

ORIGINAL OF
CERTIFICATE OF FORMATION
OF

LIMITED PARTNERSHIP TO BE KNOWN AS
RICHMOND ASSOCIATES

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

HENRY J. KEIGWIN of Providence, Rhode Island, RAYMOND T. PAOLINO of West Warwick, Rhode Island, WILLIAM T. MURPHY of Cumberland, Rhode Island and JAMES J. MULLEN of Barrington, Rhode Island, having formed a limited partnership pursuant to the provisions of Chapter 13 of Title 7 of the General Laws of Rhode Island, 1956, as amended, authorizing the formation of the same, hereby certify and state as follows:

- I. The name of the partnership is Richmond Associates.
- II. The character of the business of the partnership is to purchase and/or develop properties located at 270 Weybosset Street, Providence, Rhode Island.
- III. The location of the principal place of the business of the partnership is 270 Weybosset Street, Providence, Rhode Island.
- IV. The name and place of residence of each member of the partnership, general and limited partners, being respectively designated is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry J. Keigwin, a general and a limited partner	82 Freeman Parkway Providence, Rhode Island
Raymond T. Paolino, a general and a limited partner	59 Bayview Drive West Warwick, Rhode Island
William T. Murphy, a general and a limited partner	24 Bishop Street Cumberland, Rhode Island
James J. Mullen, a general and a limited partner	28 Massasoit Avenue Barrington, Rhode Island

- V. The partnership shall exist from the date hereof until December 31, 2040 or unless sooner terminated.
- VI. Each limited partner has contributed \$2,000 in cash.
- VII. There is no agreement as to the time when the contributions of the limited partners are to be returned. The general partners are empowered on a pro-rata basis to return the capital contributions of the limited partners at any time in their absolute discretion.
- VIII. The share of profits or other compensation by way of income which each limited partner shall receive by reason of his contribution is as follows:
- (a) Each limited partner shall be entitled to receive when and as distributed that portion of net income equal to the ratio that such limited partner's capital account bears to the entire capital of all the limited and general partners at the time of such distribution. In determining the capital account of the general partners, partnership liabilities shall be deemed to constitute part of the general partners' capital.
 - (b) Distribution of other than net profits (except distribution upon termination) shall be made pro-rata, first to the limited partners up to their total capital contributions (less all prior cash distributions). The balance shall be paid to the general partners.
- IX. (a) A limited partner may dispose of his limited partnership interest with the consent and approval of the general partners.
- (b) Upon the death or incompetency of a limited partner (or if a limited partner is a corporation, associa-

tion, partnership, joint venture or trust upon the reorganization, dissolution and/or liquidation of the limited partner), the personal representative, guardian or successor in interest of such limited partner shall have all the rights of the limited partner for the sole purpose of settling the estate or business of such limited partner.

- X. The general partners shall have the right to admit one hundred ninety-six (196) additional limited partners provided that each additional limited partner makes a payment of \$2,000 in cash for each limited partnership interest purchased, provided further that each such additional limited partner executes a written agreement to adopt all the terms and provisions of the limited partnership agreement.
- XI. No limited partner shall have priority over any other limited partner as to contributions or to compensation by way of income.
- XII. No limited partner has the right to demand and receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, the parties have hereto set their hands this first day of March, A.D. 1979.

Christine M. Anagnostis

Henry J. Keigwin
Henry J. Keigwin

Raymond T. Paolino
Raymond T. Paolino

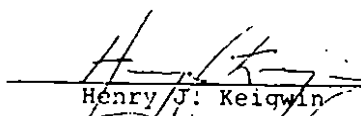
William T. Murphy
William T. Murphy

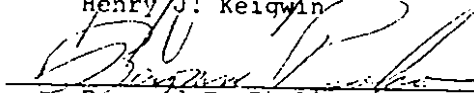
James J. Mullen
James J. Mullen

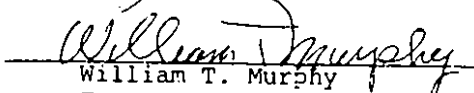
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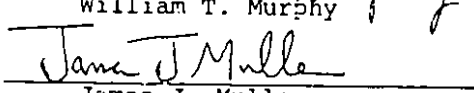
Henry J. Keigwin, Raymond T. Paolino, William T. Murphy and James J. Mullen, being duly sworn, depose and say that they are

all the general partners named in the foregoing Certificate and
that the statements made in said Certificate are true.

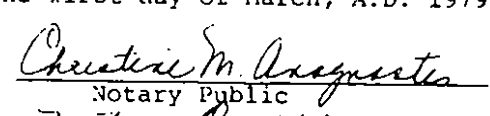

Henry J. Keigwin

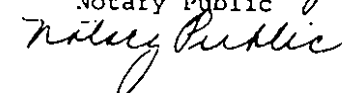

Raymond T. Paolino


William T. Murphy


James J. Mullen

Subscribed and sworn to before me at Providence, Rhode Island
by the said Henry J. Keigwin, Raymond T. Paolino, William T.
Murphy and James J. Mullen on the first day of March, A.D. 1979.


Christine M. Anagnostis
Notary Public


Notary Public

JAMES J. MULLEN
ATTORNEY AT LAW
ONE HUNDRED NORTH MAIN ST.
PROVIDENCE, RHODE ISLAND 02908

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