



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: Check the box to indicate no change ☒	
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: Check the box to indicate no change ☒	
6. If the mailing address is changing complete the following section: Check the box to indicate no change ☒	
7. If there is a change in the general partners complete the following section: <i>*List ALL general partners as of this amendment</i>	
NAME	ADDRESS
Check the box to indicate an attachment ☐ Check the box to indicate no change ☒	

MAIL TO:

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

FILED

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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 Seventeenth 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.

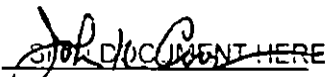
Type or Print Name of Limited Partnership

Rand Associates

By: Ferland Corporation, its General Partner

Signature of General Partner

By:


SIGN DOCUMENT HERE
John K. Cooper, President & COO

Date

June 11, 2020

Signature of General Partner

SIGN DOCUMENT HERE

Date

Signature of General Partner

SIGN DOCUMENT HERE

Date

Signature of General Partner

SIGN DOCUMENT HERE

Date

Signature of General Partner

SIGN DOCUMENT HERE

Date

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.

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

THIS SEVENTEENTH 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 11th day of June, 2020.

WHEREAS, B. Gordon Lisker, a Limited Partner of the Partnership (the "Lisker"), by his Attorney-in-Fact Nancy A. Rozendal, desires to sell, assign and convey all of the Lisker's rights, title and interests as a limited partner in and to the Partnership, including, but not limited to, 0.5 of a limited partner unit and a 1.94% ownership interest in the Partnership (collectively, the "Partnership Interest"), to Ferland Corporation (the "Purchaser").

WHEREAS, Purchaser is amenable to acquiring such Partnership Interest upon the terms set forth herein.

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. Lisker hereby resigns and withdraws from the Partnership, and shall convey and assign the Partnership Interest in the Partnership to the Purchaser.
2. The Partnership and the General Partners (as such term is defined in the Agreement) have approved and do hereby approve the substitution of the above described Purchaser in place of Lisker.
3. The Purchaser hereby assumes the duties and liabilities with respect to the Partnership that are attendant to the Partnership Interest in the Partnership that Purchaser shall acquire from Lisker, and accepts all the terms and provisions of the Amended and Restated Certificate and Agreement of Limited Partnership of the Partnership, as amended.
4. 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 Seventeenth 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.
5. 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.

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6. 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.

B. Gordon Lisker,
by his Attorney-in-Fact
Nancy A. Rozendal
B. Gordon Lisker, by his Attorney-in-Fact
Nancy A. Rozendal

STATE OF Rhode Island
COUNTY OF Providence

On this 4 day of June, 2020, before me personally appeared Nancy A. Rozendal, as Attorney-in-Fact for B. Gordon Lisker, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged her execution to be her free act and deed and the free act and deed of B. Gordon Lisker.



Anne M Agresti
Notary Public
Anne M. Agresti
(print name)
Commission expires: 12/03/2022
752467

[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 11th day of June, 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: 11-25-2021

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 LIMITED PARTNERS</u>	<u>UNITS</u>	<u>PERCENTAGE OWNERSHIP</u>
Richard W. Bernstein and Meryl Bernstein, Joint Tenants 3581 S. Ocean Boulevard, Ap. 2F Palm Beach, FL 33480	.1666	0.64%
Larry P. Bernstein 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	11.6667	45.27%
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%
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Peter G. Jessel, M.D. 177 East Elm Street Greenwich, CT 06830	.5	1.94%
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Francis L. McNelis, M.D. 355 Blackstone Blvd. Apt. 105 Providence, RI 02906	1	3.88%
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SPECIAL
LIMITED PARTNER

PERCENTAGE
OWNERSHIP

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

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