

113#50080

EIGHTH AMENDMENT
TO
LIMITED PARTNERSHIP CERTIFICATE
OF
HERITAGE VILLAGE ASSOCIATES

The undersigned, in compliance with the provisions of the Uniform Limited Partnership Act of the State of Rhode Island, Title 7, Chapter 13 of the General Laws of Rhode Island, 1956, as amended, and in order to partially amend the Seventh Amendment to the Certificate of Limited Partnership, as heretofore amended by the Seventh, Sixth, Fifth, Fourth, Third, Second and First Amendments to the Limited Partnership Certificate of Heritage Village Associates filed May 4, 1978, a Rhode Island limited partnership (the "Partnership") as the same was filed in the offices of the Secretary of State of Rhode Island and to provide for the withdrawal of PAUL F. LISCHIO as a Limited Partner; to provide for the transfer of one of PAUL F. LISCHIO's Limited Partnership units to PAULA M. SCHICK FAMILY TRUST and one of PAUL F. LISCHIO's Limited Partnership units to LYNN F. MORAN FAMILY TRUST; and to provide for an adjustment to the General Partners' percentage interests, do hereby certify, acknowledge and submit as to the establishment of the Partnership that the:

1. name of the Partnership;
2. character of the business of the Partnership;
3. location of the Partnership's principal place of business;
4. names and places of residence of the General and Limited Partners;

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5. term for which the Partnership is to exist;
6. amount of each Limited Partner's cash contribution;
7. additional contributions agreed to be made by each Limited Partner and times at which or events on the happening of which such contributions shall be made;
8. time when the contribution of each Limited Partner is to be returned;
9. share of the profits or other compensation by way of income which each Limited Partner shall receive by reason of his contribution;
10. right of a Limited Partner to substitute an assignee as a contributor in his place and terms and conditions of the substitution;
11. right of the Partners to admit additional Limited Partners;
12. rights of priority among the Limited Partners;
13. right of the remaining General Partner or Partners to continue the business on the death, retirement, or insanity of a General Partner;
14. right of the Limited Partners to demand and receive property other than cash in return for their contributions; and other terms and conditions of the Partnership are all as set forth in the copy of the Seventh, Sixth, Fifth, Fourth, Third, Second and First Amendments to Certificate of Limited Partnership of Heritage Village Associates as currently filed in the office of the Secretary of State for Rhode Island, except that the name of PAUL F. LISCHIO is deleted as a Limited Partner; that the names of PAULA M. SCHICK FAMILY TRUST and LYNN F. MORAN FAMILY TRUST are added as Limited Partners; and the interests of the General Partners and

Limited Partners are as set forth in Exhibit A, annexed hereto and made a part hereof.

In all other terms, the Agreement of Limited Partnership remains the same.

IN WITNESS WHEREOF, the undersigned have agreed to, signed and sworn to this Eighth Amendment to Certificate of Limited Partnership as of the 27th day of July, 2004.

WITHDRAWING LIMITED PARTNER

GENERAL PARTNERS

By: Paul F. Lischio
PAUL F. LISCHIO

Paul F. Lischio
PAUL F. LISCHIO

ADDED LIMITED PARTNERS:

Philip W. Noel
PHILIP W. NOEL

Paula M. Schick Co-Trustee
PAULA M. SCHICK FAMILY TRUST
Paula M. Schick, Co-Trustee

LIMITED PARTNERS

Lynn F. Moran Co-Trustee
LYNN F. MORAN FAMILY TRUST
Lynn F. Moran, Co-Trustee

Philip W. Noel
PHILIP W. NOEL

Roger L. Clifton
ROGER L. CLIFTON

James M. Sloan III Trustee
JAMES M. SLOAN, III, TRUSTEE

STATE OF RHODE ISLAND
COUNTY OF Providence

In Providence, on this 27th day of July, 2004, before me personally appeared Paul F. Lischio, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument, executed by him, to be his free act and deed.

Nancy A. Gates
Notary Public of Rhode Island
My Commission Expires June 24, 2005

Nancy A. Gates
Notary Public Notary Public

My commission expires:

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 27th day of July, 2004, before me personally appeared Philip W. Noel, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument executed by him to be his free act and deed.

James M. Sloan III
Notary Public Notary Public

My commission expires:

STATE OF ~~MONTANA~~ RHODE ISLAND
COUNTY OF KENT

James M. Sloan, III
Notary Public of Rhode Island
My Commission Expires June 13, 2005

In Warwick, on this 29th day of July, 2004, before me personally appeared Roger L. Clifton, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument executed by him to be his free act and deed.

James M. Sloan III
Notary Public Notary Public

My commission expires:

James M. Sloan, III
Notary Public of Rhode Island
My Commission Expires June 13, 2005

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 27th day of July, 2004, before me personally appeared James M. Sloan, III, Trustee, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument, executed by him, to be his free act and deed, individually and in his capacity as Trustee.

Nancy A. Gates
Notary Public of Rhode Island
My Commission Expires June 24, 2005

Nancy A. Gates
Notary Public
My commission expires:

STATE OF RHODE ISLAND
COUNTY OF Washington

In North Kingstown on this 2nd day of August, 2004, before me personally appeared PAULA M. SCHICK, to me known and known by me to be the Co-Trustee of the PAULA M. SCHICK FAMILY TRUST and one of the parties executing the foregoing instrument, and she acknowledged said instrument, executed by her, to be her free act and deed, individually, and in her capacity as Co-Trustee.

Christine P. Alger
Notary Public

My commission expires: 3/38/05

STATE OF RHODE ISLAND
COUNTY OF Washington

In North Kingstown, on this 2nd day of August, 2004, before me personally appeared LYNN F. MORAN, to me known and known by me to be the Co-Trustee of the LYNN F. MORAN FAMILY TRUST and one of the parties executing the foregoing instrument, and she acknowledged said instrument, executed by her, to be her free act and deed, individually, and in her capacity as Co-Trustee.

Christine P. Alger
Notary Public

My commission expires: 3/38/05

SCHEDULE A
TO EIGHTH AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HERITAGE VILLAGE ASSOCIATES

<u>General Partners</u>	<u>Unit(s)</u>	<u>General Partner Percentage Interest</u>	<u>Partnership Percentage Interest</u>
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The General Partners own forty percent (40%) of the Partnership and that forty percent (40%) is owned as follows:

Paul F. Lischio 51 Searidge Drive Narragansett, RI 02882	2.88	72.00%	28.8%
Philip W. Noel 20403 Wildcat Run Drive Estero, FL 33928	1.12	<u>28.00%</u> 100.00%	11.2%

<u>Limited Partners</u>	<u>Units</u>	<u>Limited Partner Percentage Interest</u>
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The Limited Partners own sixty percent (60%) of the Partnership and that sixty percent (60%) is owned as follows:

Philip W. Noel 20403 Wildcat Run Drive Estero, FL 33928	1.5	25.000%	15.0%
Roger L. Clifton 7882 Bridger Canyon Road Bozeman, MT 59715	1.0	16.670%	10.0%
James M. Sloan, III, Trustee Frederick D. and Paula M. Schick Irrevocable Trust 1309 Turks Head Building Providence, RI 02903	1.5	25.000%	15.0%

<u>Limited Partners</u>	<u>Unit(s)</u>	<u>Limited Partner Percentage Interest</u>	<u>Partnership Percentage Interest</u>
Paula M. Schick Family Trust Paula M. Schick and Max Kohlenberg, Co-Trustees 262 Beacon Drive North Kingstown, RI 02852	1.0	16.665%	10.0%
Lynn F. Moran Family Trust Lynn F. Moran and Renee Evangelista, Co-Trustees 34 Collins Court North Kingstown, RI 02852	1.0	<u>16.665%</u> 100.000%	<u>10.0%</u> 100.0%