

Filing Fee: \$50.00

ID Number: 53113



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws of Rhode Island, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

THE HODGES FAMILY LIMITED PARTNERSHIP

2. The date of filing of the Certificate of Limited Partnership is December 30, 1988

3. The Certificate of Limited Partnership (as previously amended October 23, 2008)
(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[Insert amendment]

See Attached

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FJM
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4. 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.

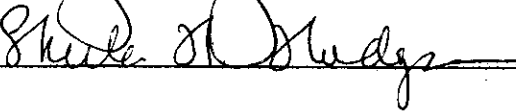
Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 16 JANUARY 2012

THE HODGES FAMILY LIMITED PARTNERSHIP

Print Name of Limited Partnership

By _____

By _____

By _____

By _____

By _____

ATTACHMENT

**THE HODGES FAMILY LIMITED PARTNERSHIP
ID Number 53113**

Amendment

Article X of the AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF THE HODGES FAMILY LIMITED PARTNERSHIP (hereinafter the "Agreement and Certificate") is hereby revoked in its entirety and the following substituted in lieu thereof:

"Death of a General Partner"

"10.01 Any General Partner shall automatically cease to be a General Partner in the event of his or her death; provided that if a General Partner directs a testamentary transfer of his or her interest as a General Partner permitted by Section 11.01 then the transferee shall become a General Partner upon acceptance and adoption of the terms and provisions of this Agreement, as amended."

"10.02 In the event that a General Partner ceases to be a General Partner of the Partnership pursuant to the provisions of Section 10.01 above and has not directed a testamentary transfer permitted by Section 11.01, then: (a) such General Partner's general partnership interest shall automatically become a limited partnership interest; (b) the estate of such general partner shall automatically become a Substituted Limited Partner and shall be deemed to have agreed to the provisions of Section 11.03 hereof; and (c) the remaining General Partner, if any, shall be permitted to carry on the business of the Partnership."

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Section 11.01 of Article XI of the Agreement and Certificate is hereby revoked in its entirety and the following substituted in lieu thereof:

"11.01 Anything in Sections 2.03 and 2.04 to the contrary notwithstanding, no General Partner (including a Managing General Partner) shall assign, mortgage, pledge, transfer or sell his or her interest as a General Partner in the Partnership except to another General Partner or to any direct descendant of F. James Hodges, Jr. and Sheila H. Hodges. No such transfer shall be effected unless the new General Partner accepts

FJH
SHH

and adopts all of the terms and provisions of this Agreement as the same may be amended."

Article XIII of the Agreement and Certificate is hereby revoked in its entirety and the following substituted in lieu thereof:

"13.01 If F. James Hodges, Jr. shall become unable or unwilling to act as Managing General Partner, then all General Partners living and competent shall become Managing General Partners."

"13.02 A Managing General Partner shall cease to serve in such capacity upon (1) the filing with the remaining General Partner(s) of a certificate by an attending physician that such Managing General Partner is no longer able to make decisions concerning the Partnership (the determination as to whether the certifying physician is an attending physician of such Managing General Partner to be made solely by the remaining General Partner(s), (2) the appointment of a guardian or conservator of the estate of such Managing General Partner or (3) the entry of an order by a court of competent jurisdiction adjudicating him or her incompetent to manage his or her person or estate."

"13.03 If a Managing General Partner ceases to serve in such capacity, such Managing General Partner, subject to Article X, shall become a General Partner."

FJM
SAB



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

