



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is J & E Mechanical, Inc.

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

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	1,000.00

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:

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 50 PARK ROW WEST

SUITE 111

City or Town: PROVIDENCE

State: RI

Zip: 09203

The name of its initial registered agent at such address is STEPHEN J. DIGIANFILIPPO, ESQ.

ARTICLE IV

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.

ARTICLE V

Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in

these Articles of Incorporation:

(A) PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF CORPORATION. SUCH PROVISIONS AS ARE CONTAINED IN THE BY-LAWS FOR THE CORPORATION AS ON FILE WITH THE REGISTERED AGENT OF THE CORPORATION (“BY-LAWS”).

(B) NO BOARD OF DIRECTORS. THERE IS NO BOARD OF DIRECTORS, AND ALL OF THE DISCRETIONS AND POWERS NORMALLY VESTED IN A BOARD OF DIRECTORS ARE HEREBY ASSIGNED TO THE SHAREHOLDER(S) WHO SHALL EXERCISE SUCH AUTHORITY IN ACCORDANCE WITH THE BY-LAWS.

(C) NO PERSONAL LIABILITY. TO THE FULLEST EXTENT ALLOWABLE BY LAW, NO SHAREHOLDER SHALL HAVE ANY PERSONAL LIABILITY FOR BREACH OF DUTY IN CONNECTION WITH THE EXERCISE OR NON-EXERCISE OF THE POWERS AND DISCRETIONS NORMALLY VESTED IN A BOARD OF DIRECTORS BUT GRANTED TO THE SHAREHOLDERS HEREBY.

(D) ISSUANCE OF COMMON SHARES. COMMON SHARES MAY BE ISSUED FOR SUCH CONSIDERATION AS IS DETERMINED FROM TIME TO TIME BY THE SHAREHOLDER(S) IN ACCORDANCE WITH THE BY-LAWS.

(E) TRANSFER OF COMMON SHARES. NO TRANSFER OF COMMON SHARES OF THE CORPORATION SHALL BE VALID UNLESS THE TRANSFER IS APPROVED OF BY ALL OF THE SHAREHOLDERS AND OTHERWISE COMPLIES WITH THE BY-LAWS.

(F) NO PRE-EMPTIVE RIGHTS. SHAREHOLDERS SHALL HAVE NO PRE-EMPTIVE RIGHTS.

(G) NO ANNUAL MEETING REQUIRED. EXCEPT AS MAY OTHERWISE BE REQUIRED BY LAW OR BY THE PROVISIONS OF THE BY-LAWS, THE CORPORATION NEED NOT HOLD AN ANNUAL MEETING OF THE SHAREHOLDERS.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	ERIC TOMOLILLO	19 LAFAZIA DRIVE JOHNSTON, RI 02919 USA
INCORPORATOR	DINA M TOMOLILLO	19 LAFAZIA DRIVE JOHNSTON, RI 02919 USA

ARTICLE VII

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.

Later Effective Date:

Signed this 21 Day of December, 2011 at 9:04:26 AM by the incorporator(s). *This electronic*

signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.

ERIC TOMOLILLO
DINA M TOMOLILLO

Form No. 100
Revised 09/07

© 2007 - 2011 State of Rhode Island and Providence Plantations
All Rights Reserved



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

