

49187

THIRD AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT  
AND CERTIFICATE OF LIMITED PARTNERSHIP OF  
SCHS ASSOCIATES

SECOND AMENDMENT TO THE AMENDED AND RESTATED AGREEMENT AND  
CERTIFICATE OF LIMITED PARTNERSHIP made as of the 30<sup>th</sup> day of August, 1984.

WHEREAS, a limited partnership in the name of PR Associates was formed as a Rhode Island limited partnership pursuant to an Agreement and Certificate of Limited Partnership filed in the office of the Secretary of State of Rhode Island (the "Secretary") on November 8, 1982; and

WHEREAS, the First Amendment to the Agreement and Certificate of Limited Partnership of PR Associates was filed in the office of the Secretary on September 13, 1983, pursuant to which the name of the Partnership was changed from PR Associates to SCHS Associates (the "Partnership"); and

WHEREAS, the Partnership caused an Amended and Restated Agreement and Certificate of Limited Partnership of SCHS Associates to be filed in the office of the Secretary on October 31, 1983 (the "Agreement and Certificate"); and

WHEREAS, the Partnership caused a First Amendment to the Agreement and Certificate to be filed in the office of the Secretary on November 30, 1983 to reflect the admission of certain persons as Limited Partners; and

WHEREAS, the Partnership caused a Second Amendment to the Agreement and Certificate to be filed in the Office of the Secretary on December 31, 1983 to reflect the admission of a certain person as Limited Partner; and

WHEREAS, the parties desire to amend the Second Amendment to the Agreement and Certificate to reflect the admission of certain persons as additional Limited Partners and the resulting redistribution of certain Limited Partners' interest in the Profits and Losses in Excess Cash Receipts and in the Excess Capital Proceeds of the Partnership; and

NOW, THEREFORE, the undersigned, desiring to amend the Second Amendment to the Agreement and Certificate pursuant to the Uniform Limited Partnership Act of Rhode Island, do hereby certify as follows:

I. Schedule I to the Agreement and Certificate is hereby amended in its entirety to read as set forth as Schedule I attached hereto.

II. Except as expressly amended hereby, the Agreement and Certificate is hereby ratified, confirmed and continued in effect.

III. *ROBERT MASON*, of South Providence Revitalization Committee, a General Partner of the Partnership has executed this Third Amendment to the Agreement and Certificate of Limited Partnership as attorney-in-fact for the Limited Partners and for the other General Partners by virtue of a power of attorney contained in the Agreement of Limited Partnership of the Partnership, a copy of which is on file at the offices of O'Leary & McElroy, Ten Dorrance, Suite 505, Providence, Rhode Island 02903.

IN WITNESS WHEREOF, the undersigned have executed this Third Amendment to the Amended and Restated Agreement and Certificate of Limited Partnership as of the 3<sup>rd</sup> day of August, 1984.

SCHS ASSOCIATES

GENERAL PARTNERS:

South Providence Revitalization Committee

By: Robert Mason - Treasurer

Community Housing Services, ~~Inc.~~

~~Amended and Restated~~

By: Robert Mason - Treasurer

~~South Providence Revitalization Committee~~

Mercer Consulting Company, Inc.  
Attorney-in-Fact

By: Robert Mason - Treasurer

South Providence Revitalization Committee

LIMITED PARTNERS:

Arnold M. Raphael	Thomas M. Ahearn
Lewis G. Milhim	Rex Tidwell, Jr.
George J. Alker, Jr.	Ronald A. Andree
G.V. Nagabhushana	Irwin Roth
Dr. Wen T. Yap	Peter R. Elliott
Pierre J. Jacques	Martin Kushner
Ronald P. LeBright	Richard Ullo
Charles Gatt, Jr.	Marcia Ullo
Joseph Crotone	Pravin V. Mehta
Peter C. Satmary	Benno P. Lotz
Edward S. Morris, M.D.	Ezra E. Kleiner
Jane S. Morris	Martha Kleiner
Stuart Oster	Ardis J. McKillip
Robert A. Meyer	James B. McKillip
James A. O 'Leary	

LIMITED PARTNERS:

James D. Taylor	Edward Rosenthal
Marshall Cohen	Leo J. LeClair
Ed Leerdam	Louis Sturman
Michael Tarby	Ferd J. Spangler
Thomas J. Gamble	Johnnie R. Nabours
Bertram M. Goldstein	James Urbach
Clarence Carnot Evans, Jr., M.D.	Michael Bennett Kathy Gray
Andrew J. Genualdi	H. Ronald Miller
Norman A. Luban	Dorothy J. Jacques
Panol C. Ram, M.D.	Malini P. Mehta
Mark M. Eule	Judith A. Evans
N. Jack Dilday	Stephen Stefiuk
	Gilbert I. Noble

By:  
Attorney-in-Fact

By: Robert Mason-Treasurer

South Providence Revitalization Committee

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

On this 15<sup>th</sup> day of October, 1984, before me personally appeared Alan August in his capacity as Partner of Community Housing Services and Robert Mason as Attorney-in-Fact for South Providence Revitalization Committee, who, being by me duly sworn, did depose and say that executed the foregoing instrument, and they executed the same as their free act and deed and the free act and deed of Community Housing Services and South Providence Revitalization Committee, respectively.

James A. O'Leary  
Notary Public

LIMITED PARTNER SIGNATURE PAGE

The undersigned, desiring to enter into the Amended and Restated Agreement and Certificate of Limited Partnership of SCHS Associates, a Rhode Island limited partnership (the "Partnership") in the form attached as an Exhibit to the Partnership's Confidential Offering Memorandum dated September 1, 1983, hereby agrees to all of the terms and provisions thereof. The undersigned hereby constitutes and appoints each of William Bantz, Alan August, Murray Walter, H. Davis Burritt, Richard Almonte, Robert Mason and each of the General Partners of the Partnership, and each of their successors, individually, his true and lawful attorneys-in-fact, with all the powers and authorities as set forth in said Amended and Restated Agreement and Certificate of Limited Partnership, including, without limitation, in his name, place and stead to make, execute, sign, acknowledge, swear to, deliver and file an Amended and Restated Agreement and Certificate of Limited Partnership. The undersigned hereby joins and executes said Amended and Restated Agreement and Certificate of Limited Partnership and hereby authorizes this Signature Page to be attached thereto. The power of attorney hereby granted shall be deemed to be coupled with an interest, shall be irrevocable and shall survive the death of the undersigned.

WITNESS, the execution hereof by the undersigned, as a Limited Partner of SCHS Associates, and individually.

Dated: 7-13, 1984

Signature Gilbert I. Noble

Signature of co-Limited Partner, if any

Gilbert I. Noble  
Name of Limited Partner (Please Print)

Name of co-Limited Partner, if any

4856 Days Creek Boulevard  
Residence

Residence of co-Limited Partner, if any

Memphis, TN 38116  
City State Zip

City State Zip

STATE OF Tennessee  
COUNTY OF Shelby ) ss.:

On this 13<sup>th</sup> day of July, 1983, before me personally appeared GILBERT I. NOBLE who, being by me duly sworn, did depose and say that he is the person who executed the foregoing instrument, that he executed the same as his free act and deed.

Shirley G. Betts  
Notary Public  
1-19-84

LIMITED PARTNER SIGNATURE PAGE

The undersigned, desiring to enter into the Amended and Restated Agreement and Certificate of Limited Partnership of SCHS Associates, a Rhode Island limited partnership (the "Partnership") in the form attached as an Exhibit to the Partnership's Confidential Offering Memorandum dated September 1, 1983, hereby agrees to all of the terms and provisions thereof. The undersigned hereby constitutes and appoints each of William Bantz, Alan August, Murray Walter, H. Davis Burritt, Richard Almonte, Robert Mason and each of the General Partners of the Partnership, and each of their successors, individually, his true and lawful attorneys-in-fact, with all the powers and authorities as set forth in said Amended and Restated Agreement and Certificate of Limited Partnership, including, without limitation, in his name, place and stead to make, execute, sign, acknowledge, swear to, deliver and file an Amended and Restated Agreement and Certificate of Limited Partnership. The undersigned hereby joins and executes said Amended and Restated Agreement and Certificate of Limited Partnership and hereby authorizes this Signature Page to be attached thereto. The power of attorney hereby granted shall be deemed to be coupled with an interest, shall be irrevocable and shall survive the death of the undersigned.

WITNESS, the execution hereof by the undersigned, as a Limited Partner of SCHS Associates, and individually.

Dated: 5-17, 1984

Signature N. Jack Dilday Signature of co-Limited Partner, if any \_\_\_\_\_

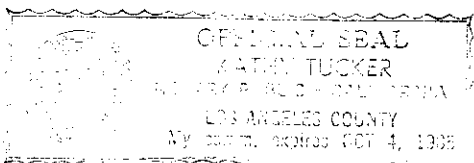
Name of Limited Partner (Please Print) N. Jack Dilday Name of co-Limited Partner, if any \_\_\_\_\_

Residence 1 Savona Walk Residence of co-Limited Partner, if any \_\_\_\_\_

City Long Beach State CA. Zip 90803 City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

STATE OF California )  
 COUNTY OF Los Angeles ) ss.:

On this 17th day of May, 1983, before me personally appeared N. JACK DILDAY who, being by me duly sworn, did depose and say that he is the person who executed the foregoing instrument, that he executed the same as his free act and deed.



Kathy Tucker  
 Notary Public

SCHEDULE 1

PARTNERS AND PARTNERSHIP INTERESTS

	<u>Original Capital Contribution</u>	<u>Partnership Interest of Profits and Losses In Excess Cash Receipts Upon the Sale of 50 Units</u>	<u>Interest In Excess Capital Proceeds Upon the Sale of 50 Units</u>
<u>General Partners:</u>			
Community Housing Services 396 N. Broadway Massapequa, NY 11758	\$10.00	.25%	10%
South Providence Revitali- zation Committee, Inc. 382 Broad Street Providence, R.I. 02905	\$10.00	.5%	20%
Mercer Consulting Company, Inc. 30019 New Loudin Road Latham Mall-Room 111 Latham, NY 12110	\$10.00	.25%	10%
<u>Original Limited Partners:</u>			
James A. O'Leary, Esq. O'Leary & McElroy Ben Dorrance Suite 505 Providence, R.I. 02903	\$10.00	.001	.001
<u>Special Limited Partner:</u>			
19 Associates 19 Third Avenue New York, NY 10022	\$10.00	.999%	.999%

PARTNERS AND PARTNERSHIP INTERESTS

<u>Investors</u>	<u>Capital Contribution</u>	<u>Partnership Interest of Profits and Losses In Excess Cash Receipts</u>	<u>Interest In Excess Capital Proceeds</u>	<u>Effective Date of Admision</u>
Arnold M. Raphael 150 E. 69th Street New York, NY 10021	\$62,000.00	1.96%	1.18%	October 31, 1983
Lewis G. Milhim 269 Newbridge Road Levittown, NY 11756	\$62,000.00	1.96%	1.18%	October 31, 1983
George J. Alker, Jr. 54 The Village Green Williamsville, NY 14221	\$62,000.00	1.96%	1.18%	October 31, 1983
G. V. Nagabhushana 12 Fairlawn Apts. #12 Hornell, NY 14843	\$62,000.00	1.96%	1.18%	October 31, 1983
Dr. Wen T. Yap 4 Devereux Drive Allegheeny, NY 14706	\$62,000.00	1.96%	1.18%	October 31, 1983
Pierre J. Jacques Dorothy J. Jacques 10 Coptor Ct. Huntington, NY 11743	\$62,000.00	1.96%	1.18%	October 31, 1983
Ronald P. LeBright 15 Page Drive Red Bank, NJ 07701	\$62,000.00	1.96%	1.18%	October 31, 1983
Charles Gatt, Jr. 783 Valley Road New Canaan, CT 06840	\$62,000.00	1.96%	1.18%	October 31, 1983



PARTNERS AND PARTNERSHIP INTERESTS

<u>Investors</u>	<u>Capital Contribution</u>	<u>Partnership Interest of Profits and Losses In Excess Cash Receipts</u>	<u>Interest In Excess Capital Proceeds</u>	<u>Effective Date of Admission</u>
Peter R. Elliott 82 Highland Ave. Greenfield, Ma. 01301	\$31,000.00	0.98%	0.59%	October 31, 1983
Martin Kushner 460 River Valley Road Atlanta, GA 30328	\$62,000.00	1.96%	1.18%	October 31, 1983
Richard Ullo Marcia Ullo 32 Sandpiper Drive Englishtown, NJ 07726	\$62,000.00	1.96%	1.18%	October 31, 1983
Pravin V. Mehta Malini P. Mehta 192 Scamridge Curve Williamsville, NY 14221	\$62,000.00	1.96%	1.18%	October 31, 1983
Benno P. Lotz 604 S. Colfax St. Warsaw, IN 46580	\$124,000.00	3.92%	2.36%	October 31, 1983
Ezra E. Kleiner Martha Kleiner 216 N. Glenroy Los Angeles, CA 90049	\$62,000.00	1.96%	1.18%	October 31, 1983
Ardis J. McKillip James B. McKillip 4705 Park Clivo Calabasas, CA 91302	\$62,000.00	1.96%	1.18%	October 31, 1983
James D. Taylor 30 Cypress Lane Winter Park, Fla. 32789	\$310,000.00	9.8%	5.9%	October 31, 1983
Marshall Cohen 5 Craigmoor Rd. W. Hartford, Ct. 06107	\$31,000.00	0.98%	0.59%	October 31, 1983

PARTNERS AND PARTNERSHIP INTERESTS

<u>Investors</u>	<u>Capital Contribution</u>	<u>Partnership Interest of Profits and Losses In Excess Cash Receipts</u>	<u>Interest In Excess Capital Proceeds</u>	<u>Effective Date of Admission</u>
Joseph Crotone 4 Donna Drive Poughkeepsie, NY 12603	\$62,000.00	1.96%	1.18%	October 31, 1983
Peter C. Satmary Rd. 5 Box 265 Middletown, NY 10940	\$62,000.00	1.96%	1.18%	October 31, 1983
Edward S. Morris, M.D. Jane S. Morris Westchester Condo Apt. 104 Bldg. B 4835 Gulf of Mexico Drive, Longboat Key Florida 33548	\$62,000.00	1.96%	1.18%	October 31, 1983
Stuart Oster 829 Park Avenue New York, NY 10028	\$62,000.00	1.96%	1.18%	October 31, 1983
Robert A. Meyer Ellisdale Road Crosswicks, NJ 08515	\$62,000.00	1.96%	1.18%	October 31, 1983
Thomas M. Ahearn 845 Burnett Road Chicopee, Mass. 01020	\$62,000.00	1.96%	1.18%	October 31, 1983
Rex Tidwell, Jr. 5635 Del Monte Houston, TX 77056	\$62,000.00	1.96%	1.18%	October 31, 1983
Ronald A. Andree 415 W. 55 Street New York, NY 10019	\$62,000.00	1.96%	1.18%	October 31, 1983

PARTNERS AND PARTNERSHIP INTERESTS

<u>Investors</u>	<u>Capital Contribution</u>	<u>Partnership Interest of Profits and Losses In Excess Cash Receipts</u>	<u>Interest In Excess Capital Proceeds</u>	<u>Effective Date of Admission</u>
EC Beerdam 1327 Alberta Drive Winter Park, Fla. 32789	\$62,000.00	1.96%	1.18%	October 31, 1983
Michael Tarby Bagley Rd. Southbury, Ct. 06488	\$62,000.00	1.96%	1.18%	October 31, 1983
Thomas J. Gamble 1429 E. Mountain Drive Santa Barbara, CA 91405	\$62,000.00	1.96%	1.18%	October 31, 1983
Bertram M. Goldstein 3407 Overbrook Road Pikesville, MD 21208	\$62,000.00	1.96%	1.18%	October 31, 1983
Clarence Carnot Evans, Jr., M.D. Judith A. Evans 429 G. St., S.W. Washington, DC 20024	\$62,000.00	1.96%	1.18%	October 31, 1983
Andrew J. Genualdi 70 Rotary Drive Summit, NJ 07901	\$62,000.00	1.96%	1.18%	October 31, 1983
Norman A. Luban 4101 Leland St. Chevy Chase, Md. 20814	\$62,000.00	1.96%	1.18%	October 31, 1983
Panorl C. Ram, M.D. 5901 Mt. Eagle Dr. #104 Alexandria, VA 22303	\$62,000.00	1.96%	1.18%	October 31, 1983
Mark M. Eule Lake Shore Dr. RD.#3 Auburn, Maine 04210	\$62,000.00	1.96%	1.18%	October 31, 1983

PARTNERS AND PARTNERSHIP INTERESTS

<u>Investors</u>	<u>Capital Contribution</u>	<u>Partnership Interest of Profits and Losses In Excess Cash Receipts</u>	<u>Interest In Excess Capital Proceeds</u>	<u>Effective Date of Admission</u>
Edward Rosenthal 10 Downing Drive White Plains, NY 10607	\$124,000.00	3.92%	2.36%	October 31, 1983
Leo J. LeClair 1844 N.W. 82 Ave. Coral Springs, Fla. 33065	\$62,000.00	1.96%	1.18%	October 31, 1983
Louis Sturman 342 Cinnamon Dr. Memphis, TN 38104	\$62,000.00	1.96%	1.18%	October 31, 1983
Ferd J. Spangler 1497 Court Avenue Memphis, TN 38104	\$			October 31, 1983
Johnnie R. Nabours 1525 Shasta Sulphur, LA 70663	\$124,000.00	3.92%	2.36%	October 31, 1983
James Urbach 628 River Park Circle Longwood, Fla. 32750	\$62,000.00	1.96%	1.18%	October 31, 1983
Michael Bennett 4439 Country Club Lane Long Beach, CA 90807	\$41,550.00	.98%	.59%	October 31, 1983
Kathy Gray 820 West End Ave. #11F New York, NY 10025	\$31,000.00	0.98%	0.59%	October 31, 1983
H. Ronald Miller 3880 Valley Green Dr. Marietta, GA 30067	\$31,000.00	0.98%	0.59%	October 31, 1983

PARTNERS AND PARTNERSHIP INTERESTS

<u>Investors</u>	<u>Capital Contribution</u>	<u>Partnership Interest of Profits and Losses In Excess Cash Receipts</u>	<u>Interest In Excess Capital Proceeds</u>	<u>Effective Date of Admission</u>
Stephen Stefiuk 835 Knollwood Terrace Westfield, NJ 07090	\$62,000.00	1.96%	1.18%	November 30, 1983
Irwin Roth 33 Oxford Road Scarsdale, N.Y. 10583	\$62,000.00	1.96%	1.18%	October 31, 1983
Gilbert I. Noble Days Creek Blvd. Memphis, TN.				
N. Jack Dilday 1 Savona Walk Long Beach, CA 90803	\$20,450.00	.98%	.59%	May 30, 1984

1984/08/13

*[Signature]*  
OCT 15 1984

RECEIVED  
AUG 13 1984  
Ans'd.....