

License Fee: \$15.00 minimum (§7-1.1-124)

131133



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

APR 08 2003

BUSINESS CORPORATION

By DA 455 APPLICATION FOR CERTIFICATE OF AUTHORITY  
316574 (To Be Filed In Duplicate Original)

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Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Foresight Enterprises Corp.
2. It is incorporated under the laws of Massachusetts
3. The name, if different, which it elects to use in Rhode Island is:
  - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  
\_\_\_\_\_
  - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:  
\_\_\_\_\_
4. The date of its incorporation is 3/15/93 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 15 Mann St. Bellingham, Ma. 02019
6. The address of its proposed registered office in Rhode Island is 399 South Main St.  
(Street Address, not P.O. Box)  
Woonsocket, RI 02895 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is Brian Tanny  
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
To engage in, conduct, maintain and carry on the business of real estate  
aquisition, development, sale and leasing and in connection therewith  
to act as builder and contractor and to enter into, perform and carry  
out contracts for the construction, alteration, repair and improving  
of all kinds of buildings and structures and to do any and all things  
8. The names and respective addresses of the directors and officers are: necessary for or incidental to accomplish the foregoing.

	Name	Address
Director	_____	_____
Director	_____	_____
President	<u>Roger M. Gagnon</u>	<u>105 Freeman St. Bellingham, Ma. 02019</u>
Vice President	<u>Jeffrey M. Gagnon</u>	<u>11 Acorn St. Bellingham, Ma. 02019</u>
Treasurer	<u>Roger M. Gagnon</u>	<u>105 Freeman St. Bellingham, Ma. 02019</u>
Secretary	<u>Jeffrey M. Gagnon</u>	<u>11 Acorn St. Bellingham, Ma. 02019</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares; shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>15,000</u>	<u>common</u>		<u>without par value</u>

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>400</u>	<u>common</u>		<u>without par value</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is  
\$ 300,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is  
\$ 150,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 50 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is  
\$ 2,500,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,500,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 60 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: April 2, 2003

Foresight Enterprises Corp.

Print Exact Name of Corporation Making Application

By Jeffrey M. Gagnon  
☐ President or ☒ Vice President (check one)

By Jeffrey M. Gagnon AND  
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Massachusetts  
COUNTY OF Worcester

In Bellingham, Ma, on this 4 day of April, 2003, personally appeared before me Jeffrey M. Gagnon V.P. & Secretary who, being by me first duly sworn, declared that he/she is the Vice President & Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Donna E. Johnson  
Notary Public

My Commission Expires: 04-10-08

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL JOSEPH CONNOLLY, Secretary  
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

### ARTICLE I

The name of the corporation is:

FORESIGHT ENTERPRISES COMP.

### ARTICLE II

The purpose of the corporation is to engage in the following business activities:

- a) To engage in, conduct, maintain and carry on the business of real estate acquisition, development, sale and leasing and in connection therewith to act as builder and contractor and to enter into, perform and carry out contracts for the construction, alteration, repair and improving of all kinds of buildings and structures and to do any and all things necessary for or incidental to accomplishing the foregoing.
- b) In general to carry on any or all of the business of the corporation as principal, agent or contractor, and to carry on any other business incidental to and in connection with the foregoing and to have and exercise all the powers conferred by the laws of the Commonwealth of Massachusetts upon corporations formed under the General Laws thereof and to do any and all the things hereinbefore set forth to the same extent as natural persons might do.

93-074005

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P  
M  
R.A.



P.C.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

### ARTICLE III

The type and class of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

#### WITHOUT PAR VALUE STOCKS

TYPE	NUMBER OF SHARES
COMMON:	15,000
PREFERRED:	

#### WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:		
PREFERRED:		

### ARTICLE IV

If more than one type, class or series is authorized, a description of each with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each type and class thereof and any series now established. N/A

### ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

See Attached 5A

### ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (If there are no provisions state "None".)

See Attached 6A

None The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

**RESTRICTIONS IMPOSED UPON THE TRANSFER OF SHARES OF STOCK**

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors in the manner following:

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter, by notice in writing, either accept the offer or counteroffer and name a second arbitrator, both Stockholder and Director shall then name a third arbitrator. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

#### **SCHEDULE 6A**

**The Corporation may be a partner in any business enterprise which it would have power to conduct by itself.**

**Each director or officer, present or former, of the Corporation or of any other corporation a majority of the stock which is owned by the Corporation, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit, or proceeding in which he or she may be involved by reason of being or having been such director or officer, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailing costs of litigation. The Corporation shall not, however, indemnify any such director or officer with respect to matters as to which any director or officer shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation, or in respect of any matter on which any settlement or compromise is effected if the total expenses, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law. In determining the reasonableness of any settlement, the judgment of the Board of Directors shall be final.**

**No contract or other transaction between this Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is or are interested in, or is a member, stockholder, director, or officer, or are members, stockholders, directors, or officers of such firm or corporation; and any director or officer or officers individually or jointly, may be party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act, or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this Corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm association or corporation, and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation with which he or she might be otherwise interested.**

**No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that, to the extent provided by applicable law, (i)**

for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 61 or 62 or successor provisions of the Massachusetts Business Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

## ARTICLE VIII

a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable) 15 Mann Street, Bellingham, MA

b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President	Elizabeth A. Gagnon	15 Mann St., Bellingham, MA	
Vice-President	Roger M. Gagnon	105 Freeman St., Bellingham, MA	
Treasurer	Jeffrey M. Gagnon	15 Mann St., Bellingham, MA	
Clerk	Sharon L. Ladieu	15 Mann St., Bellingham, MA	
Directors	Elizabeth A. Gagnon Roger M. Gagnon Jeffrey M. Gagnon Sharon L. Ladieu		

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

## ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s)

this day of

19

  
John D. Powers, Esquire

CHARNOLD, CHARNOLD & POWERS

409 Fortune Boulevard  
Milton, MA 01757

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the state of the person signing on behalf of said corporation and the title in the books or other authority by which such action is taken.



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CLERK OF THE COMMONWEALTH

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 156B, SECTION 12

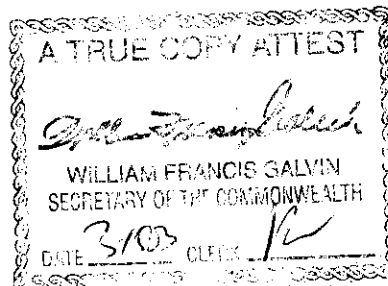
I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200 having been paid, said articles are deemed to have been filed with me this 15TH 15 93 day of MARCH

Effective date

*Michael Joseph Connolly*

MICHAEL JOSEPH CONNOLLY  
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.



PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Greenwald, Greenwald & Powers  
409 Fortune Boulevard  
Milford, MA 01757  
Telephone: (508) 478-8611

403

## Certificate of authority

CORP ID# \_\_\_\_\_

CORP NAM Foresight Enterprises Corp.

CONTACT \_\_\_\_\_ Phone \_\_\_\_\_

ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_ STATE \_\_\_\_\_ ZIP \_\_\_\_\_

Total number of authorized shares currently of \_\_\_\_\_ 15,000

record:  
Current Asset Assessment 0.589285714286

Adjusted Authorized 8,839

LICENSE FEE \$88.39

FILING FEE \$150.00

TOTAL FEE \$238.39

11(a) \$300,000.00

Estimate of all property wherever located

11(b) \$150,000.00

Estimate of all property within R.I.

12(a) \$2,500,000.00

Gross amount of business wherever located

12(b) \$1,500,000.00

Gross amount of business in R.I.

Comment \_\_\_\_\_

Calculate

Preview Report

Close Form

All totals are "estimates". "Property" is defined as an item (owned by the corporation) that can be appraised for value or an estimate of all tangible assets.