

OFFICE OF THE REGISTER OF DEEDS  
SOUTH CAROLINA

JAN 21 3 07 PM '81

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CERTIFICATE OF GENERAL PARTNERSHIP  
PARK HAYWOOD ASSOCIATES

This Certificate of General Partnership of Park Haywood Associates, a South Carolina general partnership, is as follows:

I.

The name of the partnership is Park Haywood Associates.

II.

This partnership is formed for the purchase of land, the construction of a multi-unit apartment dwelling thereon and all matters relating thereto, the maintenance and operation of said apartments once constructed and any such other business of a similar nature as related thereto as shall be agreed upon by the General Partners.

III.

The principal place of business shall be located in the City of Greenville, South Carolina and the principal office shall be at One Liberty Square, 165 Broadway, New York, New York, 10080.

IV.

The name and address of each General Partner is shown on the execution page hereof and incorporated herein by reference.

V.

The partnership shall continue in full force and effect until dissolved or terminated in accordance with any of the provisions of the Partnership Agreement.

VI.

The rights and powers of the Partners shall be those specifically set forth in the Partnership Agreement.

January 21, 1981

*S. Haywood*  
*Mason G. Williams*

MLH Properties Limited Partnership  
II, a New York Limited Partnership,  
One Liberty Plaza, 165 Broadway,  
New York, New York 10080

By: MLH Income Properties II  
Inc., a Delaware corporation  
Managing General Partner

By: *[Signature]*

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