

Filing Fee: \$150.00

ID Number: 117900



**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**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is LAHOHA LAND COMPANY, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are: To purchase, or in any way acquire for investment or for sale or otherwise, real property of every kind; to buy, sell, convey, lease, improve, develop, repair, manage, maintain, mortgage, deed in trust or otherwise deal with all or any part of the property of the corporation. To generally do everything suitable, proper and conducive to the successful conduct of a real estate business in all of its branches and departments; and to have and to exercise any and all powers conferred by the laws of R.I. upon corporations.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 3,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

common, no par value

or

(b) *If more than one class:* Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

This will be a Subchapter S corporation for Internal Revenue purposes with issuance of stock so qualified shareholders will receive the benefits of Section 1244 of the Internal Revenue Code.

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

The corporation shall have the right to purchase its common stock at the lowest price at which the holder thereof is willing to sell the same before the same shall be sold to any other party, and no sale or transfer of the common stock of the corporation to any party other than the corporation shall be valid, nor shall any share of such stock be transferred on the books of the corporation to any party other than the corporation unless said stock shall have first been offered in writing to the corporation by the holder of record thereof for sale at a designated price, nor such offer having been made unless the corporation fails to accept said offer within thirty (30) days from the date of receipt thereof or prior to the expiration of said thirty (30) days shall give notice in writing to the holder of such stock that it does not desire to accept said offer, and no sale or transfer of the stock of the corporation at a price lower than that at which the same shall have been offered in writing to the corporation shall be valid or give any person the right to a transfer of the same on the books of the corporation.

Nothing herein contained shall prevent the transfer of the shares of the corporation stock by will or intestacy; provided, however, that such transferee shall be bound by the terms hereof.

6. Provisions (if any) for the regulation of the internal affairs of the corporation:

\_\_\_\_\_  
\_\_\_\_\_

7. The address of the initial registered office of the corporation is 349 Jefferson Blvd.,  
(Street)

Warwick, RI 02888 and the name of its initial registered agent at such address is  
(City/Town) (Zip Code)

Thomas A. Hanley Esq.

8. The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
Pres, Sec. Treasurer	Laura Harris	392E Cards Pond Road, Matunuck, R. I. 02879
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

Name	Address
Lawrence A. Serre	117F Sherman Rd, Wakefield, R. I
_____	_____
_____	_____

10. Date when corporate existence to begin: immediately  
(not more than 30 days after filing of these articles of incorporation)

Dated March 16, 2001 Lawrence A. Serre

**FILED**

**MAR 16 2001**

STATE OF RI  
COUNTY OF Kent By [Signature]

In Warwick, on this 16 day of March, 2001, personally appeared before me Lawrence A. Serre

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

[Signature]  
Notary Public  
My Commission Expires: 7/31/01