

Filing Fee: \$50.00

ID Number: 135910



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
NOV 7 10 18 AM '03

Pursuant to the provisions of Section 7-6-74 of the General Laws, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island and for that purpose submits the following statement:

- The name of the corporation is OCEAN STATE CPL, INC.
- It is incorporated under the laws of Delaware
- The date of its incorporation is October 3, 2003
- The address of its principal office in the state or country under the laws of which it is incorporated is:
5 Benefit Street, Providence, Rhode Island 02904
- The address of its proposed registered office in Rhode Island is 5 Benefit Street
(Street Address, not P.O. Box)
Providence, RI 02904 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is Charles Coelho
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
See Exhibit "A"

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by KMC
M 11375

7. The names and respective addresses of its directors and officers are:

	<u>NAME</u>	<u>ADDRESS</u>
Director	<u>See Attached List</u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>
President	<u>Robert Mongeon</u>	<u>621 Eastview Ave., Somerset, MA 02726</u>
Vice President	<u>Guido Petrosinelli</u>	<u>4 Stonybrook Lane, Hope, RI 02831</u>
Treasurer	<u>Norbert Zwiener</u>	<u>81 Church St., East Greenwich, RI 02818</u>
Secretary	<u>Charles Coelho</u>	<u>1200 Fall River Ave., Seekonk, MA 02771</u>

8. 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.

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/4/03

OCEAN STATE CPL, INC.
Print Exact Name of Corporation Making Application



By Robert A. Mongeon
 President or Vice President (check one)

AND

By Charles Coelho
Charles Coelho
 Secretary or Assistant Secretary (check one)

EXHIBIT "A"

3. The nature of the business or purposes to be conducted or promoted is:

The Corporation is not organized for profit. Subject to the foregoing, the Corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware or any amendment thereof, supplement thereto or substitute therefore, and shall have and exercise all the powers conferred by the laws of Delaware upon corporations formed thereunder. In furtherance, and not in limitation of the general powers conferred by the laws of the State of Delaware and the activities and purposes herein set forth, it is expressly provided that this Corporation shall have the following objects and powers:

(a) To develop, acquire by lease, sublease, purchase or otherwise land and buildings to hold, operate, manage, sell, or exchange and lease the same and any part in said building thereon, and in any replacement thereof, or additions thereto; to do and transact all other lawful business incident to, necessary, and suitable or advisable for, or in any way connected with, the purposes for which the Corporation is formed as above set forth. The primary purpose of this Corporation is to own, lease or otherwise operate a central production and distribution location or facility as a cooperative on a non-profit basis, including non-patronage business with non-members, under Section 1381(2)(2) of the Internal Revenue Code, as the same may be amended from time to time, for its members by providing, producing or manufacturing products to be used or sold in Dunkin' Donuts shops.

(b) To enter into agreements for the purchase of supplies and equipment for the distribution of products;

(c) To acquire, by purchase or otherwise, own, and possess any other lands and premises and any interest or rights therein or thereto appertaining, with the buildings and improvements thereon erected to be used in addition, as replacement or incidental and appurtenant to the premises and to improve, rebuild, manage, and operate any such property or properties; to rent, remodel, and lease; to procure the necessary permits or licenses from municipal authorities for the operation of any facility and to do and perform every act required by law to be done or performed in the maintenance and operation of the facility; to mortgage or otherwise encumber its real property and improvements thereon and equipment thereof; to sell, exchange, or otherwise transfer, convey, or

dispose of real estate, in whole or in part, or lease the same in whole or in part, for cash or by taking purchase money bonds and mortgages in payment therefor or for valuable consideration of any character; to buy, sell, and deal in bonds and loans secured by mortgages; and generally to deal with and act in relation to such real estate and any and every part thereof and to the fullest extent that a corporation organized under the Business Corporation Law is lawfully empowered to do.

(d) To acquire by purchase, or lease, or under a security agreement or otherwise any personal property necessary or proper or useful in the equipment, furnishing, improvements, development, operation, or management of any such buildings and to trade and deal in any personal property being beneficial to the Corporation and to create a security interest in, pledge, sell, let, or otherwise dispose of any personal property at any time owned or held by the Corporation.

(e) To purchase, acquire, hold, and dispose of stocks or rights to subscribe thereto, bonds and other evidences of indebtedness of any corporation, domestic or foreign; to possess and exercise in respect thereto all the rights, powers, and privileges of individual holders or owners thereof; and to exercise any and all voting powers thereon, to purchase, hold, and reissue its own membership certificates, insofar as permitted by law, and to purchase and hold its own bonds and to make and acquire, and hold or sell and dispose of, bonds and mortgages and assignments thereof.

(f) To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures, and obligations and evidences of indebtedness of all kinds, whether secured by mortgage, security interest, pledge, or otherwise, without limit as to amount, and to secure the same by a mortgage, security interest, or pledge of its property or otherwise provided the same be permitted by the Business Corporation Law, and to provide guaranties of obligations of others, whether secured by mortgage security interest, pledge or otherwise, without limit as to amount.

(g) To compromise or settle any claims, debts, leases, tenancies, or occupancies asserted by or against the Corporation.

(h) To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named,

or which at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of, or as interested in, any property or otherwise, with all the powers now or hereafter conferred by the laws of the State of Delaware upon corporations incorporated thereunder and by virtue hereof.

(i) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

The activities and purposes specified in the foregoing clauses shall not be limited or restricted by reference to, or inference from, the terms of any other clause in the Certificate of Incorporation, but the activities and purposes specified in each of the foregoing clauses of this article shall be regarded as independent activities and purposes.

DIRECTORS

<u>Name</u>	<u>Mailing Address</u>
ROBERT A. MONGEON	621 Eastview Avenue Somerset, MA 02726
JOHN HENDERSON	25 Greenhill Way Warwick, RI 02818
JOSEPH PRAZERES	25 Fairbanks Avenue East Providence, RI 02914
GUIDO PETROSINELLI	4 Stonybrook Lane Hope, RI 02831
NORBERT ZWIENER	81 Church Street East Greenwich, RI 02818
GEORGE ZWIENER	36 Sunset Avenue Saunderstown, RI 02874
JOSE COUTO	125 Liberty Street Brockton, MA 02302
TIMOTHY CLOE	580 Old Fall River Road P.O. Box 70176 Dartmouth, MA 02747
CHARLES COELHO	1200 Fall River Ave. Seekonk, MA 02771