

Filing Fee: \$100.00



251841

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

FILED

JUL 10 1995

B: D.D.# 55
142 686

Palmer River Golf Club 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 Palmer River Golf Club Limited Partnership and, if different, the name which it proposes to register and transact business in the State of Rhode Island is N/A (If not applicable, so state)

SECOND: It is organized under the laws of The Commonwealth of Massachusetts and the date of its formation is June 15, 19 95

THIRD: The general character of the business it proposes to transact in Rhode Island is: The purpose of the Partnership is to acquire, own, improve, develop, construct, sell, exchange, operate, manage, lease, mortgage, finance and otherwise deal with and undertake any and all actions necessary or incidental to any of the foregoing activities with respect to the property known as the Swansea Country Club, located in Swansea, Massachusetts and Warren, Rhode Island.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, R. I. 02903

and the name of the agent resident in Rhode Island at that address is C T CORPORATION SYSTEM

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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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.....  
299 Market Street, Swansea, Massachusetts 02777

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

General Partner (s)

Address (es)

Palmer River Golf Club, Inc.

299 Market Street, Swansea, MA 02777

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 ..... 299 Market Street, Swansea, Massachusetts 02777

NINTH: A mailing address for the foreign limited partnership .....

c/o Swansea Country Club, 299 Market Street, Swansea, Massachusetts 02777

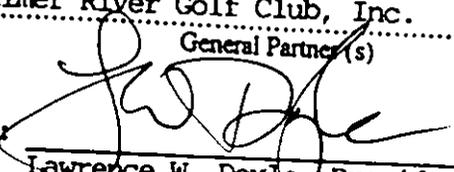
TENTH: A statement of the aggregate capital contributions of the limited partner (s) .....  
The limited partner has contributed \$1.00 to the partnership to date.

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable 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 in this chapter prescribed.

Dated June 15, 19 95

Palmer River Golf Club Limited Partnership  
(Exact name of Limited Partnership making application)

By Palmer River Golf Club, Inc.  
General Partner(s)

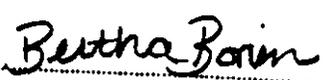
By   
Lawrence W. Doyle, President

State of Massachusetts

County of Suffolk } Sc.

At 4:00 p.m. in said county on this 15th day of June, 19 95, personally appeared before me Lawrence W. Doyle

who, being by me first duly sworn, declared that he/she is a General Partner of the President of Palmer River Golf Club, Inc.; general partner of Palmer River Golf Club Limited Partnership, that he/she signed the foregoing document as President of the General Partner of the limited partnership, and that the statements therein contained are true.

  
Notary Public

PALMER RIVER GOLF CLUB, INC.  
299 Market Street  
Swansea, Massachusetts 02777

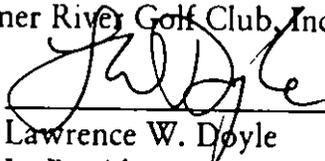
July 6, 1995

Secretary of State  
State of Rhode Island  
Providence, Rhode Island

Palmer River Golf Club, Inc., a corporation organized and existing under and by virtue of the laws of the Commonwealth of Massachusetts, and authorized to transact business in the State of Rhode Island, hereby consents to the registration in Rhode Island of a limited partnership having the name of Palmer River Golf Club Limited Partnership.

In Witness Whereof, said Palmer River Golf Club, Inc., has caused these presents to be executed in its corporate name by its President, thereunto duly authorized, this 7<sup>th</sup> day of July, 1995.

Palmer River Golf Club, Inc.

By: 

Lawrence W. Doyle  
Its President

RECEIVED  
SECRETARY OF STATE  
JUL 10 11 57 AM '95

**PALMER RIVER GOLF CLUB, INC.**  
299 Market Street  
Swansea, Massachusetts 02777

May 30, 1995

Massachusetts Secretary of State  
Corporations Division  
One Ashburton Place  
Boston, Massachusetts 02108

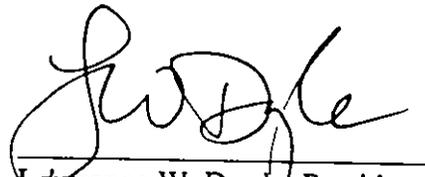
RE: Palmer River Golf Club Limited Partnership

To Whom it May Concern:

The undersigned, Palmer River Golf Club, Inc., a Massachusetts corporation, hereby consents to the use of the name "Palmer River Golf Club Limited Partnership" by a limited partnership to be formed in the Commonwealth of Massachusetts.

PALMER RIVER GOLF CLUB, INC.

By:

  
\_\_\_\_\_  
Lawrence W. Doyle, President

0147015.01

HILL & BARLOW  
A PROFESSIONAL CORPORATION  
1 INTERNATIONAL PLACE  
BOSTON, MA 02110-2607

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PALMER RIVER GOLF CLUB LIMITED PARTNERSHIP

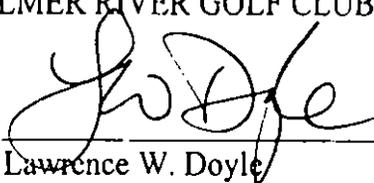
**FILED**  
JUN 20 1995  
SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

Pursuant to the provisions of the Massachusetts Uniform Limited Partnership Act, the undersigned hereby certifies as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is Palmer River Golf Club Limited Partnership (the "Partnership").
2. Date of Formation. The Partnership shall be formed on the date of filing of this Certificate with the Massachusetts Secretary of State.
3. Purposes of Partnership. The purpose of the Partnership is to acquire, own, improve, develop, construct, sell, exchange, operate, manage, lease, mortgage, finance and otherwise deal with and undertake any and all actions necessary or incidental to any of the foregoing activities with respect to the property known as the Swansea Country Club, Swansea, Massachusetts, and any additional property acquired by the Partnership. The Partnership shall not engage in any other trade or business.
4. General Partner. The General Partner of the Partnership is Palmer River Golf Club, Inc., whose address is c/o Swansea Country Club, 299 Market Street, Swansea, Massachusetts 02777. *and Resident Agent.*
5. Principal Office. The principal office of the Partnership shall be 299 Market Street, Swansea, Massachusetts 02777, or at another location as may be determined by the General Partner. The mailing address of the Partnership shall be c/o Swansea Country Club, 299 Market Street, Swansea, Massachusetts 02777, or at another location as may be determined by the General Partner.
6. Dissolution. The latest date on which the Partnership is to dissolve is June 30, 2015.

The undersigned, being the general partner of the Partnership, has signed and sworn to this Certificate of Limited Partnership under the penalties of perjury as of this 15th day of June, 1995.

PALMER RIVER GOLF CLUB, INC.

By: 

Lawrence W. Doyle

Duly Authorized

*Consent*

*3*

#239

504762

A TRUE COPY ATTEST  
*William Francis Galvin*  
 WILLIAM FRANCIS GALVIN  
 SECRETARY OF THE COMMONWEALTH  
 DATE 7/1/95 CLERK

FEE PAID  
 \$200.00  
 JUN 20 1995

CASHIERS  
 SECRETARY'S OFFICE

*William Francis Galvin*

FORMATION

*Consent*

PALMER RIVER GOLF CLUB LIMITED PARTNERSHIP  
 \_\_\_\_\_  
 Name of Limited Partnership

Formation — ~~Amendment~~ Mass. General Laws, Chapter 109

Filed in the Office of the Secretary of State June 20, 1995