

Filing Fee: \$100.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

VILLAGE WEST ASSOCIATES LIMITED PARTNERSHIP

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is
Village West Associates
and, if different, the name which it proposes to register and transact business in the State of Rhode Island is
Village West Associates Limited Partnership
(If not applicable, so state)

SECOND: It is organized under the laws of New York
and the date of its formation is April 14, 19 81

THIRD: The general character of the business it proposes to transact in Rhode Island is:
to own, operate and develop real property, wheresoever situate.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is c/o Bay Management Corp., 1 Carnation Street, Cumberland, RI 02864

and the name of the agent resident in Rhode Island at that address is Ronald Trottier

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FILED
AUG 30 1995
BY [Signature]
AUG 31 12 47 PM '95
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FIFTH The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....
645 Madison Avenue, New York, NY 10022

SEVENTH The name and business address of each general partner (s):

General Partner (s)	Address (es)
Ronald A. Nicholson	645 Madison Ave., New York, NY 10022
Douglas S. Swain	711 Boylston St., Boston, MA 02116

EIGHTH The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions 645 Madison Avenue, New York, NY 10022
(such list to be kept by the partnership until its registration in Rhode Island is canceled or withdrawn)

NINTH A mailing address for the foreign limited partnership
645 Madison Avenue, New York, NY 10022

TENTH A statement of the aggregate capital contributions of the limited partner (s)	
<u>Name</u>	<u>Capital Contribution</u>
Ronald A. Nicholson	\$6,750.00
Douglas S. Swain	750.00
Leslie Nicholson Goldstein	7,500.00
James A. Nicholson	7,500.00
Alfred J. Nicholson	6,000.00

ELEVENTH Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed

Dated August 29, 19 95 .

Village West Associates
(Exact name of Limited Partnership making application)

By  General Partner (s)

State of Massachusetts }
County of Suffolk } Sc.

At Boston in said county on this twenty ninth
day of August, 19 95, personally appeared before me
Douglas S. Swain
who, being by me first duly sworn, declared that he/she is a General Partner of the Village
West Associates, that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.


Notary Public

My Commission Expires Mar. 18, 1999

STATE OF NEW YORK,

COUNTY OF NEW YORK,

ss.:

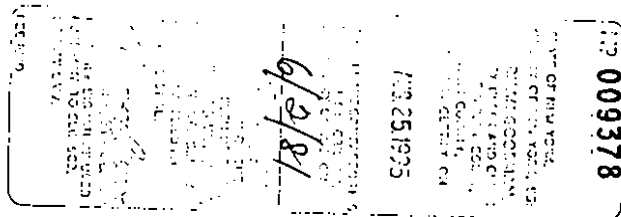
Let a copy of the foregoing Limited Partnership Certificate or a notice containing the substance thereof be published once in each week for six successive weeks in the New York Law Journal and
East Side Express
two newspapers of the County of New York.

Dated, New York,

6/2/81

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[Signature]
County Clerk, New York County.



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