



**State of Rhode Island  
Office of the Secretary of State**

**Fee: \$50.00**

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Limited Partnership  
Certificate of Amendment to Certificate of Limited Partnership**

(Section 7-13-9 of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the limited partnership is ACP Shopping Center Assoc. L.P.

If the partnership's name is changing, state the new name: ACP Shopping Center Assoc. L.P.

**ARTICLE II**

The date of filing of the Certificate of Limited Partnership is 12/31/1991

**ARTICLE III**

The Certificate of Limited Partnership (as previously amended on ) is amended as follows, including, if applicable, a change made in Article I:

Location of its principal office:

No. and Street: 100 WESTMINSTER STREET, SUITE 1700

City or Town: PROVIDENCE

State: RI Zip: 02903 Country: USA

If the mailing address of the limited partnership is changing, so state:

No. and Street: 100 WESTMINSTER STREET, SUITE 1700

City or Town: PROVIDENCE

State: RI Zip: 02903 Country: USA

If there is a change in the general partners of the limited partnership, modify the following section:

| Title   | Individual Name<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country     |
|---------|------------------------------------------------|----------------------------------------------------------------|
| PARTNER | ANTHONY C. PAOLINO, INC.                       | 100 WESTMINSTER STREET, SUITE 1700<br>PROVIDENCE, RI 02903 USA |

If there are any other provisions to be amended, so state:

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF:

EXHIBIT A

TO

CERTIFICATE OF AMENDMENT

ACP SHOPPING CENTER ASSOC. L.P.

1. PARAGRAPH 5 OF THE CERTIFICATE OF LIMITED PARTNERSHIP IS HEREBY

AMENDED AS FOLLOWS:

BY DELETING PARAGRAPH 5 AND INSERTING THE FOLLOWING THEREFOR:

“5. THE NAME AND ADDRESS OF THE GENERAL PARTNER IS AS FOLLOWS:

NAME ADDRESS

ANTHONY C. PAOLINO, INC. 100 WESTMINSTER  
STREET, SUITE 1700  
PROVIDENCE, RI  
02903

2. PARAGRAPH 11 OF THE CERTIFICATE OF LIMITED PARTNERSHIP IS  
HEREBY AMENDED AS FOLLOWS:

BY DELETING PARAGRAPH 11 AND INSERTING THE FOLLOWING THEREFOR:

“11. ASSIGNMENT: SUBJECT TO SUBSECTION 11.01 BELOW, A PARTNER  
MAY NOT ASSIGN ANY PART OF ITS/HIS/HER PARTNERSHIP INTEREST, UNLESS  
OTHERWISE AGREED AND CONSENTED TO IN A WRITING SIGNED BY ALL OF THE  
PARTNERS.

11.01. SUBSTITUTE PARTNERS: NO PARTNER SHALL HAVE THE  
RIGHT TO SELL, TRANSFER, ASSIGN, BEQUEATH, EXERCISE A POWER OF  
APPOINTMENT IN FAVOR OF, OR DIRECT A DISTRIBUTION FROM A REVOCABLE  
TRUST ESTABLISHED BY THE PARTNER, THE PARTNER’S PARTNERSHIP INTEREST IN  
THE PARTNERSHIP, IN WHOLE OR IN PART, TO ANY PERSON OTHER THAN TO ANY  
OF HIS OR HER SPOUSE, ISSUE, OR TO A TRUST ESTABLISHED BY OR FOR THE  
INITIAL PRIMARY BENEFIT OF THE PARTNER OR HIS OR HER SPOUSE OR SUCH  
ISSUE, WITHOUT THE CONSENT OF THE ALL OF THE PARTNERS. THE FOREGOING  
NOTWITHSTANDING, NO SALE, TRANSFER OR ASSIGNMENT WHICH HAS BEEN  
CONSENTED TO PURSUANT TO THE PROVISIONS OF THIS SECTION OR ARISING  
THEREFROM SHALL BE EFFECTIVE UNLESS THE ASSIGNEE AGREES IN WRITING TO  
BE BOUND BY THE TERMS OF THE CERTIFICATE OF LIMITED PARTNERSHIP  
AGREEMENT DATED DECEMBER 30, 1991, AS AMENDED FROM TIME TO TIME (AS  
AMENDED, THE “PARTNERSHIP AGREEMENT”). IF THIS PROVISION IS VIOLATED,  
THE ASSIGNEE OF SUCH PARTNERSHIP INTEREST SHALL HAVE NO PARTNERSHIP  
RIGHTS IN THE PARTNERSHIP.”

#### **ARTICLE IV**

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.

**Signed this 26 Day of April, 2021 at 4:08:50 PM by the general partner(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the partnership, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-13.*

ACP Shopping Center Assoc. L.P.  
Name of Limited Partnership

By ANTHONY C. PAOLINO, INC.

By JOSEPH R. PAOLINO, JR., PRESIDENT

Form No. 301  
Revised 09/07

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