

**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 JOHNNY'S OIL & HEATING, INC.

~~(A corporation pursuant to §§ 4-1-5 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:

Any lawful purpose

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.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares 600

(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.)

No par, Common

or

(b) *If more than one class:* Total number of shares \_\_\_\_\_

(State (A) the number of the 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:

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

SEVENTH. The address of the initial registered office of the corporation is 1025 Industrial Bank Bldg., Providence, R. I. 02903 (add Zip Code) and the name of its initial registered agent at such address is: Girard R. Visconti, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three 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.)

| Name                | Address                             |
|---------------------|-------------------------------------|
| Antonetta Turchetta | 39 Westerly Ave., Providence, R. I. |
| Arthur Marcantonio  | 12 Summit Ave., Johnston, R. I.     |
| Norma Marcantonio   | same                                |

NINTH. The name and address of each incorporator is:

| Name               | Address                                   |
|--------------------|-------------------------------------------|
| Girard R. Visconti | 10 Park Street<br>North Providence, R. I. |
| Mary B. Bruen      | 37 Barton Avenue<br>Warwick, Rhode Island |

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

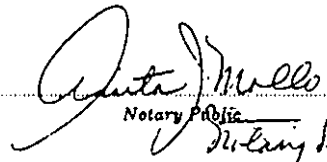
April 1, 1974

Dated March 25, 1974

Mary B. Bruen  
Girard R. Visconti

STATE OF RHODE ISLAND } City  
COUNTY OF Providence } In the ~~Town~~ } of Providence  
in said county this 25<sup>th</sup> day of March, A.D. 19 74  
then personally appeared before me Girard R. Visconti and  
Mary B. Bruen

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.

  
Notary Public  
Mary Public

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FIFTH: In case any holder of stock shall at any time desire to sell his stock, or any part thereof, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of his desire to sell and in such writing offer to sell the same to the corporation at the lowest price at which he is willing to sell said stock. Within thirty (30) days after the receipt of any such notice, the Board of Directors shall elect whether to accept such offer. If the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer, or some other officer designated by the Board of Directors shall forthwith and within said thirty (30) days, deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address as stated on the books of the corporation, a notice in writing, signed by the Secretary or Treasurer, or such other officer, of the election of the corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party, provided that such sale is made within thirty (30) days after the expiration of said thirty (30) days and at a price not less than the price at which it was offered to the corporation; and the corporation may require affidavits from the stockholder and the purchaser of such stock as to the price paid therefore before transferring such stock upon the books of the corporation.

The Directors may in particular instances consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

SIXTH: To guarantee any bonds, securities or evidences of indebtedness created by or dividends on or certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with this corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.

GENERAL POWER TO GUARANTY

To guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law, AND/OR,

To promote or assist financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

SIXTH-A The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or wilful misconduct.

The rights accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees, and agents shall be fully protected in taking any action or making any payment under this article, or in refusing so to do, in reliance upon the advice of counsel.