



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

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Certificate of Amendment

DOMESTIC Limited Partnership

→ Filing Fee: \$50.00

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by RIGL 7-13-9, hereby executes the following Certificate of Amendment to the Certificate of Limited Partnership:

1. Entity ID Number. 49481	2. The name of the partnership is. Rand Associates
3. If the entity's name is changing, state the new name: <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>	
4. The date of filing of the Certificate of Limited Partnership is: March 23, 1981	
5. If the principal office address is changing complete the following section: <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>	
6. If the mailing address is changing complete the following section: <div style="text-align: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>	
7. If there is a change in the general partners complete the following section: *List ALL general partners as of this amendment	
NAME	ADDRESS
Check the box to indicate an attachment <input type="checkbox"/> <div style="float: right;">Check the box to indicate no change <input checked="" type="checkbox"/></div>	

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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8. If adding or amending additional provisions, complete the following section:

The Amended and Restated Certificate and Agreement of Limited Partnership of Rand Associates is amended pursuant to the Sixteenth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership of Rand Associates attached hereto as Exhibit A.

Check the box to indicate an attachment

Check the box to indicate no change

9. As required by RIGL 7-13-69, the partnership has paid all fees and taxes.

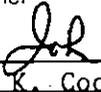
10. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

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

Type or Print Name of Limited Partnership

Rand Associates

By: Ferland Corporation, its General Partner

Signature of General Partner	Date
By: <u> SIGN DOCUMENT HERE</u> John K. Cooper, President & COO	April 6, 2020
SIGN DOCUMENT HERE	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

SIXTEENTH AMENDMENT TO THE AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF THE LIMITED PARTNERSHIP OF
RAND ASSOCIATES

THIS SIXTEENTH AMENDMENT to the Amended and Restated Certificate and Agreement of the Rhode Island Limited Partnership of Rand Associates (the "Partnership"), originally filed with the Secretary of State of Rhode Island on March 23, 1981 and thereafter amended and restated in accordance with the terms and conditions thereof (the "Sixteenth Amendment"), is entered into by the undersigned as of the 6th day of April, 2020.

WHEREAS, Jason A. Berstein, Trustee, as Trustee of The Jason A. Berstein Revocable Trust dated 12/8/14, a Limited Partner of the Partnership (the "Berstein Trust"), desires to sell, assign and convey all of the Berstein Trust's rights, title and interests as a limited partner in and to the Partnership, including, but not limited to, 0.1667 of a limited partner unit and a 0.65% ownership interest in the Partnership (collectively, the "Berstein Trust Partnership Interest"), to Ferland Corporation (the "Purchaser").

WHEREAS, Arun K. Singh, M.D., a Limited Partner of the Partnership ("Singh"), also desires to sell, assign and convey all of Singh's rights, title and interests as a limited partner in and to the Partnership, including, but not limited to, one (1) limited partner unit and a 3.88% ownership interest in the Partnership (collectively, the "Singh Partnership Interest"; the Berstein Trust Partnership Interest and the Singh Partnership Interest shall be collectively referred to herein as the "Partnership Interests"), to Ferland Corporation (the "Purchaser").

WHEREAS, Purchaser is amenable to acquiring such Partnership Interests.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Amended and Restated Certificate and Agreement of the Partnership (the "Agreement") are amended as follows:

1. Singh hereby resigns and withdraws from the Partnership, and shall convey and assign the Singh Partnership Interest in the Partnership to the Purchaser.
2. The Berstein Trust hereby resigns and withdraws from the Partnership, and shall convey and assign the Berstein Trust Partnership Interest in the Partnership to the Purchaser.
3. The Partnership and the General Partners (as such term is defined in the Agreement) have approved the substitution of the above described Purchaser in place of Singh and the Berstein Trust.
4. The Purchaser hereby assumes the duties and liabilities with respect to the Partnership that are attendant to the Partnership Interests in the Partnership that Purchaser shall acquire from the Berstein Trust and from Singh, and accepts all the terms and provisions of the Amended and Restated Certificate and Agreement of Limited Partnership of the Partnership, as amended.

5. Pursuant to the provisions of the Amended and Restated Certificate and Agreement of the Partnership, any one of the General Partners of the Partnership is authorized to execute this Sixteenth Amendment on behalf of the Partners (as such term is defined in the Agreement) of the Partnership, on behalf of itself, and as attorney-in-fact for all other Partners.

6. Except as expressly amended hereby, the Amended and Restated Certificate and Agreement of the Partnership remains in full force and effect, and is hereby ratified and affirmed by the Partners.

7. This Amendment may be executed in one or more counterparts, each of which will be deemed to be an original but all of which together will constitute one and the same document.

**[This Space Left Blank Intentionally;
Signatures Appear on the Next Pages]**

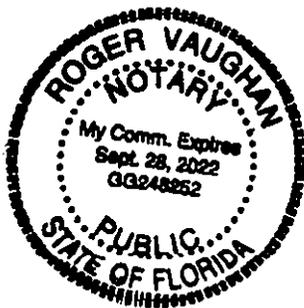
IN WITNESS WHEREOF, the undersigned have hereunto set their hands to this Sixteenth Amendment, which may be executed in counterparts, as of the day and year first above written.

JASON A. BERSTEIN, TRUSTEE, AS
TRUSTEE OF THE JASON A. BERSTEIN
REVOCABLE TRUST DATED 12/8/14

By: Jason Bernstein / Jason Bernstein
Jason A. Bernstein
Trustee

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 6 day of April, 2020, before me personally appeared Jason A. Bernstein, Trustee, as Trustee of the Jason A. Bernstein Revocable Trust dated 12/8/14, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged his execution to be his free act and deed and the free act and deed of the Jason A. Bernstein Revocable Trust dated 12/8/14.



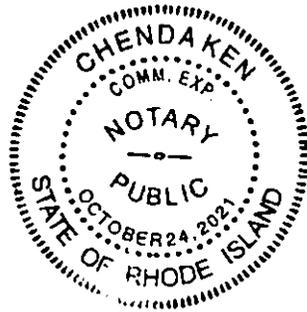
Roger Vaughan
Notary Public
Roger Vaughan
(print name)
Commission expires: Sept 28 2022

[Signatures Continue on the Next Page]

Arun Singh
ARUN K. SINGH, M.D.

STATE OF Rhode Island
COUNTY OF Providence

On this 4th day of April, 2020, before me personally appeared Arun K. Singh, M.D., to me known and known by me to be the person executing the foregoing instrument, and he acknowledged his execution to be his free act and deed.



Chenda Ken
Notary, Public
Chenda Ken.
(print name)
Commission expires: 10/24/2021

[Signatures Continue on the Next Page]

FERLAND CORPORATION

By: John K. Cooper
John K. Cooper, President,
as a Limited Partner

FERLAND CORPORATION, AS
GENERAL PARTNER OF RAND
ASSOCIATES

FERLAND CORPORATION, AS
ATTORNEY-IN- FACT FOR THE
OTHER PARTNERS OF RAND
ASSOCIATES

By: John K. Cooper
John K. Cooper, President

By: John K. Cooper
John K. Cooper, President

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On this 6th day of April, 2020, before me personally appeared John K. Cooper, in his capacity as the President of Ferland Corporation, in its capacity as a limited partner of Rand Associates, a General Partner of Rand Associates, and Attorney-in-Fact for the other partners of Rand Associates, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged his execution to be his free act and deed in such capacity and the free act and deed of Ferland Corporation.

Lorraine E. Romano
Notary Public.
LORRAINE E. ROMANO
(print name)
Commission expires: 11-25-21

LORRAINE E. ROMANO
Notary Public, State of Rhode Island
Commission ID #42424
My Commission Expires 11/25/21

SCHEDULE A

RAND ASSOCIATES

AMENDED AND RESTATED CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP

<u>INVESTOR</u> <u>LIMITED PARTNERS</u>	<u>UNITS</u>	<u>PERCENTAGE</u> <u>OWNERSHIP</u>
Richard W. Berstein and Meryl Berstein, Joint Tenants 3581 S. Ocean Boulevard, Ap. 2F Palm Beach, FL 33480	.1666	0.64%
Larry P. Berstein Revocable Trust Dated 7/25/14 253 Berry Hill Road Syosset, NY 11791	.1667	0.65%
John D. Crouchley Marital Trust c/o The Washington Trust Co. Maureen M. Allam, Wealth Mgt. 10 Weybosset St., Suite 200 Providence, RI 02903	1	3.88%
Robert J. Crouse, M.D. 20 Gentian Drive Wakefield, RI 02879	.5	1.94%
Ferland Corporation 558 Smithfield Ave. Pawtucket, RI 02860	11.1667	43.33%
A. Austin Ferland PO Box 135 Bartlett, NH 03812	6.273	24.34%
Debra Ferland PO Box 135 Bartlett, NH 03812	2.727	10.58%

Albert Goldman 605 Middle Street, Unit 35 Braintree, MA 02184	1	3.88%
Peter G. Jessel, M.D. 177 East Elm Street Greenwich, CT 06830	.5	1.94%
B. Gordon Lisker 215 Blackstone Blvd. Providence, RI 02906	.5	1.94%
Francis L. McNelis, M.D. 355 Blackstone Blvd. Apt. 105 Providence, RI 02906	1	3.88%

SPECIAL
LIMITED PARTNER

PERCENTAGE
OWNERSHIP

Ronald R.S. Picerno Trust (dtd December 29, 1988) 1420 East Missouri Ave. Suite 100 Phoenix, AZ 85014		1%
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GENERAL PARTNERS

Kelly & Picerno Venture Corp. 75 Lambert Lind Highway Warwick, RI 02886		1%
Ferland Corporation 558 Smithfield Avenue Pawtucket, RI 02860		1%



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

June 15, 2020 11:44 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

