

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

PROFESSIONAL SERVICE CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-5.1 and 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 Millstone Engineering, P.C.

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

2. The profession to be practiced through the professional service corporation is engineering

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

(a) If only one class: Total number of shares 8,000

or

(b) If more than one class: Total number of shares of each class _____

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:

4. The address of the initial registered office of the corporation is 67 Cedar 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 Brian LaPlante, Esq.
(Name of Agent)

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

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

FILED

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By 135521

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

7. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See attached Exhibit A.

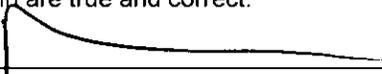
8. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Joshua W. Glass, Esq., , 67 Cedar Street, Providence, Rhode Island 02903	

9. These Articles of Incorporation 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 _____

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

Date: JANUARY 21, 2011



Joshua W. Glass, Esq.

Signature of each Incorporator

MILLSTONE ENGINEERING, P.C.
EXHIBIT A

7. Provisions for the regulation of the internal affairs of the Corporation:

- I. Except as otherwise provided by the Rhode Island Business Corporation Act, as has been or may hereafter be amended (the "Act"), any action required or permitted to be taken at a meeting of shareholders by the Act, by these Articles of Incorporation or by the By-Laws of the Corporation may be taken without a meeting upon the written consent of less than all of the shareholders entitled to vote thereon if the shareholders who so consent would be required to take such action at a meeting at which all shareholders entitled to vote thereon are present.
- II. The Board of Directors of the Corporation shall have the authority to distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the Corporation, without the affirmative vote of the shareholders of any class of the capital stock of the Corporation.
- III. (A) A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of the Director's duty as a Director, except for (i) liability for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Act, or (iv) liability for any transaction (other than transactions approved in accordance with Section 37.1 of the Act) from which the Director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of the Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent so permitted. Any repeal or modification of this provision by the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing prior to such repeal or modification.

(B) The Directors of the Corporation may include provisions in the Corporation's By-Laws, or may authorize agreements to be entered into with each Director, officer, employee or other agent of the Corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the Corporation by the foregoing paragraph, the Directors of the Corporation may include provisions in its By-Laws, or may authorize agreements to be entered into with each Indemnified Person, for the purpose of indemnifying such person in the manner and to the extent provided herein:

(i) The By-Law provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this Article, pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.

(ii) For the purposes of this Article, when used herein:

(1) "Directors" mean any or all of the directors of the Corporation or those one or more shareholders or other persons who are exercising any powers normally vesting in the board of directors;

(2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(3) "Expenses" means any expenses incurring in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and

(4) "Covered Act" means any act or omission of an Indemnified Person in the Indemnified Person's official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, including, but not limited to corporations which are subsidiaries or affiliates of the Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.

(iii) The By-Law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.

(iv) Any By-Law provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v),

below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.

(v) The By-Law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the Corporation has determined to have resulted from: (1) any breach of the Indemnified Person's duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 43 of the Act; or (4) a transaction (other than a transaction approved in accordance with Section 37.1 of the Act) from which the person seeking indemnification derived an improper personal benefit.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Department of Business Regulation
DIVISION OF DESIGN PROFESSIONALS
1511 Pontiac Avenue, Bldg. 68-2
Cranston, RI 02920
(401) 462-9530 Fax: (401) 462-9532 www.bdp.state.ri.us

20 January 2011

MILLSTONE ENGINEERING, P.C.

310 HOPE FURNACE ROAD

HOPE, RI 02821

Dear Sir/Madam:

Your request for issuance of a Certificate of Authorization has been reviewed and approved, in the **CIVIL** discipline(s) only, by the Board of Registration for Professional Engineers.

You can amend your Certificate of Authorization at a later date if you wish to include other disciplines. In accordance with the procedures adopted by this Board, **you are requested to provide the following information.**

The document requested by the Board is a **CERTIFICATE OF GOOD STANDING**, not Certificate of Authority, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing insofar as registration procedures required by the Secretary of State's Office. The Board is requesting that the original certificate of such notice be provided within 60 days. **A copy of this letter must accompany your certificate of authority application, along with the required fee for a certificate of good standing, to the Secretary of State's office.**

You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING your application is considered incomplete and you are not authorized to practice engineering in the state of Rhode Island.

As a cautionary reminder, please be advised that until such time that your company holds a certificate of authorization, your firm may not practice or offer to practice engineering within the state of Rhode Island. The offer to practice engineering includes specifically bidding upon projects or responding to requests for proposals for engineering work to be performed with the State of Rhode Island.

Very truly yours,

Board of Registration for Professional Engineers

Kazem Farhoumand, PE
Secretary

KF/lm

ACORD INSURANCE BINDER

OP ID: JY

DATE (MM/DD/YY)
01/21/11

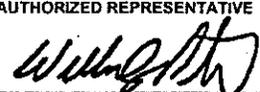
THIS BINDER IS A TEMPORARY INSURANCE CONTRACT, SUBJECT TO THE CONDITIONS SHOWN ON THE REVERSE SIDE OF THIS FORM.

PRODUCER The Preston Agency, Inc. 1350 Division Rd Suite 303 PO Box 810 East Greenwich RI 02818-0810 G. Edward Silva & Son Agency	PHONE (A/C, No, Ext): 401-886-8000 FAX NO. (A/C, No, Ext): 401-885-1700	COMPANY Admiral	BINDER # 14550
CODE: AGENCY CUSTOMER ID: MILLS-2 INSURED Millstone Engineering, P.C. 301 Hope Furnace Road Hope RI 02831	SUB CODE:	EFFECTIVE DATE 01/21/11	EXPIRATION DATE 02/20/11
		EFFECTIVE TIME 12:01	EXPIRATION TIME NOON
		THIS BINDER IS ISSUED TO EXTEND COVERAGE IN THE ABOVE NAMED COMPANY PER EXPIRING POLICY #:	
		DESCRIPTION OF OPERATIONS/VEHICLES/PROPERTY (Including Location) Civil Engineering, Landscape Architecture and Land Planning	

COVERAGES		LIMITS				
PROPERTY	TYPE AND LOCATION OF PROPERTY	COVERAGE/PERILS/FORMS	AMOUNT	DEDUCTIBLE	COINS %	
LIABILITY		Professional Liability	EACH OCCURRENCE	AGGREGATE		
<input type="checkbox"/> SCHEDULED FORM	<input type="checkbox"/> COMPREHENSIVE FORM		BODILY INJURY	\$	\$ 1,000,000	
<input type="checkbox"/> PREMISES/OPERATIONS			PROPERTY DAMAGE	\$	\$	
<input type="checkbox"/> PRODUCTS/COMPLETED OPERATIONS			BI & PD COMBINED	\$	\$	
<input type="checkbox"/> CONTRACTUAL			MEDICAL PAYMENTS	PER PERSON	\$	
<input checked="" type="checkbox"/> OTHER: Professional				PER ACCIDENT	\$	
<input type="checkbox"/> MEDICAL PAYMENTS			PERSONAL INJURY	\$	\$	
<input type="checkbox"/> PERSONAL INJURY		FORM: <input type="checkbox"/> A <input type="checkbox"/> B <input type="checkbox"/> C	Deductible	\$ 5,000		
AUTOMOBILE LIABILITY			COMBINED SINGLE LIMIT	\$		
<input type="checkbox"/> ANY AUTO			BODILY INJURY (Per person)	\$		
<input type="checkbox"/> ALL OWNED AUTOS			BODILY INJURY (Per accident)	\$		
<input type="checkbox"/> SCHEDULED AUTOS			PROPERTY DAMAGE	\$		
<input type="checkbox"/> HIRED AUTOS			MEDICAL PAYMENTS	\$		
<input type="checkbox"/> NON-OWNED AUTOS			PERSONAL INJURY PROT	\$		
<input type="checkbox"/> GARAGE LIABILITY			UNINSURED MOTORIST	\$		
AUTO PHYSICAL DAMAGE DEDUCTIBLE		<input type="checkbox"/> ALL VEHICLES <input type="checkbox"/> SCHEDULED VEHICLES	ACTUAL CASH VALUE			
<input type="checkbox"/> COLLISION:			STATED AMOUNT	\$		
<input type="checkbox"/> OTHER THAN COL:			OTHER			
EXCESS LIABILITY			EACH OCCURRENCE	\$		
<input type="checkbox"/> UMBRELLA FORM			AGGREGATE	\$		
<input type="checkbox"/> OTHER THAN UMBRELLA FORM			SELF-INSURED RETENTION	\$		
WORKER'S COMPENSATION AND EMPLOYER'S LIABILITY			STATUTORY LIMITS			
			EACH ACCIDENT	\$		
			DISEASE - POLICY LIMIT	\$		
			DISEASE - EACH EMPLOYEE	\$		

Architects & Engineers Professional Liability

SPECIAL CONDITIONS/ OTHER COVERAGES

NAME & ADDRESS		<input type="checkbox"/> MORTGAGEE	<input type="checkbox"/> ADDITIONAL INSURED
		<input type="checkbox"/> LOSS PAYEE	
		LOAN #	
		AUTHORIZED REPRESENTATIVE	
			



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

