

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

---

CERTIFICATE

(LIMITED PARTNERSHIP)

KNOW ALL MEN BY THESE PRESENTS, that we, JOSEPH A. ZWETCHKENBAUM, PETER BLIEDEN, HOWARD BLIEDEN, BARBARA Z. POPLACK, SUSAN Z. LEVY, JOSEPHINE K. LEVYE, LORRAINE KAPLAN, LORRAINE KAPLAN AS CUSTODIAN FOR RHONDA KAPLAN AND DONNA KAPLAN, and SANDRA KAPLAN, desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13 of the General Laws of the State of Rhode Island, do solemnly swear that:

FIRST: The name of the partnership shall be WARNEW ASSOCIATES.

SECOND: The character of business conducted by the partnership shall be to acquire for investment purposes certain real estate located in Warwick, Rhode Island, on or near Warwick Avenue, and to hold, own, improve, operate, manage, service, lease, mortgage and encumber the same and otherwise deal with the same as owner thereof, and to acquire additional real and personal property to the extent necessary and appropriate to carry out the foregoing purposes. Further to hold and invest other property,

real and personal, tangible and intangible, all as set forth on Exhibit A attached hereto and incorporated herein by reference.

THIRD: The principal place of business of the partnership shall be located at 811 Industrial Bank Building, Providence, Rhode Island, 02903.

FOURTH:

GENERAL PARTNERS

RESIDENCE

Joseph A. Zwetchkenbaum

220 Lorimer Ave.,  
Providence, Rhode Island

Peter Blieden

10 Mashuena Drive  
Warwick, Rhode Island

LIMITED PARTNERS

RESIDENCE

Joseph A. Zwetchkenbaum

220 Lorimer Ave.  
Providence, Rhode Island

Milton H. Blieden

10 Mashuena Drive  
Warwick, Rhode Island

Peter Blieden

10 Mashuena Drive  
Warwick, Rhode Island

Howard Blieden

10 Mashuena Drive  
Warwick, Rhode Island

Barbara Z. Poplack

27 Whitney Road  
Newtonville, Massachusetts

Susan Z. Levy

765 Vase Ave.  
Orange, New Jersey

Josephine K. Levye

435 Rochambeau Ave.  
Providence, Rhode Island

LIMITED PARTNERS

RESIDENCE

Lorraine Kaplan	176 Cole Avenue Providence, Rhode Island
Lorraine Kaplan, Custodian for Rhonda Kaplan and Donna Kaplan	176 Cole Avenue Providence, Rhode Island
Sandra Kaplan	176 Cole Avenue Providence, Rhode Island

are the names and places of residence of all members of the partnership, both general and limited, as respectively designated.

FIFTH: The term of existence of the partnership shall be from the date of the filing for record of this Certificate in the Office of the Secretary of State of the State of Rhode Island until June 1, 2001 or the sooner termination thereof upon the sale or other disposition of the partnership property, the retirement, death, bankruptcy or insanity of a general partner and the failure of a majority in interest of the limited partners, prior to the retirement or within ninety (90) days after such death, bankruptcy or insanity, to elect to continue the business of the partnership and to select a substitute general partner from among the limited partner; the determination of the general partners to dissolve and terminate the partnership; or any event which, as a matter of law, would result in the dissolution or termination of the partnership.

SIXTH: The items listed on Schedule A attached hereto shall be the contribution of each limited partner. The percentage interests on said Schedule B refer to each limited partner's undivided interest in the real and personal property described in Exhibit A.

SEVENTH: There is no agreement for the contribution of additional capital contributions by any of the partners.

EIGHTH: The contribution of each limited partner shall be returned, to the extent that funds are available for such purpose after payment of all debts of the partnership, upon the termination and liquidation of the partnership. The limited partners shall also be entitled to receive a pro rata share of any net excess insurance proceeds and any net proceeds of mortgage refinancing, partial condemnation, sales of easements, rights of way or similar interests in the property of the partnership, sale of the partnership property or any interests therein, and other similar items which in accordance with generally accepted accounting practice are attributable to capital, which are deemed available by the general partners for distribution.

NINTH: Each limited partner shall, by reason of his contribution, receive a share of the net income of the partnership, to the extent that the same is deemed available for distribution by the general partners, in proportion to the amount of his initial contribution to the capital of the partnership.

TENTH: A limited partner shall not have the right to substitute an assignee as contributor in his place except that a limited partner may assign all or any part of his interest (i) to any other partner who is such at the date of such assignment, (ii) to his spouse, or to a descendant or parent, a brother or sister or a nephew or niece of such limited partner, or to descendants of any of them, (iii) to a trust for the lifetime benefit of any one or more of the foregoing (iv) to any recognized charitable or eleemosynary institution or organization, or (v) to any other person with the consent of the general partner. Any such permitted assignee shall apply for admission to the partnership and shall be admitted as such, provided, however, that no minor or incompetent, and no organization prohibited by law from being a limited partner, shall be so admitted. If the entire interest of a deceased limited partner shall pass by bequest or distribution to one or more individuals, trustees or charities to whom or to which such deceased limited partner could while alive have assigned any part of his interest, as above provided, such transferee shall apply for admission to the partnership as a limited partner and, upon such application, shall be admitted as such in place of the deceased limited partner. In the event of the insanity of a limited partner, the legal representative of the insane limited partner may also, upon application, be admitted as a limited partner in the place of the insane limited partner. If the interest of a limited partner is transferred to a trust for

the lifetime benefit of any one or more of the persons to whom a limited partner could have assigned any part of his interest as above provided, then upon the termination of such trust, such interest may be transferred to any person or trust to whom or which the settlor of the trust or the deceased limited partner under whose will the trust was created could have assigned his interest.

ELEVENTH: The partners shall not have the right to admit additional limited partners except as provided in paragraph TENTH hereof.

TWELFTH: No limited partner shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income.

THIRTEENTH: Upon the retirement, death, bankruptcy or insanity of a general partner, a majority in interest of the limited partners may, within ninety (90) days after the date of such death, bankruptcy or insanity, or prior to the date of such retirement, elect to continue the business of the partnership and select from among the limited partners (with the consent of the limited partner so selected) one limited partner as a substitute general partner of the partnership.

FOURTEENTH: No limited partner shall have the right to demand and receive property other than cash in return for his contribution.


IN TESTIMONY WHEREOF, we have hereunto set our hands  
and stated our residences this 21<sup>st</sup> day of June, 1971.

NAME

RESIDENCE

  
Joseph A. Zwetchkenbaum

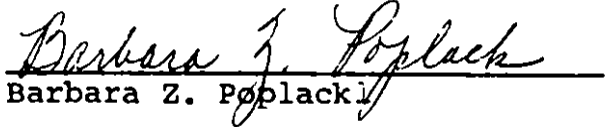
220 Lorimer Avenue  
Providence, Rhode Island

  
Peter Blieden


10 Mashuena Drive  
Warwick, Rhode Island

  
Howard Blieden

10 Mashuena Drive  
Warwick, Rhode Island

  
Barbara Z. Poplack


27 Whitney Road  
Newtonville, Massachusetts

  
Susan Z. Levy

3 Trombley Drive  
Livingston, New Jersey

  
Josephine K. Levy

435 Rochambeau Avenue  
Providence, Rhode Island

  
Lorraine Kaplan

176 Cole Avenue  
Providence, Rhode Island

Sandra Kaplan  
Sandra Kaplan

176 Cole Avenue  
Providence, Rhode Island

Lorraine Kaplan  
Lorraine Kaplan, Custodian for  
Donna Kaplan, a minor, and  
Rhonda Kaplan, a minor

176 Cole Avenue  
Providence, Rhode Island

STATE OF RHODE ISLAND                    )  
  )     In the City of Providence  
COUNTY OF PROVIDENCE                 )

in said County, this 16<sup>th</sup> day of June, 1971, before me personally appeared Joseph A. Zwetchkenbaum, to me known and known by me to be the party executing the foregoing instrument, and he made oath that the statements set forth in the foregoing instrument are true and acknowledged said instrument by him executed to be his free act and deed.

Alvin T. Quirk  
Notary Public

STATE OF RHODE ISLAND                    )  
  )     In the City of Providence  
COUNTY OF PROVIDENCE                 )

In said County, this 12<sup>th</sup> day of June, 1971, then personally appeared before me, Peter Blieden, to me known and known by me to be the party executing the foregoing instrument, and he made oath that the statements set forth in the foregoing instrument are true and acknowledged said instrument by him executed to be his free act and deed.

Alvin T. Quirk  
Notary Public



STATE OF RHODE ISLAND )  
 ) In the City of Providence  
COUNTY OF PROVIDENCE )

in said County, this 16th day of June, 1971, then personally appeared before me Lorraine Kaplan, Custodian for Donna Kaplan and Rhonda Kaplan, to me known and known by me to be the party executing the foregoing instrument, and she made oath that the statements set forth in the foregoing instrument are true and acknowledged said instrument by him executed to be his free act and deed.

Al T. Oswald  
Notary Public

STATE OF Rhode Island ) City  
 ) In the ~~Town~~ of Providence  
COUNTY OF Providence )

in said County, this 17th day of June, 1971, then personally appeared before me, Barbara Z. Poplack, to me known and known by me to be the party executing the foregoing instrment, and she made oath that the statements set forth in the foregoing instrument are true and acknowledged said instrument by her executed to be her free act and deed.

Al T. Oswald  
Notary Public

STATE OF Rhode Island ) City  
 ) In the of Providence  
COUNTY OF Providence ) ~~Town~~

in said County, this 17th day of June, 1971, then personally appeared before me, Susan Z. Levy, to me known and known by me to be the party executing the foregoing instrument, and she made oath that the statements set forth in the foregoing instrument are true and acknowledged said instrument by her executed to be his free act and deed.

Al T. Oswald  
Notary Public

STATE OF RHODE ISLAND )  
 ) In the City of Providence  
COUNTY OF PROVIDENCE )

in said County, this 16th day of June, 1971, then personally appeared before me, Sandra Kaplan, to me known and known by me to be

the party executing the foregoing instrument, and she made oath that the statements set forth in the foregoing instrument are true and acknowledged said instrument by her executed to be her free act and deed.

Al T. Wood.

Notary Public

SCHEDULE A

REAL ESTATE PARCEL I.

A parcel of land situated on Warwick Avenue in Warwick, Rhode Island containing 4.82 acres and more particularly described as follows:

That certain lot or parcel of land, with all the buildings and improvements thereon, situated on the easterly side of River Street, in the City of Warwick, County of Kent, in the State of Rhode Island, bounded and described as follows:

Commencing at a point in the southerly line of the premises herein described, which point is the northwesterly corner of land now or formerly of Warwick Industrial Park, Inc.; thence westerly bounded southerly by a line forming an angle in said River Street 30,32 feet to a corner; thence turning an interior angle of  $95^{\circ}14'30''$  and running northerly bounding westerly on River Street 559.52 feet to an abandoned street shown on a plat entitled, "Plan of Land in Warwick, R.I. Surveyed for Sealol, Inc. by Waterman Eng. Co. Jan. 1961 Scale 1"=80'" a copy of which plat was attached to deed from Sealol, Inc. to New England Land Company and made a part thereof; thence turning an interior angle of  $94^{\circ}26'30''$  and running westerly 6.14 feet; thence turning an interior angle of  $94^{\circ}16'00''$  and running northerly 97.79 feet; thence turning an interior angle of  $85^{\circ}44'00''$  and running easterly 11.71 feet to a spike; thence turning an exterior angle of  $134^{\circ}18'40''$  and running northeasterly 6.42 feet, to the easterly line of said abandoned street; thence continuing in the same course 110.38 feet, bounding northwesterly by land now or formerly of Pawtuxet Realty, Inc.; thence turning an interior angle of  $172^{\circ}00'00''$  and running still northeasterly bounding northwesterly by said Pawtuxet Realty Inc. land 253.05 feet to a corner; thence turning an interior angle of  $56^{\circ}45'10''$  bounding easterly on land now or formerly of Sealol, Inc. 900.605 feet to a corner; thence turning an interior angle of  $84^{\circ}45'30''$  and running westerly bounding southerly by land of said Warwick Industrial Park, Inc. 275.97 feet, more or less to the place of beginning.

EXCEPTING from the above described premises that portion conveyed for highway purposes of the City of Warwick, by deed dated May 1, 1964 from Warnew Realty Company, which said deed is recorded in the Land Evidence records of said City of Warwick, in Deed Book 347, at page 745.

This deed is subject to encumbrances and leases of record which are assumed by the Grantee and an option to purchase said real estate dated August 28, 1970, and granted by Warnew Realty Company to Zayre Ninth Realty Corp.

REAL ESTATE PARCEL II.

A parcel of land situated on Warwick Avenue in Warwick, Rhode Island, more particularly described as follows:

That certain lot or parcel of land located on the easterly side of Warwick Avenue in the City of Warwick, County of Kent, in the State of Rhode Island, laid out and designated as Lots #46, 47, 48 and 49 on that plat entitled, "The Pawtuxet River Plat in Warwick belonging to Marianna Field Surveyed and Platted by S. B. Cushing & Co. April 1873", which plat is recorded in the office of the City Clerk of the City of Warwick, in Plat Book 1 at page 47 and copy on Plat Card 36; said lots form one tract bounded westerly by Warwick Avenue, southerly by Vine Avenue, also known as Vine Street, easterly by land now or formerly of Pawtuxet Realty Inc. and northerly by Woburn Avenue.

This deed is subject to encumbrances and leases of record which are assumed by the Grantee and an option to purchase said real estate dated August 28, 1970, and granted by Warnew Realty Company to Zayre Ninth Realty Corp.

Subject to mortgage of record given by Warnew Realty Company to New England Land Company in the original principal amount of \$87,625.00 dated July 26, 1962, which mortgage is now held by the First National Bank of Boston and which mortgage is hereby assumed by the Grantee.

An undivided interest as a Limited Partner in Brockton Shopping Center Associates.

Moneys due from Zayre Corp. under Promissory Notes dated August of 1970.

Cash

Accounts Receivable

Notes Receivable from Zayre Corp.

Real Estate Taxes receivable from Tenants.

---

SCHEDULE B

WARNEW ASSOCIATES

<u>NAME OF PARTNER</u>	<u>PERCENTAGE INTEREST IN PARTNERSHIP</u>
Peter Blieden	25%
Howard Blieden	25%
Lorrain Kaplan	5%
Lorrain Kaplan, as Custodian for Donna Kaplan and Rhonda Kaplan	3.33%
Sandra Kaplan	1.67%
Joseph A. Zwetchkenbaum	10.84%
Barbara Z. Poplack	10.83%
Susan Z. Levy	10.83%
Josephine K. Leveye	7.5 %

JUN 22 1971

*JH*

JUN 22-71 SEC-OF STATE 003 00\*\*\*10.00