, has been filed in this office on this day:

December 31, 2019 12:34 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

