



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 Snake Hill Energy Resources, Inc.

~~(This corporation is organized for the purpose of conducting business in the state of Rhode Island and the United States of America.)~~

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 engage in the energy consulting business and to otherwise engage  
in any lawful act or activity permitted under the Rhode Island  
Business Corporation Act.

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

(a) If only one class: Total number of shares 8,000 (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.)

\$1.00 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.)

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

Shareholders shall have no preemptive rights

**FILED**

FEB 8 1999

By [Signature] #9  
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6. Provisions (if any) for the regulation of the internal affairs of the corporation:

See attachment

7. The address of the initial registered office of the corporation is 17 Cody Drive

North Scituate

(City/Town)

RI

02857

(Zip Code)

(Street)

and the name of its initial registered agent at such address is

George E. Briden

8. The number of directors constituting the initial board of directors of the corporation is one (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

George E. Briden

17 Cody Dr., North Scituate, RI 02857

9. The name and address of each incorporator is:

Name

Address

E. Colby Cameron

56 Exchange Terrace, Providence, RI 02903

10. Date when corporate existence to begin: Upon the filing of these Articles

(not more than 30 days after filing of these articles of incorporation)

Dated February 8, 19 99

E. Colby Cameron  
(E. Colby Cameron)

Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, on this 8th day of February, 19 99, personally appeared before me E. Colby Cameron

~~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.

Diane L. Allard  
Notary Public

My Commission Expires: 6-27-01

**ATTACHMENT A  
TO  
ARTICLES OF INCORPORATION**

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

(a) Action by the shareholders pursuant to Rhode Island General Laws, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director; provided that the foregoing shall not eliminate or limit the liability of a director (i) for any 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) imposed pursuant to the provisions of Rhode Island General Laws Section 7-1.1-43; or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.1-37.1)."