

Filing and License Fee: \$230.00 minimum

ID Number: 136614



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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 John C. Carter & Company

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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:

the providing of landscape architect services and for any other lawful purpose.

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

(a) If only one class: Total number of shares 1000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

no par

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, 1956, as amended, 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:

None

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PROVIDENCE, RHODE ISLAND

DEC 16 2003
By C14203

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit A

7. The address of the initial registered office of the corporation is 21 Garden City Drive

(Street Address, not P.O. Box)

Cranston

, RI

02920

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Sarah Taft-Carter

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is none 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>John C. Carter</u>	<u>960 Boston neck Rd., Narragansett, RI 02882</u>
<u>Secretary</u>	<u>John C. Carter</u>	<u>960 Boston neck Rd., Narragansett, RI 02882</u>
<u>Treasurer</u>	<u>John C. Carter</u>	<u>960 Boston neck Rd., Narragansett, RI 02882</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Sarah Taft-Carter, Esq.</u>	<u>21 Garden City Dr., Cranston, RI 02920</u>

10. Date when corporate existence is to begin Upon filing

(not prior to, nor more than 30 days after, the filing of these articles of Incorporation)

Date: November 18, 2003

Sarah Taft-Carter

Signature of each Incorporator

STATE OF Rhode Island

COUNTY OF Providence

In Cranston, on this 18th day of November, 2003, personally appeared before me Sarah Taft-Carter

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.

Donald H. Jensen

Notary Public

My Commission Expires: 6/28/05

JOHN C. CARTER & COMPANY ARTICLES OF INCORPORATION

Exhibit A

"Article SIXTH:

A. Elimination of Stockholders' Liability

1. A stockholder of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of the stockholder's duty insofar as the stockholder exercises the powers normally vested in the board of directors as permitted by Section 51 of the Rhode Island Business Corporation Act, except for (i) liability for any breach of the stockholder's duty of loyalty to the Corporation or its stockholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended, or (iv) liability of any transaction from which the stockholder derived an improper personal benefit (unless said transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended). If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a stockholder of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act. Any repeal or modification of this ARTICLE SIXTH (B) by the Corporation shall not adversely affect any right or protection of a stockholder of the Corporation existing at the time of such repeal or modification.

2. Indemnification

a. By-law and Stockholder and Officer Indemnity Agreements: Statutory Provisions. The stockholders of the Corporation may include provisions in the Corporation's bylaws, or may authorize agreements to be entered into with each stockholder and officer for the purpose of indemnifying him or her in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act, as amended.

b. By-law and Stockholder and Officer Indemnity Agreements: Other Provisions. In addition to the authority conferred upon the stockholders of the Corporation by Paragraph 2.a. hereof, the stockholders of the Corporation may include provisions in the Corporation's bylaws, or may authorize agreements to be entered into with each stockholder and officer, for the purpose of indemnifying such stockholder or officer in the manner and to the extent provided herein:

(i) The bylaw provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this ARTICLE SIXTH (B), pay, on behalf of a stockholder or officer any Loss or Expenses arising from any claim or claims which are made against the stockholder or officer (whether individually or jointly with other stockholders or officers) by reason of any Covered Act of the stockholder or officer.

(ii) For the purposes of this ARTICLE SIXTH (B), when used herein

(1) "Loss" means any amount which a stockholder or officer is legally obligated to pay for any claim for Covered Acts and shall include,

without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(2) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses; and

(3) "Covered Act" means any act or omission of a stockholder or officer in the stockholder's or officer's capacity as a stockholder or officer of the Corporation.

(iii) The bylaw provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired stockholder or officer, the estate, heirs or legal representative of a deceased stockholder or officer or the legal representative of an incompetent, insolvent or bankrupt stockholder or officer, where the stockholder or officer was a stockholder or officer at the time the Covered Act upon which such claims are based occurred.

(iv) Any bylaw provisions or agreements authorized hereby may provide for the advancement of Expenses to a stockholder or officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such stockholder or officer and based on the alleged commission by such stockholder or officer of a Covered Act, subject to an undertaking by or on behalf of such stockholder or officer to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such stockholder or officer.

(v) The bylaw provisions or agreements authorized hereby may not indemnify a stockholder or officer from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a stockholder or officer: (1) for any breach of the stockholder's or officer's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) for improper personal benefit (unless the transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended).

(vi) The bylaw provisions or agreements authorized hereby may contain such other terms and conditions as the stockholders, in their sole discretion, determine to be consistent with the provisions of the Article.

ACORD CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YY)
12/05/03

PRODUCER

Leatzow & Associates, Inc.
415 Taft Avenue.
Glen Ellyn, IL 60137

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE

COMPANY

A Lexington Insurance Company

COMPANY

B

COMPANY

C

COMPANY

D

INSURED

John C. Carter & Company
P.O. Box 121
Saunderstown, RI 02874

COPY

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS	
	GENERAL LIABILITY <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> PREMISES/OPERATIONS <input type="checkbox"/> UNDERGROUND EXPLOSION & COLLAPSE HAZARD <input type="checkbox"/> PRODUCTS/COMPLETED OPER <input type="checkbox"/> CONTRACTUAL <input type="checkbox"/> INDEPENDENT CONTRACTORS <input type="checkbox"/> BROAD FORM PROPERTY DAMAGE <input type="checkbox"/> PERSONAL INJURY	DOES NOT APPLY			BODILY INJURY OCC	\$
					BODILY INJURY AGG	\$
					PROPERTY DAMAGE OCC	\$
					PROPERTY DAMAGE AGG	\$
					BI & PD COMBINED OCC	\$
					BI & PD COMBINED AGG	\$
					PERSONAL INJURY AGG	\$
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS (Private Pass) <input type="checkbox"/> ALL OWNED AUTOS (Other than Private Passenger) <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> GARAGE LIABILITY	DOES NOT APPLY			BODILY INJURY (Per Person)	\$
					BODILY INJURY (Per Accident)	\$
					PROPERTY DAMAGE	\$
					BODILY INJURY & PROPERTY DAMAGE COMBINED	\$
	EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM	DOES NOT APPLY			EACH OCCURRENCE	\$
					AGGREGATE	\$
						\$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY THE PROPRIETOR/ PARTNERS/EXECUTIVE OFFICERS ARE: <input type="checkbox"/> INCL <input type="checkbox"/> EXCL	DOES NOT APPLY			<input type="checkbox"/> WC STATU- TORY LIMITS <input type="checkbox"/> OTH- ER	\$
					EL EACH ACCIDENT	\$
					EL DISEASE - POLICY LIMIT	\$
					EL DISEASE - EA EMPLOYEE	\$
A	OTHER Professional Liability	0657140	1/18/2003	1/18/2004	250,000 each claim 250,000 aggregate	

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

Re:

CERTIFICATE HOLDER

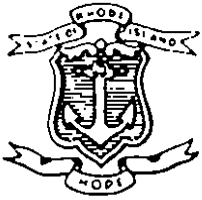
Rhode Island Secretary of State
100 N. Main Street
Providence, RI 02903

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

LEATZOW & ASSOCIATES, INC



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BOARDS FOR DESIGN PROFESSIONALS

BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS

BOARD OF EXAMINERS OF LANDSCAPE ARCHITECTS

BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS

BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS

1 CAPITOL HILL, 3rd FLOOR, PROVIDENCE, R.I. 02908 5860

(401) 222-2565

Fax: (401) 222-5744

26 November 2003

JOHN C. CARTER & CO.
PO BOX 121

SAUNDERSTOWN, RI 02874

Dear Sir/Madam:

Your Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Examiners of Landscape Architects **pending receipt of a Certificate of Good Standing** from the RI Secretary of State's Office. To complete the process, the following information is requested.

A CERTIFICATE OF GOOD STANDING, not Certificate of Authority, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing. The Board is requesting that a certificate of good standing be provided within 60 days. THIS LETTER MUST ACCOMPANY YOUR CERTIFICATE OF AUTHORITY APPLICATION TO THE SECRETARY OF STATE'S OFFICE, ALONG WITH THE REQUIRED FEE FOR A CERTIFICATE OF GOOD STANDING.

You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Upon receipt of this CERTIFICATE OF GOOD STANDING, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board.

Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING your application is considered incomplete and you are not authorized to practice landscape architecture in the state of Rhode Island.

Very truly yours,

Board of Examiners of Landscape Architects

Karen A. Beck
Chair

KAB/im