

DEPARTMENT OF STATE  
OFFICE OF  
SECRETARY OF STATE  
PROVIDENCE, R. I.

FIRST AMENDMENT TO CERTIFICATE OF  
LIMITED PARTNERSHIP  
OF  
WEYMET ASSOCIATES

The undersigned do hereby make and severally sign this Certificate in order to amend in its entirety the Certificate of Limited Partnership of Weymet Associates filed in the office of the Secretary of State of Rhode Island on June 30, 1976 and in order to admit additional partners; and

The undersigned being first duly sworn hereby amend said Certificate in its entirety to read as follows, and severally state that they have read the following statements, that they have knowledge of the facts, and that the following statements are all true and correct:

I

The name of the partnership is Weymet Associates.

II

The character of its business is to acquire real estate located in Warwick, Rhode Island, and to complete construction thereon of an office building.

III

The location of the principal place of business is:  
c/o Gaudreau & Co., Inc., 2401 Hospital Trust Tower, Providence,  
Rhode Island 02903.

IV

The name and place of residence of each partner are:

GENERAL PARTNER

<u>Name</u>	<u>Place of Residence</u>
Gaudreau & Co., Inc.	2401 Hospital Trust Tower Providence, Rhode Island 02903

### LIMITED PARTNERS

<u>Name</u>	<u>Place of Residence</u>
Gaudreau & Co., Inc.	2401 Hospital Trust Tower Providence, Rhode Island 02903
Robert R. Gaudreau	3 Iron Forge Rd Lincoln, Rhode Island 02865

### V

The term for which the partnership is to exist commences on the day on which pursuant to the Uniform Limited Partnership Act of Rhode Island this Certificate of Limited Partnership is filed for record in the Office of the Secretary of State of Rhode Island, and shall end on December 31, 2050, but shall terminate prior to that date upon the first to happen of either of the following events: (a) the sale or other disposition by the Limited Partnership of all or substantially all of the Partnership property; (b) the death, 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 partner, if any, to continue the business or (c) by operation of law requiring such termination.

### VI

The amount of cash contributed by the limited partners to this Limited Partnership and the percentage of interest in the Limited Partnership of the limited partners are as follows:

	<u>Cash Contribution</u>	<u>Percentage of Interests</u>
Gaudreau & Co., Inc.	\$70.00	70%
Robert R. Gaudreau	\$25.00	25%

### VII

No additional contribution is to be made by the limited partners at any time nor on the happening of any event.

#### VIII

The contribution of the limited partners is to be returned by pro rata distribution to the limited partners (a) upon the dissolution of the Partnership, or (b) when capital contributions are no longer deemed required by the general partners for the business of the Limited Partnership. The contributions of the original limited partners shall in all instances be returned upon the admission of a new limited partner or new limited partners to the Limited Partnership.

#### IX

The shares of the profits or other compensation by way of income which the partners shall receive by reason of their contributions shall be allocated in accordance with their percentage interest in the Limited Partnership.

#### X

No assignment of a limited partner's interest in the Limited Partnership shall be made without the consent of the general partners.

#### XI

The general partners shall have the right to admit additional limited partners.

#### XII

No right is given the limited partners to priority over any other partner.

#### XIII

No right is given the limited partners to demand and receive property other than cash in return for their contributions.

IN WITNESS WHEREOF, the general and limited partners have caused this Certificate to be signed and sworn to by their proper officers thereunto duly authorized.

WITHDRAWING GENERAL PARTNERS

WEYBOSSET HILL DEVELOPMENT CORPORATION

By John M. Noman  
Vice President

Herbert F. Rothemich, Jr.  
(Herbert F. Rothemich, Jr.)

WITHDRAWING LIMITED PARTNERS

Herbert F. Rothemich, Jr.  
(Herbert F. Rothemich, Jr.)

Edward D. Feldstein  
(Edward D. Feldstein)

GENERAL PARTNER

GAUDREAU & CO., INC.

By Robert R. Gaudreau Pres.

LIMITED PARTNERS

GAUDREAU & CO., INC.

By Robert R. Gaudreau Pres.

Robert R. Gaudreau  
(Robert R. Gaudreau)

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence this 15th day of November, 1976, before me personally appeared JOHN M NOONAN, the VICE PRESIDENT of Weybosset Hill Development Corporation, who acknowledged said instrument by him executed to be his free act and deed and the free act and deed of Weybosset Hill Development Corporation.

  
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

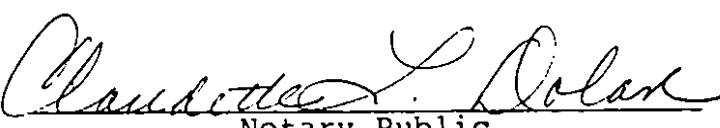
In Providence this 15th day of November, 1976, before me personally appeared Herbert F. Rothemich, Jr., who acknowledged said instrument by him executed to be his free act and deed.

  
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

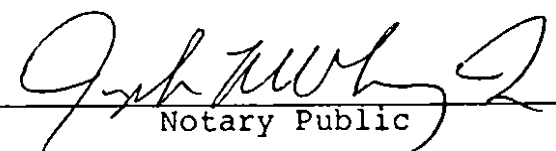
In Providence this 15th day of November, 1976, before me personally appeared Edward D. Feldstein, who acknowledged said instrument by him executed to be his free act and deed.

  
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

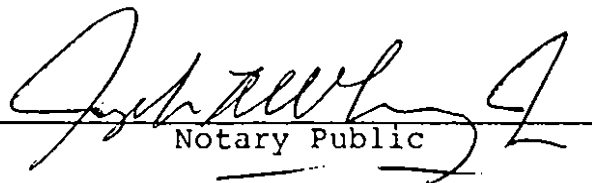
In Providence this 15th day of November, 1976, before me Robert R. Gaudreau, the President of Gaudreau & Co., Inc., who acknowledged said instrument by him executed to be his free act and deed and the free act and deed of Gaudreau & Co., Inc.

  
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence this 15th day of November, 1976, before me personally Robert R. Gaudreau, who acknowledged said instrument by him executed to be his free act and deed.

  
Notary Public

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