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83926



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 DISSOLUTION

FILED

FEB 11 2009

By AMF

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Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is S. PARETT CONSTRUCTION INC
2. The dissolution was approved by (check one):
☒ consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.

or

☐ by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.
3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

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CORPORATIONS DIVISION
FEB 11 2009

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12-8-08

Steven P. Paret

Signature of Authorized Officer of the Corporation

STEVEN P. PARETT

Type or Print Name of Authorized Officer

S. Parfitt Construction, Inc.

Unanimous Consent of Shareholders

The undersigned, constituting all of the shareholders of S. Parfitt Construction Inc, a Rhode Island corporation (the "Corporation"), hereby consent to the adoption of the following vote for and on behalf of the Corporation:

Voted: That the Corporation be completely liquidated and subsequently dissolved under the law of the State of Rhode Island, pursuant to the Plan of Liquidation attached hereto as Exhibit A; and that said Plan of Liquidation be, and hereby is, approved and adopted; and the appropriate officers of his Corporation acting singly be, and hereby are, authorized or required to effect such liquidation and dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned have caused this Consent to be executed this 8th day of December, 2008.

A handwritten signature in black ink, appearing to read "Steven P. Parfitt", is written over a horizontal line.

Steven P. Parfitt, President

EXHIBIT A

PLAN OF LIQUIDATION OF

S. Parfitt Construction, Inc.

This Plan of Liquidation is for the purpose of effecting the complete liquidation and dissolution of S. Parfitt Construction Inc, a Rhode Island corporation (the "Corporation"), in accordance with Section 337 of the Internal Revenue Code of 1954, as amended, in the following manner:

1. This Plan shall be submitted for approval to the shareholders of the Corporation, and shall be effective upon its adoption by the shareholders of the Corporation.

2. Upon approval of this Plan as aforesaid, the Corporation after payment of or provision for payment of all liabilities of the Corporation, shall distribute to said shareholders, from time to time, in complete cancellation and redemption of their stock, all of the property and assets of the Corporation. Such distribution shall be made as soon as practicable, but in no event later than December 8, 2008.

3. From and after the date of the transfers referred to in paragraph 2, the Corporation shall not engage in any business activity. The directors and officers then in office shall continue in office solely for the purpose of winding up the business and affairs of the Corporation.

4. Upon the adoption of this Plan in accordance with paragraph 1, the officers of the Corporation shall execute and file such forms as may be necessary with the Internal Revenue Service. Following the transfer referred to in paragraph 2, the officers of the Corporation shall execute and file final tax returns for the Corporation, Treasury Department Forms 1096 and 1099L and all other federal, state or local returns, documents and information required to be filed.

5. Following the liquidation of the Corporation in accordance with this Plan, the Corporation shall be dissolved in accordance with applicable law of the State of Rhode Island.

6. The directors and officers of the Corporation in order to carry out and consummate this Plan, shall have the power to adopt all resolutions, execute all documents, file all papers and take all other action they deem necessary or desirable in connection with all of the foregoing.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

83926

February 2, 2009

TO WHOM IT MAY CONCERN:

Re: S. PARFITT CONSTRUCTION INC

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

DISSOLUTION

Very truly yours,

David M. Sullivan
Tax Administrator

Charles J. Larocque
Chief Revenue Agent
Corporations



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. RALPH MOLLIS

Secretary of State

