

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 121400



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**  
(To Be Filed In Duplicate Original)

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

- The name of the corporation is OSTRANDER CORPORATION PK
- It is incorporated under the laws of MASSACHUSETTS
- The name, if different, which it elects to use in Rhode Island is:
  - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  
\_\_\_\_\_
  - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:  
\_\_\_\_\_
- The date of its incorporation is APRIL 10, 1992 and the period of its duration is 9 YRS. 8 MTHS 10 DAYS AS AN ON GOING CONCERN
- The address of its principal office in the state or country under the laws of which it is incorporated is SUITE 302, SOMERVILLE, MA 02143 USA 35 MEDFORD ST.
- The address of its proposed registered office in Rhode Island is 31 AMERICA'S CUP AVENUE  
(Street Address, not P.O. Box)  
NEWPORT, RI 02840 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is CORCORAN PECKHAM HAYES AND GALVIN, c/o PATRICK O'NEIL HAYES JR.  
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
CONSTRUCTION - BUILDING RENOVATIONS AND NEW CONSTRUCTION OF EDUCATIONAL AND COMMERCIAL PROPERTIES

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>MICHAEL P. OSTRANDER</u>	<u>28 CRYSTAL HILL TERRACE, WESTWOOD, MA 02090</u>
Director		
President	<u>MICHAEL P. OSTRANDER</u>	<u>28 CRYSTAL HILL TERRACE, WESTWOOD, MA 02090</u>
Vice President		
Treasurer		
Secretary		

**FILED**  
DEC 24 2001  
By 278486

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OFFICE OF THE SECRETARY OF STATE  
PROVIDENCE, RHODE ISLAND

9. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1000	Common		W/O PAR VALUE

10. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1000	Common		SHARES ARE WITHOUT PAR VALUE

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 40,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 4,000,000.00.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 20,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .5% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 12/20/01

OSTRANDER CORPORATION  
Print Exact Name of Corporation Making Application

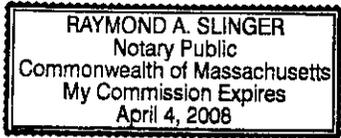
By Michael Ostrander  
 President or  Vice President (check one)

By Michael Ostrander  
 Secretary or  Assistant Secretary (check one)

STATE OF MASS  
COUNTY OF SUFFOLK

In BOSTON, on this 21ST day of DECEMBER, 2001, personally appeared before me MICHAEL B. OSTRANDER who, being by me first duly sworn, declared that he/she is the PRESIDENT of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Ray A  
Notary Public  
My Commission Expires: \_\_\_\_\_



# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL J. CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

*YE*  
Examiner  
*JE*

DO NOT USE PHOTOCOPIES - ORIGINALS ONLY WILL BE ACCEPTED FOR FILING

NOTE: ONCE DOCUMENT IS ACCEPTED AND FILED, CHANGES MUST BE BY AMENDMENT OR CERTIFICATE OF CHANGE ONLY

### NAME

### POST OFFICE ADDRESS

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

Daniel C. Perry, Esquire

Perry, Hicks, Crotty and Mitchell  
388 County Street  
New Bedford, MA 02740-4909

*YE*  
Name  
Approved

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:

OSTRANDER MANAGEMENT COMPANY, INC.

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

To engage in the business of the management, development, supervision of construction and sale or leasing of real estate, and to do any and all acts and things permitted to be done by business corporations under the provisions of Chapter 156B, as amended of the General Laws of Massachusetts.

92-161045

C   
P   
M   
R.A.

*5*  
P.C.

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.

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				\$
Common	1,000			

\*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:

None

\*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 Attachment "A"

\*If there are no provisions state "None".

ATTACHMENT "A"

6. (a) Meetings of the stockholders may be held anywhere in the United States.

(b) The Directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law or the bylaws requires action by the stockholders.

(c) The whole or any part of the authorized but unissued shares of the common stock may be issued at any time or from time to time by the Board of Directors without further vote of the stockholders.

(d) The Corporation may be a partner in any general or limited partnership or in any joint venture or in any other business enterprise organized for a purpose permitted by these Articles of Organization.

(e) Any incorporator, director or officer, when acting in good faith, shall be entitled to rely upon the books of account of the Corporation or upon written reports made to the Corporation by any of its officers other than the incorporator, director or officer so acting, or by an independent public accountant.

(f) In the absence of fraud, no contract or other transaction of the Corporation shall be affected or invalidated by the fact that any of the directors of the Corporation are in any way interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction, provided that the interest in any such contract or transaction of any such director shall at the time be fully disclosed or otherwise known to the Board of Directors. Any director of the Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction and may vote and act upon any matter, contract or transaction between the Corporation and any other person without regard to the fact that he is also a stockholder, director or officer of, or has any interest in, such other person with the same force and effect as if he were not such a stockholder, director or officer or not so interested. Any contract or other transaction of the Corporation or of the Board of Directors or of any committee thereof which shall be ratified by a majority of the holders of the issued and outstanding stock entitled to vote at any annual meeting or any special meeting called for the purpose shall be as valid and as binding as though ratified by every stockholder of the Corporation, provided, however, that any failure of the stockholders to approve or ratify such contract or other transaction, when and if submitted, shall not be deemed in any way to render the same invalid or deprive the directors and officers of their right to proceed with such contract or other transaction.

(g) No current or former director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for or arising out of a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a current or former director (i) for a breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of Massachusetts General Laws Chapter 156B, or (iv) for any transaction from which the director derived an improper personal benefit.

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 the 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 of Massachusetts is:

501 Cambridge Street, Cambridge, MA 02141

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: Michael P. Ostrander	501 Cambridge Street Cambridge, MA 02141	Same
Treasurer: Michael P. Ostrander	501 Cambridge Street Cambridge, MA 02141	Same
Clerk: Michael P. Ostrander	501 Cambridge Street Cambridge, MA 02141	Same
Directors: Michael P. Ostrander	501 Cambridge Street Cambridge, MA 02141	Same

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

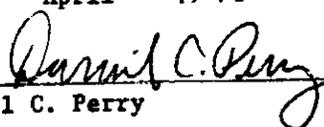
December

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

Second Wednesday in February

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

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 7th day of April 19 2

  
\_\_\_\_\_  
Daniel C. Perry

The signature of each incorporator which is not a natural person must be 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.

391249

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

SECRETARY OF  
1992 APR 10 PM 3:52  
COMMONWEALTH

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 \$ 200- having been paid, said articles are deemed to have been filed with me this

10<sup>TH</sup> day of APRIL 1992

Effective date

*Michael J. Connolly*

MICHAEL J. CONNOLLY  
Secretary of State

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE: APRIL CLERK

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

TO:

..... Daniel C. Perry, Esquire.....  
..... Perry, Hicks, Crotty and Mitchel  
..... 388 County Street.....

..... New Bedford, MA 02740-4909.....

Telephone (508) 996-8291.....

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 \$1.00 General Laws Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed

*J. M. J.*  
Examiner

# The Commonwealth of Massachusetts

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OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL J. CONNOLLY, Secretary  
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

## ARTICLES OF AMENDMENT General Laws, Chapter 156B, Section 72

FEDERAL IDENTIFICATION  
NO. 04-3150831

we I, Michael P. Ostrander, President/Vice President, and  
Clerk/Assistant Clerk of  
OSTRANDER MANAGEMENT COMPANY, INC.

(EXACT Name of Corporation)

located at: 245 Monsignor O'Brien Highway, Cambridge, MA 02141  
(MASSACHUSETTS Address of Corporation)

do hereby certify that these ARTICLES OF AMENDMENT affecting Articles NUMBERED: one

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended hereby)

of the Articles of Organization were duly adopted at a meeting held on April 19 1994, by  
vote of:

*AE*  
Name  
Approved

100 shares of Common stock out of 100 shares outstanding,  
type, class & series, (if any)  
           shares of            out of            shares outstanding, and  
type, class & series, (if any)  
           shares of            out of            shares outstanding,  
type, class & series, (if any)

CROSS OUT being at least a majority of each type, class or series outstanding and entitled to vote  
INAPPLI- thereon: -  
CABLE being at least two-thirds of each type, class or series outstanding and entitled to vote  
CLAUSE the son and of each type, class or series of stock whose rights are adversely affected  
thereby: -

TO CHANGE the name of said corporation to:  
OSTRANDER CORPORATION

C   
P   
M   
R.A.

<sup>1</sup> For amendments adopted pursuant to Chapter 156B, Section 70.  
<sup>2</sup> For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any Amendment 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 Amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

4  
P.C.

To **CHANGE** the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

N/A

The total presently authorized is:

**WITHOUT PAR VALUE STOCKS**

**WITH PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES
COMMON: .....	.....
.....	.....
PREFERRED: .....	.....
.....	.....

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON: .....	.....	.....
.....	.....	.....
PREFERRED: .....	.....	.....
.....	.....	.....

**CHANGE** the total authorized to:

**WITHOUT PAR VALUE STOCKS**

**WITH PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES
COMMON: .....	.....
.....	.....
PREFERRED: .....	.....
.....	.....

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON: .....	.....	.....
.....	.....	.....
PREFERRED: .....	.....	.....
.....	.....	.....

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date. LATER EFFECTIVE DATE: \_\_\_\_\_

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this 1<sup>st</sup> day of ~~April~~ JUNE, in the year 19 94.

  
\_\_\_\_\_  
MICHAEL P. OSTRANDER President/XXXXXXXXXX

  
\_\_\_\_\_  
MICHAEL P. OSTRANDER Clerk/XXXXXXXXXX

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1994 JUN 21 11 34 AM

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

GENERAL LAWS, CHAPTER 156B, SECTION 72

I hereby approve the within articles of amendment and, the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 21<sup>st</sup> day of JUNE 19 94

*Michael Joseph Connolly*

MICHAEL J. CONNOLLY  
Secretary of State

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 12/20/01 CLERK [Signature]

TO BE FILLED IN BY CORPORATION

PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT

TO: Marc R. Deshaies  
Perry, Hicks, Crotty & Mitchell  
388 County Street  
New Bedford, MA 02740-4909

Telephone: (508) 996-8291