

RECEIVED & FILED

JUN 30 1976

C E R T I F I C A T E

FOR

WEYMET ASSOCIATES
A Limited Partnership

The undersigned do hereby make and severally sign this Certificate for the purpose of forming a limited partnership under the statutes of the State of Rhode Island authorizing the formation of partnerships; and

The undersigned being first duly sworn 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 Weybosset Hill Development Corporation, One Weybosset Hill, Providence, Rhode Island 02903.

IV

The name and place of residence of each member are:

GENERAL PARTNERS

<u>Name</u>	<u>Place of Residence</u>
Weybosset Hill Development Corporation	One Weybosset Hill Providence, Rhode Island 02903
Herbert F. Rothemich, Jr.	64 Lafayette Street Pawtucket, Rhode Island 02860

[Handwritten signature]

LIMITED PARTNERS

<u>Name</u>	<u>Place of Residence</u>
Herbert F. Rothemich, Jr.	64 Lafayette Street Pawtucket, Rhode Island 02860
Edward D. Feldstein	350 Taber Avenue Providence, Rhode Island 02906

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>
Herbert F. Rothemich, Jr.	\$47.50	47.5%
Edward D. Feldstein	\$47.50	47.5%

VII

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

VIII

The contributions of the limited partners is to be returned by pro rata distributions 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 share 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.

GENERAL PARTNERS

WEYBOSSET HILL DEVELOPMENT CORPORATION

By John M. Noonan
VICE PRESIDENT

Herbert F. Rothemich, Jr.
Herbert F. Rothemich, Jr.

CERTIFICATE

WEYMET ASSOCIATES, a
Limited Partnership

DATED: June 30, 1976

ROBERTS & WILLEY
INCORPORATED
ATTORNEYS AT LAW
10 DORRANCE STREET

REC-OF STATE 6208 00***450.C...
JUN 30-76