

49090

CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

BURRILLVILLE HEALTH CENTER ASSOCIATES

The undersigned, being desirous of forming a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Rhode Island, do hereby solemnly agree, certify and swear as follows:

1. The name of the limited partnership shall be BURRILLVILLE HEALTH CENTER ASSOCIATES (hereinafter the "Partnership") and the persons identified as General Partners and Limited Partners on Schedule A annexed hereto and made a part hereof are sometimes hereinafter referred to as "General Partner(s)" or "Limited Partner(s)", respectively. General Partners and Limited Partners are sometimes hereinafter collectively referred to as "Partners".

2. The character of the business conducted by the Partnership shall be to acquire real property located in Burrillville, Rhode Island and to develop the same, and to hold, own, improve, operate, manage as a health care facility, service, lease, mortgage and encumber the same and otherwise deal with the same as owner thereof, and to acquire additional real and personal property to the extent necessary and appropriate to carry out the foregoing purposes.

Any General Partner is specifically authorized to execute such documents as he deems necessary in connection with the acquisition, development and financing of the above-described property, including, without limiting the generality of the foregoing: (a) any mortgage in connection with the mortgage loan to provide funds for the acquisition and development of said property and any construction of improvements thereon; (b) any forms required by the Rhode Island Housing and Mortgage Finance Corporation, the United States Secretary of Housing and Urban Development acting by and through the Federal Housing Commission, or any other State or Federal agency in connection with said mortgage; and (c) any and all other documents required to be executed in connection with said mortgage. Any Partner and the Partnership shall at all times be bound by, and the rights and obligations of the Partners and the Partnership shall be subject to, said mortgage. Any Partner and the Partnership shall not take any action contrary to any rule or requirement of the Rhode Island Housing and Mortgage Finance Corporation or the United States Secretary of Housing and Urban Development acting by and through the Federal Housing Commission.

3. The principal place of business of the Partnership will be located on South Main Street, Burrillville, Rhode Island, or at such other place or places as any General Partner may, from time to time, designate.

4. The names and places of residence of the Partners are set forth on Schedule A attached hereto.

5. The Partnership shall continue in full force and effect until the business of the Partnership shall have terminated or until December 31, 2030.

6. The Partners shall contribute to the Partnership the amount set forth on Schedule A.

7. The Limited Partners have not agreed to make any additional contributions to the Partnership.

8. The capital of the Limited Partners shall be returned, to the extent that funds are available for such purpose, after payment of all debts of the Partnership, upon the termination and liquidation of the Partnership.

9. The Partners shall be entitled to the percentage share of the profits, gains and other income of the Partnership set forth on Schedule A.

10. The Limited Partners shall not have the right to assign their interest in the Partnership except with the consent of the General Partners.

11. The General Partners shall have the right to admit, without the approval of the Limited Partners, additional Limited Partners. Any such incoming Limited Partner shall, as a condition of receiving any interest in the Partnership, agree to be bound by the provisions of this Agreement and any other document executed by the General Partners in connection with the business of the Partnership.

12. No Limited Partner shall have the right to priority over any other Limited Partner as to contributions or as to compensation by way of income.

13. Upon the liquidation, bankruptcy or retirement of the General Partners, the business of the Partnership shall terminate unless continued by such person who may be designated by the Limited Partners as a new general partner of a reconstituted partnership.

14. The Limited Partners shall not have the right to demand and receive property other than cash in return for their contribution.

IN WITNESS WHEREOF, we have hereunto set our hands and stated our residences this 27th day of September, 1983.

GENERAL PARTNERS

T. Lloyd Ryan
T. LLOYD RYAN

CONSULTANTS INCORPORATED

By: *Antonio L. Giordano*
ANTONIO L. GIORDANO,
President

LIMITED PARTNERS

T. Lloyd Ryan
T. LLOYD RYAN

CONSULTANTS INCORPORATED

By: *Antonio L. Giordano*
ANTONIO L. GIORDANO,
President

STATE OF RHODE ISLAND
COUNTY OF *Providence*

In *Providence*, in said County, this *27th* day of *September*, 1983, before me personally appeared T. LLOYD RYAN, individually, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed.

John C. Dean
Notary Public

STATE OF RHODE ISLAND
COUNTY OF *Providence*

In *Providence*, in said County, this *27th* day of *September*, 1983, before me personally appeared ANTONIO L. GIORDANO, President of Consultants Incorporated, a Rhode Island corporation, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed in the capacity aforesaid and the free act and deed of said corporation.

John C. Dean
Notary Public

SCHEDULE A

<u>Name</u>	<u>Residence</u>	<u>Contribution</u>	<u>Percentage Share</u>
<u>GENERAL PARTNERS</u>			
T. LLOYD RYAN	130 Sunrise Terrace Chepachet, RI	\$1.00	1%
CONSULTANTS INCORPORATED	190 Broad Street Providence, RI 02903	\$1.00	1%
<u>LIMITED PARTNERS</u>			
T. LLOYD RYAN	130 Sunrise Terrace Chepachet, RI	\$100	49%
CONSULTANTS INCORPORATED	190 Broad Street Providence, RI 02903	\$100	49%

CERTIFICATE

I hereby certify that attached hereto is a true copy of the Certificate and Agreement of Limited Partnership dated *September 21*, 1983 and filed with the Secretary of State of the State of Rhode Island on *September 27*, 1983, which has not been amended or modified and is in full force and effect on the date hereof.

BURRILLVILLE HEALTH CENTER
ASSOCIATES

By: _____

T. Lloyd Ryan
T. Lloyd Ryan,
General Partner

July
SEP 27 1993

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