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ID Number: 30306



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is Roger Williams Park Mausoleum Incorporated
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
55 Pine Street, Providence, RI 02903
3. The address of the NEW registered office is:
No Change
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Joseph P. Ferrucci, Esq. as Receiver
5. The name of the NEW registered agent is:
W. Mark Russo, Esq. Acting Permanent Receiver
6. The address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.
7. The change was authorized by resolution duly adopted by its board of directors.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 11/11/09

Roger Williams Park Mausoleum Incorporated
Print Corporate Name

By W. Mark Russo, Esq.
Its President ☐ or Its Vice President ☐
Acting Permanent Receiver

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By JB 103829

2009 NOV 13 PM 1:00

STATE OF RHODE ISLAND
PROVIDENCE, SC

SUPERIOR COURT

R.J. Connelly, III, Alan M. Barnes and :
Daniel Pontarelli in their capacities as :
Directors of Roger Williams Park :
Mausoleum, Incorporated and not :
Individually :

Plaintiffs :

vs. :

Roger Williams Park Mausoleum, :
Incorporated :

Defendant :

P.B. No. 03-4553

2009 NOV 13 PM 1:00

ORDER APPOINTING ACTING PERMANENT RECEIVER

The above-entitled action having come before the Honorable Michael A. Silverstein *ex parte* on this 4th day of November, regarding the request for substitution of Receiver, it is hereby

ORDERED, ADJUDGED & DECREED

1. That due to the Permanent Receiver, Joseph P. Ferrucci, Esq.'s passing on November 1, 2009, W. Mark Russo, Esq. (the "Acting Permanent Receiver") is hereby appointed the Acting Permanent Receiver of Defendant until November 25, 2009;
2. That the Acting Permanent Receiver shall have all of the powers granted to Joseph P. Ferrucci, Esq. as set forth in that certain order attached hereto as Exhibit A appointing Permanent Receiver;

True Copy Attest



Office of Clerk of Superior Court
County of Providence & District
Providence, Rhode Island

Mark

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3. That the Acting Permanent Receiver is to provide notice of this Order to all counsel of record, interested parties and creditors of Defendant by November 9, 2009; and
4. That on November 25, 2009, the Acting Permanent Receiver shall be appointed the Permanent Receiver of Defendant unless any counsel of record, interested party or creditor submits an objection, or other response, to his appointment and/or request for hearing. All objections, responses and requests for hearings shall be submitted to the Court and to the Acting Permanent Receiver by November 23, 2009 and a hearing shall be scheduled forthwith before this Court.

Entered as an Order of this Court this 4th day of November, 2009.

ENTERED: _____

PER ORDER: _____

Dated: November 4, 2009

Dated: November 4, 2009

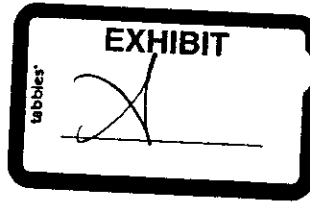


Prepared by,

W. Mark Russo, Esq.



W. Mark Russo (#3937)
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Email: mrusso@firlawri.com



STATE OF RHODE ISLAND
PROVIDENCE, SC

SUPERIOR COURT

R.J. Connelly, III, Alan M. Barnes and:
Daniel Pontarelli in their capacities as:
Directors of Roger Williams Park
Mausoleum, Incorporated and not
Individually

Plaintiffs

vs.

Roger Williams Park Mausoleum,
Incorporated

Defendant

P.B. No. 08-4553

2009 NOV 13 PM 1:08

ORDER APPOINTING PERMANENT RECEIVER

This cause came to be heard on the Petition for Appointment of Receiver for the Defendant, and it appearing that the notice provided by the Order of this Court previously entered herein has been given, and upon consideration thereof, it is hereby

ORDERED, ADJUDGED AND DECREED:

1. That Joseph P. Ferrucci, Esq. of Ferrucci Russo P.C., 55 Pine Street, Providence, Rhode Island, be and hereby is appointed Permanent Receiver (the "Receiver") of Defendant, and of all the estate, assets, effects, property and business of Defendant of every name, kind, nature and description, with all the powers conferred upon the Receiver by the Rhode Island General Laws, by this order, or otherwise, and with all powers incidental to the Receiver's said Office.

2. That said Receiver shall, no later than five (5) days from the date hereof, file herein a bond in the amount of \$10,000 with corporate surety thereon authorized to do business in the State of Rhode Island conditioned that the Receiver will well and truly perform the duties of said office.

3. That said Receiver be and hereby is authorized, empowered and directed to take possession and charge of said estate, assets, effects, property and business of the Defendant, including cash surrender value of any insurance owned by Defendant, and to preserve the same, and is hereby vested with title to the same; to collect and

SUPERIOR COURT
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JERRY S. KINCH JR., CLERK

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receive the debts, property and other assets and effects of said Defendant, including such cash surrender value, with full power to prosecute, defend, adjust and compromise all claims and suits of, by or against said Defendant and to appear, intervene or become a party in all suits, actions or proceedings relating to said estate, assets, effects and property as may in the judgment of the Receiver be necessary or desirable for the protection, maintenance and preservation of the property and assets of said Defendant.

4. That this appointment is made in succession to the appointment of Temporary Receiver heretofore made by order of this Court, and the Receiver shall take and be vested with the title to all assets, property and choses-in-action which have heretofore accrued to the Temporary Receiver with power to confirm and ratify in writing such agreements as are entered into by such Temporary Receiver and to carry out and perform the same.

5. That the Receiver is authorized, in the Receiver's discretion, to continue the business of the Defendant until further order of this Court, and to employ such persons as may be desirable for the foregoing purposes (except that the Receiver shall first obtain *ex parte* approval to hire attorneys, accountants and turn around professionals) and, in connection therewith, to use such moneys as shall come into the Receiver's hands and possession, as far as the same shall be necessary, for the above purposes and for continuing the business of said Defendant until further Order of this Court.

6. That the Receiver is authorized to incur expenses for goods and services and to purchase for cash such merchandise, supplies and materials as in the Receiver's discretion may be desirable or necessary for continuance of the business of the Defendant.

7. That said Receiver be and hereby is authorized and empowered to sell, transfer and convey said Receiver's right, title and interest and the right, title and interest of said Defendant in and to any real property or personal property, tangible or intangible, for such sum or sums of money as to said Receiver appears reasonable and proper, at private sale or sales, provided, however, that approval is first given for such sale or sales by this Court on *ex parte* application by the Receiver, or after such notice as the Court may require.

8. That the Receiver is hereby authorized and empowered to sell at public auction any or all of the assets referred to in Paragraph 7. The Receiver is also authorized to engage an auctioneer and to insert such display ads within or without the State of Rhode Island as the Receiver deems proper advertising for such sale. Such a public auction sale conducted by said Receiver in accordance with the provisions of this paragraph shall be considered and is hereby declared to be a commercially reasonable sale, and such sale shall constitute compliance with the requirements of a commercially reasonable sale as set forth in Article 9 of the Uniform Commercial Code as enacted in Rhode Island.

9. That said Receiver be, and hereby is, authorized and empowered, as soon as there are sufficient funds available, to pay all City, State and United States taxes of any kind, nature and description, including withholding taxes, as well as wages due employees, with such employees being relieved of the necessity of filing claims with the Receiver unless the amount paid or shown on the books of the Defendant is not acceptable to any employee, in which case said employee may file his/her claim in the same manner as other creditors.

10. In fulfillment of the reporting requirements set forth in Rule 66 (e) of the Superior Court Rules of Civil Procedure, the Receiver shall file with the Court the Reports referred to in said Rule, as and when the Receiver deems necessary or advisable under the circumstances, or, in any event, as and when required by Order of this Court. In addition, the Receiver shall file with the Court, on or before May 1st and October 1st of each year, a Receivership Control Calendar Report in accordance with Rhode Island Superior Court Administrative Order No. 98-7.

11. That the Receiver shall continue to discharge said Receiver's duties and trusts hereunder until further order of this Court; that the right is reserved to the Receiver and to the parties hereto to apply to this Court for any other or further instructions to said Receiver and that this Court reserves the right, upon such Notice, if any, as it shall deem proper, to make such further orders herein as may be proper, and to modify this Order from time to time.

12. All creditors or other claimants hereby are ordered to file under oath with the Receiver at 55 Pine Street, Providence, Rhode Island 02903 on or before **March 22, 2004**, a statement setting forth their claims, including, but without limiting the generality of the foregoing, the name and address of the claimant, the nature and amount of such claim, a statement of any security or lien held by the claimant to which such claimant is or claims to be entitled, and also a statement as to any preference or priority which the claimant claims to be entitled to over the claims of any other or all other claimants or creditors.

13. That the commencement, prosecution, or continuance of the prosecution, of any action, suit, arbitration proceeding, hearing, or any foreclosure, reclamation or repossession proceeding, both judicial and non-judicial, or any other proceeding, in law, or in equity or under any statute, or otherwise, against said Defendant or any of its property, in any Court, agency, tribunal, or elsewhere, or before any arbitrator, or otherwise by any creditor, stockholder, corporation, partnership or any other person, or the levy of any attachment, execution or other process upon or against any property of said Defendant, or the taking or attempting to take into possession any property in the possession of the Defendant or of which the Defendant has the right to possession, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract with Defendant, by any of such parties as aforesaid, other than the Receiver designated as aforesaid, or the termination of telephone, electric, gas or other utility service to Defendant, by any public utility, without obtaining prior approval thereof from this Honorable Court, in which connection said Receiver shall be entitled to