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NEIGHBORHOOD PRESERVATION APARTMENTS L.P.

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

AGREEMENT OF LIMITED PARTNERSHIP, made as of the 19th day of December, 1991 by and between PAWTUCKET NEIGHBORHOOD APARTMENTS, INC., a Rhode Island corporation ("PNA"), of Providence, Rhode Island, as the General Partner, and WOMEN'S OPPORTUNITY REALTY CORPORATION, a Rhode Island non-profit corporation ("WORC"), of Providence, Rhode Island, as the Limited Partner (sometimes both referred to collectively as the "partners"):

W I T N E S S E T H:

1. Formation. The parties hereto do hereby form a limited partnership pursuant to the provisions of Chapter 13 of Title 7 of the General Laws of Rhode Island.

2. Name. The business of the partnership shall be conducted under the name of Neighborhood Preservation Apartments L.P.

3. Term. The term of the partnership commences on the date herein written above and continues until December 31, 2050, unless dissolution otherwise occurs prior to that date.

4. Purpose. The purpose of this limited partnership is to purchase, own, develop, hold and sell real estate and to engage in a general real estate business.

5. Principal Office and Agent for Service of Process. The principal place of business of this limited partnership shall be at 861A Broad Street, Providence, Rhode Island 02907 or any other place as the partners may from time to time determine. Susan Aitcheson with an address of 861A Broad Street, Providence, Rhode Island, is hereby appointed and designated as the agent for service of process for this limited partnership.

6. Partners. The following are the partners of this limited partnership:

| | |
|--------------------|-----------------|
| PNA | General Partner |
| 861A Broad Street | |
| Providence, | |
| Rhode Island 02907 | |

| | |
|--------------------|-----------------|
| WORC | Limited Partner |
| 861A Broad Street | |
| Providence, | |
| Rhode Island 02907 | |

7. Capital Contributions by the Partners. The partners agree to make contributions to capital in such amounts and at such times as are deemed necessary by mutual agreement of the partners for the operation of the partnership business.

8. Income and Losses. All net income of the partnership shall be credited to the capital accounts of the partners in the proportions set opposite their respective names below:

| | |
|------|-----|
| PNA | 1% |
| WORC | 99% |

The losses suffered by the partnership shall be debited to the accounts of, and borne by, the partners in the same proportions as set forth for the distribution of income set forth above.

IN WITNESS WHEREOF, the undersigned partners have executed this document as the Certificate and Agreement of Limited Partnership of Neighborhood Preservation Apartments L.P. as of the date first above written.

PAWTUCKET NEIGHBORHOOD
APARTMENTS, INC.

By: 

Alma Felix Green
President

WOMEN'S OPPORTUNITY REALTY
CORPORATION

By: 

Alma Felix Green
President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on the 19th day of December, 1991,
before me personally appeared Alma Felix Green, President of
Pawtucket Neighborhood Apartments, Inc. and President of
Women's Opportunity Realty Corporation, to me known and known
by me to be the party executing the foregoing instrument, and
she acknowledged said instrument, by her executed, to be her
free act and deed in said capacities and the free act and deed
of Pawtucket Neighborhood Apartments, Inc. and the free act and
deed of Women's Opportunity Realty Corporation.

Susann G. Mark
Notary Public
Susann G. Mark
My commission expires
June 30, 1993

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Rec'd & Filed DEC 23 1991

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