

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

LOCKWOOD-GAMBLE, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is LOCKWOOD-GAMBLE, INC.

SECOND: The name which it elects to use in Rhode Island is LOCKWOOD-GAMBLE, INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is February 13, 1985 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 813 Union Street, Franklin, Massachusetts 02038

SIXTH: The address of its proposed registered office in Rhode Island is 137 Oakley Road, Woonsocket and the name of its proposed registered agent in Rhode Island at that address is Anthony P. Zifcak

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To acquire by purchase, deed, mortgage, lease, or by any other method, and to dispose of by sale, conveyance, mortgage, or by any other method, personal property of every name, nature, and description, and real property, whether improved or unimproved; to develop and operate any and all of such real property, and to this end to build, erect, tear down, and rebuild, operate or sell, hotels, warehouses, office buildings, shops, factories, mills, tenement or other houses, and any and all contracts necessary in the premises; to issue bonds upon any and all of the above-named property, buildings, and structures as security, and dispose of said bonds, and to advance money on purchase, and sell bonds issued on any other property, real or personal; to build, construct, and open for public or private use streets and roads, and build and operate sewers necessary for the promotion of any of the above objects.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Hugh G. McMurtery	Director	122 Miller Street, Franklin, MA 02038
William L. Van Buren	Director	801 Union Street, Franklin, MA 02038
	Director	
Hugh G. McMurtery	President	122 Miller Street, Franklin, MA 02038
	Vice President	
	Clerk	
Susan J. Van Buren	Secretary	801 Union Street, Franklin, MA 02038
William L. Van Buren	Treasurer	801 Union Street, Franklin, MA 02038

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
15000	common	N/A	no par value

TENTH: 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 per Share or Statement that Shares are without Par Value</u>
100	common	N/A	no par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 400,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 400,000.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 18,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 18,000.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 19, 19 85

LOCKWOOD-GAMBLE, INC.
[Exact Corporate Name of Corporation Making Application]

By Hugh G. McMurtery
Its President
and Susan J. Van Buren
Its Clerk ~~Secretary~~

STATE OF Massachusetts }
COUNTY OF Norfolk } Sc.

At Franklin in said County on the 19th day
of August 19 85, before me personally appeared Hugh G.
McMurtery, who being by me first duly sworn, declared that
he is the President of Lockwood-Gamble, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Thomas E. Nannicelli
Thomas E. Nannicelli Notary Public
My commission expires: 3/19/87

(NOTARIAL SEAL)



✓
35659

08/30/85 PAID
GPOP 175.00
CHEK 175.00
0168A001

✓
AUG 28 1985

The Commonwealth of Massachusetts

MICHAEL JOSEPH CONNOLLY

Secretary of State

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

William L. Van Buren

801 Union Street
Franklin, MA 02038

Hugh G. McMurtery

122 Miller Street
Franklin, MA 02038

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

LOCKWOOD-GAMBLE, INC.

2. The purpose for which the corporation is formed is as follows:

- (a) To acquire, without limit as to amount in any jurisdiction, but conformably to the laws thereof, by purchase, deed, mortgage, lease, or by any other method, and to dispose of by sale, conveyance, mortgage, or by any other method, personal property of every name, nature, and description, and real property, whether improved or unimproved; to develop and operate any and all of such real property, and to this end to build, erect, tear down, and rebuild, operate, or sell, hotels, warehouses, office buildings, shops, factories, mills, tenement or other houses, and any and all other structures, and to enter into any and all contracts necessary in the premises; to issue bonds upon any and all of the above-named property, buildings, and structures as security, and dispose of said bonds, and to advance money on purchase, and sell bonds issued on any other property, real or personal; to build, construct, and open for public or private use streets and roads, and build and operate sewers necessary for the promotion of any of the above objects.
- (b) To carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraph.

85 044012

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 for binding. 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.

7
90
Examiner

GMC
Name
Approved

C
P
M
R.A.

5

3. The total number of shares and the par value, if any, of each class of stock within the corporation is authorized as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred	NONE	NONE		S.....
Common	15,000	NONE		

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

(not applicable)

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

None

*6. 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:

See Continuation Sheet 6A.

*If there are no provisions state "None".

CONTINUATION SHEET 6A

- (a.) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or in the by-laws requires action by the stockholders.
- (b.) Meetings of the stockholders may be held anywhere in the United States.
- (c.) The corporation may be a partner in any business enterprise it would have power to conduct by itself.
- (d.) The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of this corporation individually, or any individual having any interest in any concern which is a stockholder of this corporation, or any concern in which any such directors, officers, stockholders or individuals have any interest, may be a party to, may be pecuniarily or otherwise interested in, any contract, transaction or other act of the corporation, and
- (1.) such contract, transactions or act shall not be in any way invalidated or otherwise affected by the fact;
 - (2.) no such director, officer, stockholder or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract transaction or act; and
 - (3.) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; and

the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

813 Union Street, Franklin, MA 02038

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Hugh G. McMurtery	122 Miller Street Franklin, MA 02038	122 Miller Street Franklin, MA 02038
Treasurer:	William L. Van Buren	801 Union Street Franklin, MA 02038	801 Union Street Franklin, MA 02038
Clerk:	Susan J. Van Buren	801 Union Street Franklin, MA 02038	801 Union Street Franklin, MA 02038
Directors:	Hugh G. McMurtery	122 Miller Street Franklin, MA 02038	122 Miller Street Franklin, MA 02038
	William L. Van Buren	801 Union Street Franklin, MA 02038	801 Union Street Franklin, MA 02038

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31 in each year

d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

third Tuesday in March in each year

e. The name and business address of the resident agent, if any, of the corporation is:

(none)

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 8 day of February 19 85

William L. Van Buren
 WILLIAM L. VAN BUREN
Hugh G. McMurtery
 HUGH G. MCMURTERY

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

217980

RECEIVED

THE COMMONWEALTH OF MASSACHUSETTS

FEB 13 1985

ARTICLES OF ORGANIZATION

SECRETARY OF STATE
CORPORATION DIVISION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written 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 \$150.00 having been paid, said articles are deemed to have been filed with me this

13th day of
February 1985

A TRUE COPY ATTEST Effective date

Michael Joseph Conolly

Michael Joseph Conolly
MICHAEL JOSEPH CONOLLY
Secretary of State

SECRETARY OF STATE

DATE 5-28-85 CLERK *edm*
(This certification stamp replaces our previous certification system.)

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT TO BE FILLED IN BY CORPORATION

TO:

...Thomas E. Nannicelli, Esquire...

...P.O. Box 68

...Norwood, MA 02062

Telephone ...326-0260

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.