

Department of State - Business Services Division

Limited Partnership

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BUS SVCS DIV

2023 SEP -5 P 1:22

1. Entity ID Number:

000078276

2. The name of the partnership is:

Riverbend Associates II, L.P.

3. If the entity's name is changing, state the new name:

Check the box to indicate no change ☒

4. The date of filing of the Certificate of Limited Partnership is: 11/13/70

5. If there is a change in the general partners complete the following section:

*List **ALL** general partners as of this amendment

NAME

ADDRESS

Integrated Properties II, Inc.

1414 Atwood Avenue, Johnston, RI 02919

Enterprise Associates in Real Estate, Inc.

1414 Atwood Avenue, Johnston, RI 02919

Crown Holdings II LLC

1414 Atwood Avenue, Johnston, RI 02919

Check the box to indicate an attachment ☒

Check the box to indicate no change ☐

6. If adding or amending additional provisions, complete the following section:

Check the box to indicate an attachment ☐

Check the box to indicate no change ☒

Website: www.sos.ni.gov

FILED

SEP 5 2023

BY N2WJH

AR

7. If there has been a dissociation of a person as a general partner, so state:

NAME	ADDRESS

8. The following person has been appointed to wind up the partnership's activities and affairs in accordance with RIGL 7-13.1-802(c) or (d):

NAME	ADDRESS

9. As required by RIGL 7-13.1, the partnership has paid all fees and taxes.

10. Date when this Certificate of Amendment will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

11. 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.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Limited Partnership

Riverbend Associates II, L.P. by: Integrated Properties II, Inc., General Partner by: Kelly M. Coates, President

Signature of General Partner

Date

8/1/23

Signature of General Partner

Date

Signature of General Partner

Date

Signature of General Partner

Date

Signature of General Partner

Date

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

EXHIBIT "A"

**SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP**

This Second Amendment to Amended and Restated Agreement and Certificate of Limited Partnership, dated as of 12/31, 2022 to Amended and Restated Agreement and Certificate of Limited Partnership dated March 6, 2003 by and among Integrated Properties II, Inc., a Rhode Island corporation with a principal place of business in the Town of Johnston, State of Rhode Island, Enterprise Associates in Real Estate, Inc., a Rhode Island corporation with a principal place of business in the Town of Johnston, State of Rhode Island and the 1992 Alfred Carpionato Trust Agreement-CA with a principal place of business in the Town of Johnston, State of Rhode Island.

WITNESSETH

WHEREAS, the Secretary of Housing and Urban Development (the "Secretary") has required that in order for Crown Holdings II LLC to be a party to the financing, it needs to be a manager within the partnership;

WHEREAS, the parties are in agreement to be compliant with the Secretary with regards to Crown Holdings II LLC;

WHEREAS, the parties hereto desire to amend the Amended and Restated Agreement and Certificate of Limited Partnership to amend Section 6 of the Amended and Restated Agreement and Certificate of Limited Partnership;

WHEREAS, the parties hereto desire to amend the Amended and Restated Agreement and Certificate of Limited Partnership to amend Section 7 of the Amended and Restated Agreement and Certificate of Limited Partnership;

WHEREAS, Crown Holdings II LLC, a Rhode Island limited liability company, is being admitted to the Partnership as a general partner;

WHEREAS, the General Partners and Limited Partner desire to memorialize the foregoing admittance;

NOW THEREFORE, in consideration in the sum of Ten (\$10.00) Dollars and other good and valuable consideration, the parties hereto agree as follows:

1. The old Section 6 shall be deleted from the Agreement of Limited Partnership and shall be replaced with the new Section 6 as follows:

6. GENERAL PARTNER. Enterprise Associates in Real Estate, Inc., Integrated Properties II, Inc. and Crown Holdings II LLC shall be the general partners and their interest ("percentage interest") in the Partnership as general partners shall be as follows:

Enterprise Associates in Real Estate, Inc.- .5%
Integrated Properties II, Inc. -5%
Crown Holdings II LLC – 1%

2. The old Section 7 shall be deleted from the Agreement of Limited Partnership and shall be replaced with the following new Section 7 as follows:

7. Limited Partners. 1992 Alfred Carpionato Trust Agreement-CA shall be the limited partner and their interest in the Partnership as limited partner shall be as follows:

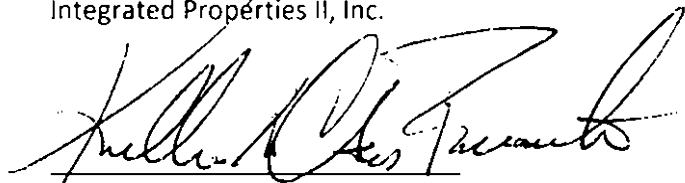
1992 Alfred Carpionato Trust Agreement-CA- 93.5%

3. All of the provisions of the Agreement of Limited Partnership, as amended, are hereby ratified and confirmed.

IN WITNESS WHEREOF, this Amendment has been duly executed by the parties hereto as of the date first above written.

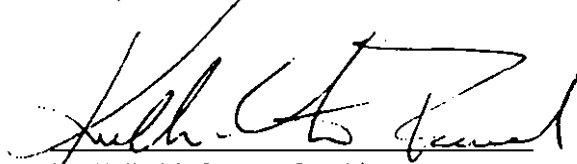
GENERAL PARTNERS:

Integrated Properties II, Inc.



By: Kelly M. Coates, President

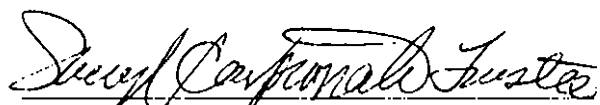
Enterprise Associates in Real Estate, Inc.



By: Kelly M. Coates, President

Crown Holdings II LLC

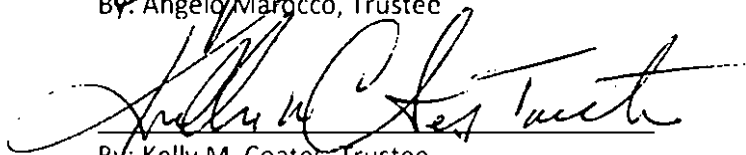
By: 1992 Alfred Carpionato Trust Agreement-CA,
Sole Member



By: Sheryl Carpionato, Trustee



By: Angelo Marocco, Trustee



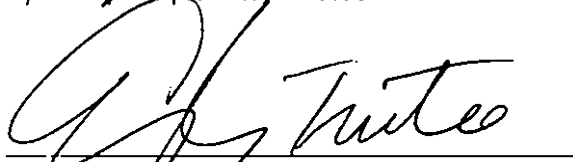
By: Kelly M. Coates, Trustee

Limited Partner:

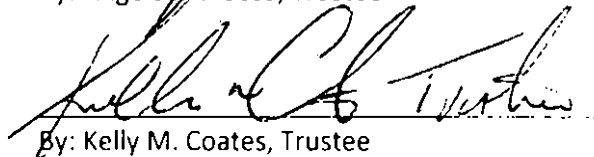
1992 Alfred Carpionato Trust Agreement-CA



By: Sheryl Carpionato, Trustee



By: Angelo Marocco, Trustee



By: Kelly M. Coates, Trustee



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

September 05, 2023 01:22 PM

A handwritten signature in black ink, reading 'Gregg M. Amore'.

Gregg M. Amore
Secretary of State

