

THIRD AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF STRATFORD HOUSE ASSOCIATES

Pursuant to the provisions of Section 7-13-26 G.L.R.I., 1956, as amended, the undersigned, as general and limited partners, as the case may be, of Stratford House Associates, adopt the following Third Amended and Restated Certificate of Formation:

FIRST: The name of the partnership is Stratford House Associates.

SECOND: The general and limited partners of the partnership effective as at February 1, 1984, in the manner prescribed by Chapter 7-13 G.L.R.I., 1956, as amended, adopted the following Third Amended and Restated Certificate of Limited Partnership:

"I. The name of the partnership is as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"II. The character of the business conducted by the partnership is as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"III. The location of the principal place of business of the partnership is as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"IV. The name and place of residence of each member, general and limited partners being respectively designated, are as stated in the Stratford House Associates Second Amended and

Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein, with the following exceptions:

David M. Levitt  
9 Mitchell Drive  
Great Neck, New York 11024,

a defaulting limited partner (10 units), is hereby deleted as a limited partner;

Clinton F. Ivins, Jr.  
35 Lexington Avenue  
Buffalo, New York 14222,

a non-defaulting investor limited partner, is hereby designated as a purchasing limited partner to the extent of 2 additional units;

Georges S. Abourjaily and  
Sheila M. Abourjaily, husband and  
wife, as joint tenants with right  
of survivorship  
4 Salt Spray Lane  
Cape Elizabeth, Maine 04107,

the former being a non-defaulting investor limited partner, are hereby designated as purchasing limited partners to the extent of 4 additional units; and

James A. McCoy  
150 Hemlock Drive  
McMurray, Pennsylvania

a non-defaulting investor limited partner, is hereby designated as a purchasing limited partner to the extent of 4 additional units.

"V. The term for which the partnership is to exist is as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"VI. The amount of cash and a description and the agreed value of the other property contributed by each limited partner are as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein, with the following exceptions:

David M. Levitt  
9 Mitchell Drive  
Great Neck, New York 11024,

a defaulting limited partner (10 units), is hereby deleted as a limited partner;

Clinton F. Ivins, Jr.  
35 Lexington Avenue  
Buffalo, New York 14222,

a non-defaulting investor limited partner, is hereby designated as a purchasing limited partner to the extent of 2 additional units;

Georges S. Abourjaily and  
Sheila M. Abourjaily, husband and  
wife, as joint tenants with right  
of survivorship  
4 Salt Spray Lane  
Cape Elizabeth, Maine 04107,

the former being a non-defaulting investor limited partner, are hereby designated as purchasing limited partners to the extent of 4 additional units; and

James A. McCoy  
150 Hemlock Drive  
McMurray, Pennsylvania,

a non-defaulting investor limited partner, is hereby designated as a purchasing limited partner to the extent of 4 additional units.

"VII. The additional contributions, if any, agreed to be made by each limited partner and the times at which or events on the happening of which they shall be made are as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein, with the following exceptions:

David M. Levitt  
9 Mitchell Drive  
Great Neck, New York 11024,

a defaulting limited partner (10 units), is hereby deleted as a limited partner;

Clinton F. Ivins, Jr.  
35 Lexington Avenue  
Buffalo, New York 14222,

a non-defaulting investor limited partner, is hereby designated as a purchasing limited partner to the extent of 2 additional units;

Georges S. Abourjaily and  
Sheila M. Abourjaily, husband and  
wife, as joint tenants with right  
of survivorship  
4 Salt Spray Lane  
Cape Elizabeth, Maine 04107,

the former being a non-defaulting investor limited partner, are  
hereby designated as purchasing limited partners to the extent of  
4 additional units; and

James A. McCoy  
150 Hemlock Drive  
McMurray, Pennsylvania,

a non-defaulting investor limited partner, is hereby designated as  
a purchasing limited partner to the extent of 4 additional units.

"VIII. The time, if agreed upon, when the contribution of  
each limited partner is to be returned is as stated in the  
Stratford House Associates Second Amended and Restated Certificate  
of Limited Partnership, a photocopy of which is annexed hereto and  
incorporated by reference herein.

"IX. The interest which a limited partner shall receive  
by reason of his contribution is as stated in the Stratford House  
Associates Second Amended and Restated Certificate of Limited  
Partnership, a photocopy of which is annexed hereto and incor-  
porated by reference herein.

"X. The right, if given, of a limited partner to substi-  
tute an assignee as contributor in his place and the terms and  
conditions of such substitution are as stated in the Stratford  
House Associates Second Amended and Restated Certificate of  
Limited Partnership, a photocopy of which is annexed hereto and  
incorporated by reference herein.

"XI. The right, if given, of the partners to admit addi-  
tional limited partners is as stated in the Stratford House  
Associates Second Amended and Restated Certificate of Limited  
Partnership, a photocopy of which is annexed hereto and incor-  
porated by reference herein.

"XII. The right, if given, of one or more of the limited partners to priority over other limited partners as to contributions or as to compensation by way of income and the nature of such priority are as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"XIII. The right, if given, of the remaining general partner or partners to continue the business on the death, retirement or insanity of the general partner is as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"XIV. The right, if given, of a limited partner to demand and receive property other than cash in return for his contribution is as stated in the Stratford House Associates Second Amended and Restated Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein."

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 27<sup>th</sup> day of July, 1984, effective as at February 1, 1984.

Harry J. Wolochojian  
Harry J. Wolochojian, General Partner

James H. Wolochojian  
James H. Wolochojian, General Partner

Elizabeth V. Bogosian  
Elizabeth V. Bogosian, General Partner

James H. Wolochojian  
James H. Wolochojian, Attorney-in-Fact  
for the persons listed in Article IV  
of this Third Amended and Restated  
Certificate of Limited Partnership  
of Stratford House Associates

HANNACCILO AND HALL  
INC  
THE WILLIAM  
FAIRF HOUSE  
320 SOUTH MAIN ST  
PROV, RI 02901

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

Harry J. Wolochojian, being duly sworn, does depose and say that he is a general partner named in the foregoing Third Amended

and Restated Certificate of Limited Partnership of Stratford House Associates, and that the statements made in said Third Amended and Restated Certificate are true.

Harry J. Woloohojian  
Harry J. Woloohojian, General Partner

Subscribed and sworn to before me this 27<sup>th</sup> day of July, 1984.

Robert Alan Goldberg  
Notary Public

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

James H. Woloohojian, being duly sworn, does depose and say that he is a general partner named in the foregoing Third Amended and Restated Certificate of Limited Partnership of Stratford House Associates, and that the statements made in said Third Amended and Restated Certificate are true.

James H. Woloohojian  
James H. Woloohojian, General Partner

Subscribed and sworn to before me this 27<sup>th</sup> day of July, 1984.

Robert Alan Goldberg  
Notary Public

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

Elizabeth V. Bogosian, being duly sworn, does depose and say that she is a general partner named in the foregoing Third Amended and Restated Certificate of Limited Partnership of Stratford House Associates, and that the statements made in said Third Amended and Restated Certificate are true.

Elizabeth V. Bogosian  
Elizabeth V. Bogosian, General Partner

Subscribed and sworn to before me this 27<sup>th</sup> day of July, 1984.

Robert Alan Goldberg  
Notary Public

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

James H. Woloohojian, being duly sworn, does depose and say that he is Attorney-in-Fact for each of the limited partners listed

IANNICELLO AND BIRLS  
INC.  
THE WILLIAM  
FAIRBANKS  
320 SOUTH MAIN ST.  
PROV. R. 02903

in Article IV of the Third Amended and Restated Certificate of Limited Partnership of Stratford House Associates, a photocopy of which is annexed hereto and incorporated by reference herein, for the purpose of executing said Third Amended and Restated Certificate and the statements made by him as said Attorney-in-Fact in said Third Amended and Restated Certificate are true.

James H. Wolochojian  
James H. Wolochojian, Attorney-in-Fact

Subscribed and sworn to before me this 27<sup>th</sup> day of July, 1984.

Robert Alan Goldberg  
Notary Public      Notary Public

THIRD AMENDED AND RESTATED  
CERTIFICATE OF LIMITED  
PARTNERSHIP OF STRATFORD  
HOUSE ASSOCIATES

July 30, 1984

IANNUCCILLO AND HINES, INC.  
THE WILLIAM EARLE HOUSE  
320 SOUTH MAIN STREET  
PROVIDENCE, RI 02803

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