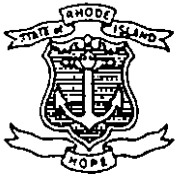


Filing Fee: \$150.00  
Licensa Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 125906



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)

FILED

JUL 18 2002

By JBS#9  
288174

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
JUL 18 8 30 AM '02

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:

1. The name of the corporation is ANAWAN REALTY, INCORPORATED
2. It is incorporated under the laws of Massachusetts
3. The name, if different, which it elects to use in Rhode Island is: ANAWAN REALTY, INCORPORATED
  - (a) 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:
  - (b) 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:
4. The date of its incorporation is March 26, 1998 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 61 Winter Street, Rehoboth, Massachusetts 02769
6. The address of its proposed registered office in Rhode Island is 615 Jefferson Boulevard  
(Street Address, not P.O. Box)  
Warwick, Rhode Island RI 02886 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is Kenneth J. Rampino, Esq.  
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
to engage in the purchase, management, restoration, marketing and sale  
of real estate.
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Anthony Andrade</u>	<u>61 Winter St., Rehoboth, MA 02769</u>
Director	<u></u>	<u></u>
President	<u>Anthony Andrade</u>	<u>61 Winter St., Rehoboth, MA 02769</u>
Vice President	<u></u>	<u></u>
Treasurer	<u>Anthony Andrade</u>	<u>61 Winter St., Rehoboth, MA 02769</u>
Clerk/Secretary	<u>Anthony Andrade</u>	<u>61 Winter St., Rehoboth, MA 02769</u>

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
400	Common		without 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
400	Common		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  
\$ 2.5 million.

- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is  
\$ 1.5 million.

- (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 60 %. [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  
\$ 1.5 million.

- (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 \$ 1.5 million.

- (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 100 % [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: July 8th, 2002

ANAWAN REALTY, INCORPORATED

Print Exact Name of Corporation Making Application

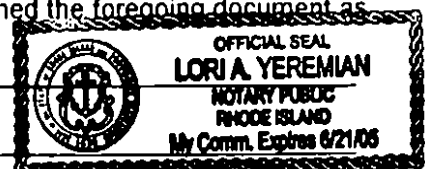
By Anthony Andrade Pres.  
☒ President or ☐ Vice President (check one)

AND  
By Anthony Andrade Clerk  
☒ Secretary or ☐ Assistant Secretary (check one)  
Clerk

STATE OF Rhode Island  
COUNTY OF Kent

In Warwick, on this 8th day of July, 2002, personally appeared before me Anthony Andrade who, being by me first duly sworn, declared that he/she is the President & Clerk 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.

Lori A. Yerman  
Notary Public  
My Commission Expires: \_\_\_\_\_



**D**

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

### ARTICLE I

The exact name of the corporation is:

**ANAWAN REALTY, INCORPORATED**

### ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount, and to conduct any other lawful business.

98085072

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

Examiner

Name  
Approved

C  
P  
M  
R.A.

P.C.

### ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	400*	Common:		
Preferred:		Preferred:		

\*Section 1244 stock

### ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not Applicable

### ARTICLE V

State the restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without the written consent of the other shareholders or in the absence of such written consent, without first giving to the other shareholders and the corporation at least thirty (30) days written notice by certified mail of his or its intention to encumber or dispose of stock. The notice shall contain the price at which the shareholder is willing to dispose of the stock, the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the thirty (30) day period, a special meeting of the shareholders shall be called by the corporation. At such meeting all the stock of the shareholders desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, NOT ON ADDENDUM A

### ARTICLE VI

State other lawful provisions, if any, for the conduct and regulation of the 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:

NONE

If there are no provisions state "None"

The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ADDENDUM A

if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. The purchase price by the corporation shall be at lowest price at which the offering shareholder is willing to dispose of his or its stock, and such purchase price shall be payable in cash or by certified bank check within sixty (60) days of the exercise of the option.

2. If all the stock of the offering shareholder is not purchased by the corporation in accordance with the provisions of Section 1 of this Article Fifth then the stock not so purchased shall be offered for sale and shall be subject to an option to purchase on the part of the other shareholders, which option shall be exercised, if at all, at the time of the meeting of shareholders called pursuant to the provisions of Section 1. The purchase price and the payment of the purchase price shall be provided in Section 1.

#### ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

Immediately upon filing

#### ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in Massachusetts is:  
275 Winthrop Street, Rehoboth, MA 02769

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Anthony Andrade	61 Winter St., Rehoboth, MA	02769
Treasurer:	Anthony Andrade	61 Winter St., Rehoboth, MA	02769
Clerk:	Anthony Andrade	61 Winter St., Rehoboth, MA	02769
Directors:	Anthony Andrade	61 Winter St., Rehoboth, MA	02769

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is: ~~Kenneth J. Rampino, Esq., 615 Jefferson Blvd., Warwick, RI 02886~~

#### ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 6th day of MARCH, 19 98.

Anthony Andrade, 61 Winter Street, Rehoboth, MA 02769

*Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction in which it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.*

611253

THE COMMONWEALTH OF MASSACHUSETTS

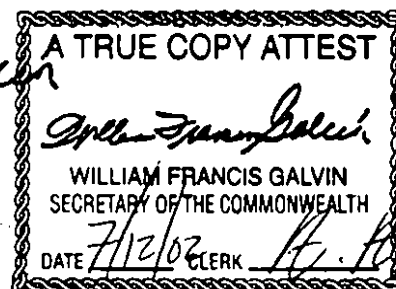
ARTICLES OF ORGANIZATION  
(General Laws, Chapter 156B)

98 MAR 26 PM 3:07  
CORPORATION DIVISION

I hereby certify that, upon examination of these 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 \$ 700.00 having been paid, said articles are deemed to have been filed with me this 26th day of MARCH 19 98

Effective date: \_\_\_\_\_

*William Francis Galvin*  
**WILLIAM FRANCIS GALVIN**  
Secretary of the Commonwealth



**FILING FEE:** One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

**TO BE FILLED IN BY CORPORATION**  
Photocopy of document to be sent to:

Kenneth J. Rampino, Esq.

615 Jefferson Blvd.

Warwick, RI 02886

Telephone: 401-738-1910