

Corp. I.D. # 71511

State of Rhode Island and Providence Plantations
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:

FIRST. The name of the corporation is BEL TERRA LANDSCAPING, INC.

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

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

THIRD. The purpose or purposes for which the corporation is organized are:

TO PERFORM GENERAL LANDSCAPING SERVICES AND ANY OTHER LEGAL
PURPOSE FOR WHICH A CORPORATION MAY BE ORGANIZED

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

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

(a) *If only one class:* Total number of shares 2,000

(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.)

without 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 title 7 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.)

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

THE PREEMPTIVE RIGHT OF THE SHAREHOLDER, IF ANY, SHALL BE COVERED BY THE CORPORATE BY-LAWS

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

THE INTERNAL AFFAIRS OF THE CORPORATION SHALL BE GOVERNED BY ITS BY-LAWS

SEVENTH. The address of the initial registered office of the corporation is
86 WEYBOSSET STREET, PROVIDENCE, RI 02903 (add Zip Code)
and the name of its initial registered agent at such address is:
RODIO & URSILLO, LTD.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
JOHN J. SPAGNOLO	115 DODGE STREET, N. KINGSTOWN, RI
PHILIP J. TAYLOR	3767 POST ROAD, WARWICK, RI

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
JOHN J. SPAGNOLO	115 DODGE STREET, N. KINGSTOWN, RI
PHILIP J. TAYLOR	3767 POST ROAD, WARWICK, RI

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

IMMEDIATELY UPON FILING

Rec'd & Filed MAR 01 1993

AMT# 29
95521

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF PROVIDENCE } ~~Town~~ }

in said county this 25th day of February, A.D. 1993

then personally appeared before me John T. Spagnolo and Philip
J. Taylor

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.

Jeffrey M. Gibson
Notary Public

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
Mar 1 1 55 PM '93