

Filing Fee: \$100.00

ID Number: 136069



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
NOV 20 2 07 PM '03

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

Southwinds Preservation Associates Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

9 Mark Fore Drive, West Warwick, Rhode Island 02893

3. The name and address of the specified agent for service of process is James A. O'Leary, Esq.

(Name of Agent)

9 Mark Fore Drive

West Warwick

Ri 02893

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

POAH Southwinds Apartments, LLC

Suite 650

40 Court Street

Boston, Massachusetts 02108

5. The mailing address for the limited partnership is Suite 650—40 Court Street

(Street Address)

Boston

Massachusetts

02108

(City/Town)

(State)

(Zip Code)

FILED

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By KMC

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6. Any other matters the partners determine to include herein:

Any provisions that may be contained in a Limited Partnership Agreement for Southwinds

Preservation Associates Limited Partnership.

(If additional space is required, please list on separate attachment.)

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

Date: November 20, 2003

~~By~~ POAH Southwinds Apartments, LLC

By *James A. O'Leary*
James A. O'Leary

By _____

By _____

By _____

Signature(s) of all general partners named herein