

Filing and License Fee: \$230.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
www.sos.ri.gov

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 AUG 10 AM 11:26

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 A.C.P. AUTO SALES, INC.

(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 the authority to issue is:

(a) *If only one class:* Total number of shares 1000

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:

3. The address of the initial registered office of the corporation is:

2176 Mendon Road Suite 2000

(Street Address, not P.O. Box)

Cumberland

(City/Town)

, RI 02864

(Zip Code)

and the name of its initial registered agent at

such address is James A. Bigos, 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.

FILED

AUG 10 2011

BY C 150008 11:24

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

Please see Exhibit A attached hereto and incorporated herein.

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Paul J. Roque	10 Princess Pine Road Lincoln, RI 02865

8. 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 immediately upon filing

Date: 8-9-11

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.

Paul J. Roque

Signature of each Incorporator

EXHIBIT A
ORIGINAL ARTICLES OF INCORPORATION OF
A.C.P. AUTO SALES, INC.

6. No shareholder shall sell any stock of the corporation held by him or her without first giving written notice to the corporation of his or her intention to sell the same and giving the corporation the right to purchase said stock at the lowest price at which he or she is willing to sell before the same shall be sold by him or her to any other party. The corporation shall have thirty (30) days from the receipt of such offer within which to exercise the right to purchase the stock so offered to it. If such offer is not accepted within such time or if the corporation, through the Board of Directors, waives this right of first refusal, the shareholder shall be at liberty to sell such stock for not less than the price named by him or her as set forth in the Notice. Said Notice to the corporation shall also include the names and addresses of the proposed transferee or transferees.



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

