

Filing Fee: \$100.00

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

JUN 28 2006

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP By _____

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws of Rhode Island, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

New Canonchet Cliffs, L.P.

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

825 Main Street, Hope Valley, Rhode Island 02832

3. The name and address of the specified agent for service of process is Matthew F. Callaghan, Jr.

7395 Post Road

(Street Address, not P.O. Box)

North Kingstown

(City/Town)

, RI

02852

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

New Alton Housing, Inc.

825 Main Street, Hope Valley, RI 02832

5. The mailing address for the limited partnership is 825 Main Street

(Street Address)

Hope Valley

(City/Town)

Rhode Island

(State)

02832

(Zip Code)

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PROVIDENCE

6. Any other matters the partners determine to include herein:

None

(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 28 2006

By its General Partner,

By New Alton Housing, Inc.

By *Kristin A. DeKuiper*
Kristin A. DeKuiper, Incorporator

By _____

By _____
Signature(s) of all general partners named herein