

Filing and License Fee: \$230.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is 181 Bellevue Avenue Residences, Ltd.

~~—(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)—~~

2. The total number of shares which the corporation has authority to issue is:

(a) *If only one class:* Total number of shares _____

or

(b) *If more than one class:* Total number of shares of each class Voting - 100, Non-Voting 9,900

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

SEE EXHIBIT A ATTACHED

3. The address of the initial registered office of the corporation is 155 South Main Street

(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is Ralph M. Kinder, Esq.
(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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EXHIBIT A

2 (b) Statement of classes and number of shares issued, including voting rights: The aggregate number of shares which the Corporation shall have authority to issue is 10,000, consisting of 100 Class A voting common shares without par value and 9,900 Class B non-voting common shares without par value. Each class of shares shall be identical in all respects, except that the Class B non-voting shares shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to shareholders for their vote or approval, except only as the laws of this state require that voting rights be granted to such non-voting shares.

EXHIBIT B

6. Provisions dealing with the preemptive rights of shareholders pursuant to 7-1.2-613 of the General Laws, 1956, as amended: Unless otherwise set forth in a shareholders' agreement between all shareholders of the Corporation, no holder of any shares of Common stock of this Corporation shall transfer any such stock without first offering this Corporation the opportunity to purchase said shares at the lowest price at which he is willing to dispose of the same. Said offer shall be in writing and shall include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his shares if his said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the Corporation (or in case the stockholder making such offer by the Secretary, then to the President) and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the Board of Directors, or if no Board of Directors, then of the stockholders of the Corporation, to be held within twenty (20) days after the receipt of said offer for the purpose of taking action with respect to the same. This Corporation, through its Board of Directors, or if no Board of Directors, then its stockholders eligible to vote, shall have ten (10) days after the time fixed for the holding of such special meeting of the Board of Directors, or if no Board of Directors, then of the stockholders eligible to vote, to accept or reject said offer, and until action thereof shall be taken or until the expiration of said ten (10) days, whichever shall first occur, no transfer of any of said shares shall be made by the stockholder submitting the offer. If, however, the Corporation shall reject said offer, or if no action shall be taken by the Board of Directors, or if no Board of Directors, then by the stockholders, prior to the expiration of said ten (10) days, said stockholder, shall then offer said shares to the other Common stockholders of the Corporation, such offer to such stockholders to be in proportion to their respective existing Common stockholdings in the Corporation. Said stockholders shall have ten (10) days from the receipt of the written offer from the stockholder proposing to sell his shares to accept or reject said offer and to pay the purchase price of said shares to the selling stockholder. If any one or more of said stockholders shall not elect to purchase his or her proportionate part of the shares contained in said offer, then the remaining Common stockholders shall have the right to purchase said shares in proportion to their respective individual Common shareholdings in the Corporation, with the end in view that no transfer of any shares of the Common stock of this Corporation shall be made to any person who is not a Common stockholder, unless either the Corporation itself or the Common stockholders shall have the opportunity to purchase the shares which it is desired to sell. If neither the Corporation or the stockholders shall purchase said shares, then the stockholder who intends to transfer his shares may transfer said shares to any person within three (3) months after the rejection to sell said shares to the Corporation or the other stockholders as the case may be. No future offer to transfer said shares shall be made by any such stockholder without again complying with the provisions hereof. All transfers of the Common stock of this Corporation (except transfers upon the death of a stockholder from his estate to his next of kin or to the legatee or legatees named in his will or transfers by a gift inter vivos to any member of the stockholder's family) are intended to be included in the prohibitions of this paragraph, including but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The Corporation by resolution of its Board of Directors, or if no Board of Directors, then of the stockholders eligible to

vote, adopted at a meeting of such Directors, or if no Directors, then of the stockholders, duly held for that purpose may waive the provision hereof with respect to any particular transfer.

**181 BELLEVUE AVENUE ASSOCIATES, LLC
C/O BLISS PROPERTIES, INC.
245 WATERMAN STREET
PROVIDENCE, RI 02906**

October 31, 2007

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

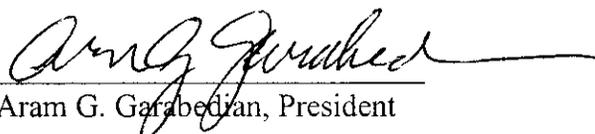
Dear Sir/Madam:

This is to advise you that the undersigned entity hereby authorizes and consents to use of the 181 Bellevue Avenue name as part of 181 Bellevue Avenue Residences, Ltd.

If there is anything further I can provide you, please do not hesitate to contact Ralph M. Kinder, Esq., Armstrong, Gibbons & Gnys, LLP at (401) 751-1500, ext. 24.

Very truly yours,

181 BELLEVUE AVENUE
ASSOCIATES, LLC
by its manager
BLISS PROPERTIES, INC.

By: 
Aram G. Garabedian, President



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

